2024

INTEGRATED ANNUAL REPORT FOR THE YEAR ENDED 29 FEBRUARY

EXEMPLAR

EXEMPLAR

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Fn

FINANCIAL CAPITAL

FINAL DISTRIBUTION OF

74,7 CENTS PER SHARE (CPS)

for the six months ended 29 February 2024, bringing the total distribution for the period to

138,9 CPS

COMPOUND ANNUAL GROWTH RATE (CAGR) IN DIVIDENDS SINCE FY2020 OF

10.77%

Net asset value (NAV) of

R14,75 PER SHARE

AN INCREASE OF **7.35%**

LOAN-TO-VALUE RATIO (LTV) OF **36.5%**

Mf

MANUFACTURED CAPITAL

Commenced construction of

MBHASHE LG MALL

IDUTYWA | EASTERN CAPE

Redevelopment of

THEKU PLAZA TO THEKU MALL

Nc

NATURAL CAPITAL

INCREASED INVESTMENT IN ROOFTOP PHOTOVOLTAIC (PV) SYSTEMS

across 24 assets, increasing the portfolio's installed capacity

TO **24,22 MW$_{DC}$**

FROM **18,93 MW$_{DC}$**

www.exemplarREIT.co.za

2024 HIGHLIGHTS

Hn

HUMAN CAPITAL

Average senior management tenure of

19 years

within the Group

Combined skill set of

904 years

Sr

SOCIAL AND RELATIONSHIP CAPITAL

R6,3 million

worth of contributions made via

CHANGE FOR GOOD .co.za

EXEMPLAR

ABOUT EXEMPLAR

EDENDALE MALL KWAZULU-NATAL

ABOUT THIS REPORT

Exemplar REITail Limited (Exemplar or the Company) publishes an annual integrated report (IAR) to outline its performance and sustainability achievements for the period under review. The IAR also provides an overview of Exemplar's strategies for creating, implementing and maintaining value for all shareholders.

SCOPE AND BOUNDARY

This IAR focuses on the financial year ended 29 February 2024 (FY2024 or period under review). It encompasses information about the Company's governance and business practices and how those contribute to value creation for all stakeholders.

Specific details about acquisition opportunities, investments in subsidiaries, joint operations and jointly controlled assets can be found in the annual financial statements (AFS) from page 70.

ASSURANCE AND REPORTING PRINCIPLES

The requirements of the King IV Report on Corporate Governance™ for South Africa, 2016 (King IV)[1], the JSE Limited (JSE) Listings Requirements and the International Integrated Reporting Framework of the International Integrated Reporting Council (International <IR> Framework) have all been taken into consideration when compiling this report.

The financial statements have been prepared per IFRS® Accounting Standards as issued by the International Accounting Standards Board (IFRS Accounting Standards), the JSE Listings Requirements, the SA financial reporting requirements as well as the requirements of the Companies Act, 71 of 2008, as amended (Companies Act). Assurance has been received from our independent auditor, BDO South Africa Incorporated, on reliable, consistent, and fairly represented financial statements.

The independent auditor's report is available from page 80.

[1] *Copyright and trademarks are owned by the Institute of Directors in South Africa NPC and all of its rights are reserved.*

MATERIALITY

Exemplar's FY2024 IAR covers all material matters that may impact its ability to create value for stakeholders in the short (18 months), medium (three to five years) and long term. These material matters are carefully considered to ensure that strategic decisions mitigate risks and maximise opportunities.

Exemplar applies the principle of materiality to assess which information should be included in this report. This involves focusing on opportunities, risks and challenges that may impact the Company's ability to create and preserve value for all stakeholders. These material matters influence the Company's strategy and business model, as well as those of its subsidiaries (the Group).

Executive management identifies, prioritises and assesses the material matters as part of the Group's business planning process. Once approved by the board of directors, all material matters are continuously assessed to ensure Exemplar's continued strategic relevance in the changing operating context.

The Company continues with its focus on the development of rural and township retail assets while maintaining its focus on the ownership and management of same. In addition, acquisitions have become a key focus area.

Sustainability remains a priority within the Exemplar portfolio and significant emphasis has been placed on completing the installation of rooftop PV systems across the five provinces where Exemplar's assets are based. The provision of sustainable and affordable water and waste utilities also continues to be a strategic priority.

FORWARD-LOOKING STATEMENTS

This IAR includes unaudited predictions about the future performance and potential of the Group. These statements and opinions are accurate at the time of compiling this IAR, but there is a possibility that emerging risks, uncertainties, and other factors, both locally and globally, may have a significant impact on the actual results.

BOARD RESPONSIBILITY STATEMENT

The board, with the support of the Audit and Risk Committee, acknowledges its obligation to uphold the accuracy of this IAR.

The Audit and Risk Committee's report (page 75), outlines the measures taken to enhance assurance within the Company.

Following comprehensive consultation and evaluation, the board affirms that the IAR has been prepared per the International <IR> Framework, encompasses all significant concerns, and accurately represents the Company's performance for the period under review.

BOARD OF DIRECTORS

EXECUTIVE DIRECTORS

Duncan A Church
CFO

Jason McCormick
CEO

John McCormick
Executive director

NON-EXECUTIVE DIRECTORS

Gregory VC Azzopardi
Independent non-executive director

Frank M Berkeley
Chair

Peter J Katzenellenbogen
Lead independent director

Nonyameko Mandindi
Independent non-executive director

Elias P Maponya
Independent non-executive director

Your feedback is welcome and will assist us in improving the quality and relevance of future reports.

Please send any feedback or requests for copies to *info@exemplarreit.co.za*.

Previous reports are available at
Investor Relations - Exemplar
exemplarreit.co.za

HOW TO NAVIGATE THIS REPORT

- **Fn** Financial capital
- **Hn** Human capital
- **Sr** Social and relationship capital
- **In** Intellectual capital
- **Mf** Manufactured capital
- **Nc** Natural capital

WHO WE ARE

Exemplar is a market leader in South African rural and township retail.

We acquire, develop, own and manage assets that provide essential, convenient and sustainable retail to local communities across five provinces.

A focus on sustainable rental levels, operational cost management and viable development models assists in delivering sustainable distribution growth.

The Company is a real estate investment trust (REIT) that was listed on the JSE in June 2018 and is the only fund in the country focused purely on retail in traditionally under-serviced areas.

EXEMPLAR PROVIDES SUSTAINABLE RETAIL ESSENTIALS TO LOCAL COMMUNITIES
= CREATION OF POSITIVE SOCIO-ECONOMIC IMPACT

OWN FOR THE LONG TERM

Exemplar invests in assets to own for the long term.

Strategic relations with McCormick Property Development (Pty) Ltd (MPD) allow for the opportunity to acquire assets congruent with the Exemplar portfolio at an arm's length transaction basis.

INTERNALLY MANAGED

The Exemplar team has an intrinsic knowledge and understanding of the markets within which the Company operates.

Coupled with an exceptional understanding of its asset base from greenfield development stage, the team has an unparalleled understanding of the portfolio within the market sector.

ACQUIRE AND REDEVELOP

It is our strategic intent to acquire and develop assets that have been under-scoped within their first phase, allowing for expansion as the market grows to its full potential.

This ensures the future-proofing of assets from development stage.

SELL

Developments and acquisitions are not done with a view to sell; however, recycling of capital is seen as an integral part of the Exemplar business model.

Assets that may have exhausted their growth potential will be disposed of, allowing for yield-enhancing retail property acquisitions.

MALL OF THEMBISA GAUTENG

PILLARS OF VALUE CREATION

01 PROPERTY DEVELOPMENT

Exemplar is rooted in MPD, a company that has pioneered township and rural retail development for over four decades.

MPD's long history in the sector brings accumulated knowledge and expertise to our approach to property development and offers a pipeline of quality development opportunities.

02 OWNERSHIP

We own a portfolio of 26 assets spanning 414 530m² across five provinces (Gauteng, Mpumalanga, Limpopo, Eastern Cape and KwaZulu-Natal).

03 HANDS-ON MANAGEMENT

With an additional 187 814m² under asset management, the Exemplar team provides the best service and experience for key stakeholders, including its co-owners, tenants and community members.

04 TEAM

The Exemplar team has been involved with each of its assets from pre-development stage. The resultant knowledge per asset, combined with multi-skilled and passionate individuals, ensures optimal asset management and development.

05 LEASING

The Exemplar leasing team focuses on ensuring that the tenant mix per asset meets the specific needs of both the community and retailers.

Right-sizing of tenants, appropriate store locations and minimal vacancies are key considerations.

06 SOLAR PV AND UTILITIES

We have invested extensively in solar PV to ensure self-sufficiency and to maximise cost-efficiency by lowering municipal utility costs.

07 POSITIVE CHANGE FOR GOOD

We are proud of our community-first approach.

Our goal is to uplift and upskill the communities surrounding our assets by driving positive #changeforgood in all that we do.

PURPOSE

To provide sustainable, convenient and essential retail opportunities.

VISION

To continue to be a leading developer, owner and manager of rural and township retail space.

MISSION

To provide retail services while acting as a catalyst for economic upliftment and employment.

CORE OBJECTIVES

To create positive socio-economic change through sustainable community development and upliftment.

INVESTMENT CASE AND MARKET POSITIONING

Exemplar offers investors access to a niche property portfolio in the rural and township retail space – currently the most defensive retail property sector in South Africa.

The Company believes that property investment is a venture that generates real and sustainable value creation in the longer term. All strategic and investment decisions take the short, medium and long-term view into consideration when allowing for this sustainable value creation.

We endeavour to distribute 100% of distributable income, and that distributable income closely approximates cash generated from operations.

Our model (seen below) is a straightforward, traditional property model with few non-recurring income items.

Gpi – *Gross Property Income* *Less >* **Poe** – *Property Operating Expenses* *Less >* **Ao** – *Administrative Overheads* *Less >* **Nfc** – *Net Finance Costs*

Equals > **DISTRIBUTABLE INCOME**

Investing in Exemplar affords a unique, stable investment opportunity that provides access to a distinctive portfolio of retail assets in South Africa.

Our singular focus and the ability to rapidly innovate and adapt to changes in the market allow us to dynamically manage the balance of category weights within our various assets, thus lowering vacancy levels and ensuring higher tenant retention rates. We boast a high-quality tenant profile, with 86% of the portfolio being A-rated tenants.

Our team has a vast understanding of our portfolio as well as deep institutional knowledge of the markets within which we operate. It is this knowledge and understanding, along with a community-centric view in all areas of management, that allow us to follow a hands-on approach to the internal management of our assets while focusing on long-term sustainability.

We have traditionally under-sized our assets relative to market demand and followed a phased approach in terms of expansion and redevelopments which has allowed us to better weather economic downturns and to focus on sustainable rental levels.

Our close working relationship with tenants, the majority of which trade at more than acceptable rent-to-turnover and occupancy cost ratios, and assets that have not been over-rented (thus with more sustainable rental levels) have helped to ensure that we remain well-positioned within our market niche. We believe that we have all the ingredients necessary to ensure sustainable income distributions.

The defensive nature of our portfolio, being well-located geographically, and having a tenant mix mainly focused on essential goods and services, enables us to weather market volatility better than most. We have always held the view that our portfolio is exceptionally resilient, and this contention was tested to the extreme in recent years.

MALL OF THEMBISA GAUTENG

Our well-positioned and well-managed business has culminated in an exceptional set of results. While many other REITs have been focusing on rebuilding over-stretched balance sheets, ours has gone from strong to stronger. The LTV is 36.5%, notwithstanding wholly debt funded expansion in this and prior years, while the property portfolio value continues to appreciate on the back of what we believe to be conservative valuation assumptions. The strong balance sheet has enabled us to do what many others have shied away from – pay dividends equivalent to distributable income.

The FY2024 distribution totals 138,9 cps and we expect these to continue to grow. We have a substantial acquisition and development pipeline. All things considered, Exemplar represents a very compelling investment case.

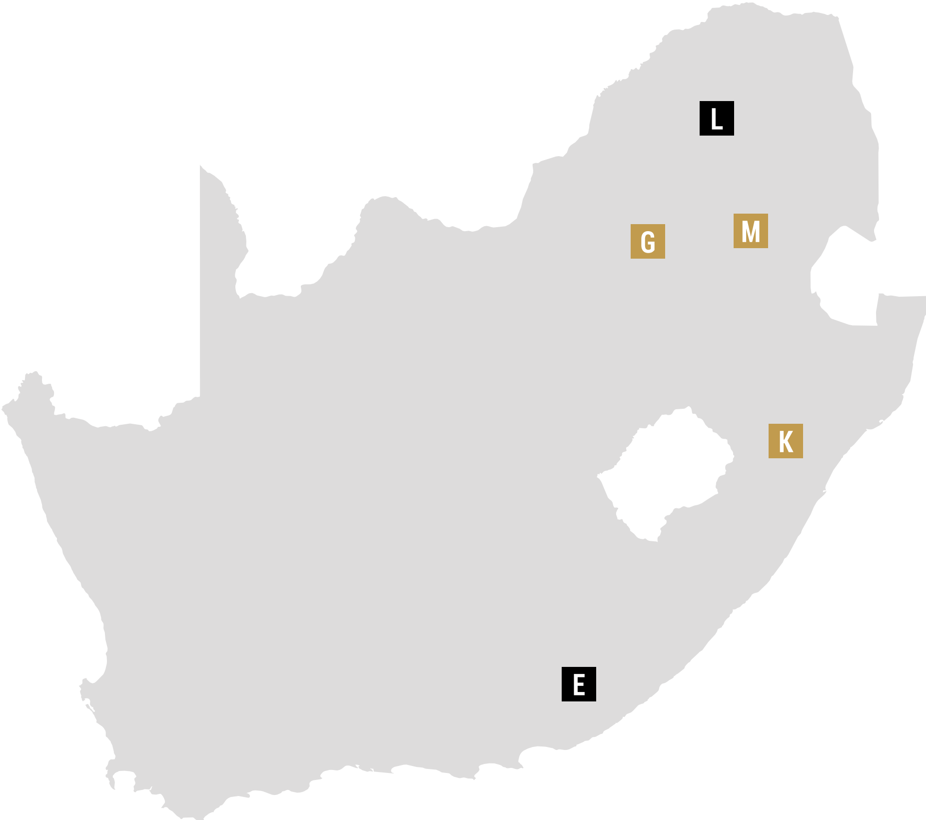
EXEMPLAR DIFFERENTIATORS:

- The only REIT focused solely on township and rural retail
- In-house property and asset management team with low staff turnover
- Ability to rapidly innovate and adapt
- Strategic relationship with MPD

VALUE-CREATING BUSINESS ACTIVITIES:

- Ongoing engagement with investors and financiers warrants funding for new investments
- Establishing and maintaining tenant relations ensures stable, long-term lease agreements
- Ongoing community development and engagement safeguards customer buy-in and support

INVESTMENT PORTFOLIO



The Exemplar portfolio spans five provinces, totalling 414 530m² under ownership and an additional 187 814m² under management.

The average size of the 26 retail assets in the portfolio is 15 944m², with the smallest being 4 796m² and the largest being 44 780m².

G GAUTENG

CHRIS HANI CROSSING
40 747m²
Vosloorus
Economic interest 50%

MALL OF THEMBISA
44 780m²
Thembisa
Economic interest 100%

THORNTREE SHOPPING CENTRE
15 620m²
Soshanguve
Economic interest 100%

ALEX MALL
29 137m²
Alexandra
Economic interest 100%

DIEPKLOOF SQUARE
15 416m²
Soweto
Economic interest 100%

MAMELODI SQUARE
16 521m²
Mamelodi
Economic interest 50%

TSAKANE MALL
32 073m²
East Rand
Economic interest 50%

ATTERIDGE STADIUM CENTRE
4 797m²
Atteridgeville
Economic interest 100%

MABOPANE SQUARE
10 398m²
Mabopane
Economic interest 100%

OLIEVENHOUT PLAZA
16 314m²
Olievenhoutbosch
Economic interest 100%

L LIMPOPO

BLOUBERG MALL
13 333m^2
Bochum
Economic interest 100%

JANE FURSE PLAZA
18 904m^2
Jane Furse
Economic interest 29.83%

MAAKE PLAZA
14 394m^2
Tzaneen
Economic interest 30%

MODI MALL
22 510m^2
Modimolle
Economic interest 100%

MODJADJI PLAZA
9 769m^2
Ga-Kgapane
Economic interest 70%

M MPUMALANGA

ACORNHOEK MEGACITY
25 200m^2
Bushbuckridge
Economic interest 43.98%

EMOYENI MALL
23 427m^2
Emoyeni
Economic interest 100%

KATALE SQUARE
8 734m^2
Marapyane
Economic interest 100%

KWAGGA MALL
34 442m^2
Kwaggafontein
Economic interest 43.51%

PHOLA MALL
27 694m^2
KwaMhlanga
Economic interest 53%

E EASTERN CAPE

BIZANA WALK
6 892m^2
Bizana
Economic interest 60%

KWABHACA MALL
18 925m^2
KwaBhaca (Mt. Frere)
Economic interest 60%

LUSIKI PLAZA
13 597m^2
Lusikisiki
Economic interest 100%

K KWAZULU-NATAL

EDENDALE MALL
28 733m^2
Pietermaritzburg
Economic interest 100%

MANDENI MALL
11 881m^2
Mandeni
Economic interest 50%

THEKU PLAZA
14 807m^2
Newcastle
Economic interest 82.5%

UNDER MANAGEMENT

GAUTENG

SOSHANGUVE PLAZA
19 000m^2
Soshanguve

MAYFIELD SQUARE
23 753m^2
Daveyton

LIMPOPO

MAHLAKUNG MALL
10 326m^2
Metz

TSHAKHUMA MALL
11 260m^2
Tshakhuma

MPUMALANGA

KABOKWENI PLAZA
14 603m^2
Kabokweni

KWAZULU-NATAL

EZAKHENI PLAZA
12 175m^2
Ladysmith

EASTERN CAPE

FLAGSTAFF SQUARE
10 920m^2
Flagstaff

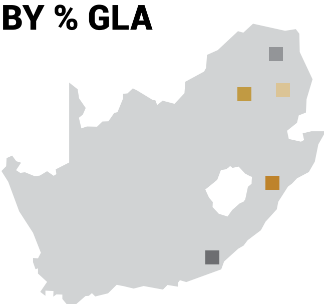
UNDER DEVELOPMENT

THEKU MALL (EXPANSION)
22 591m^2
Newcastle, KwaZulu-Natal
Economic interest 82.5%
Opening October 2024

MBHASHE LG MALL
20 638m^2
Idutywa, Eastern Cape
Economic interest 60%
Opening March 2025

TENANTS BY GEOGRAPHIC SEGMENT

BY % GLA



GAUTENG	43.70%
MPUMALANGA	20.73%
KWAZULU-NATAL	13.37%
LIMPOPO	12.70%
EASTERN CAPE	9.51%

BY % REVENUE

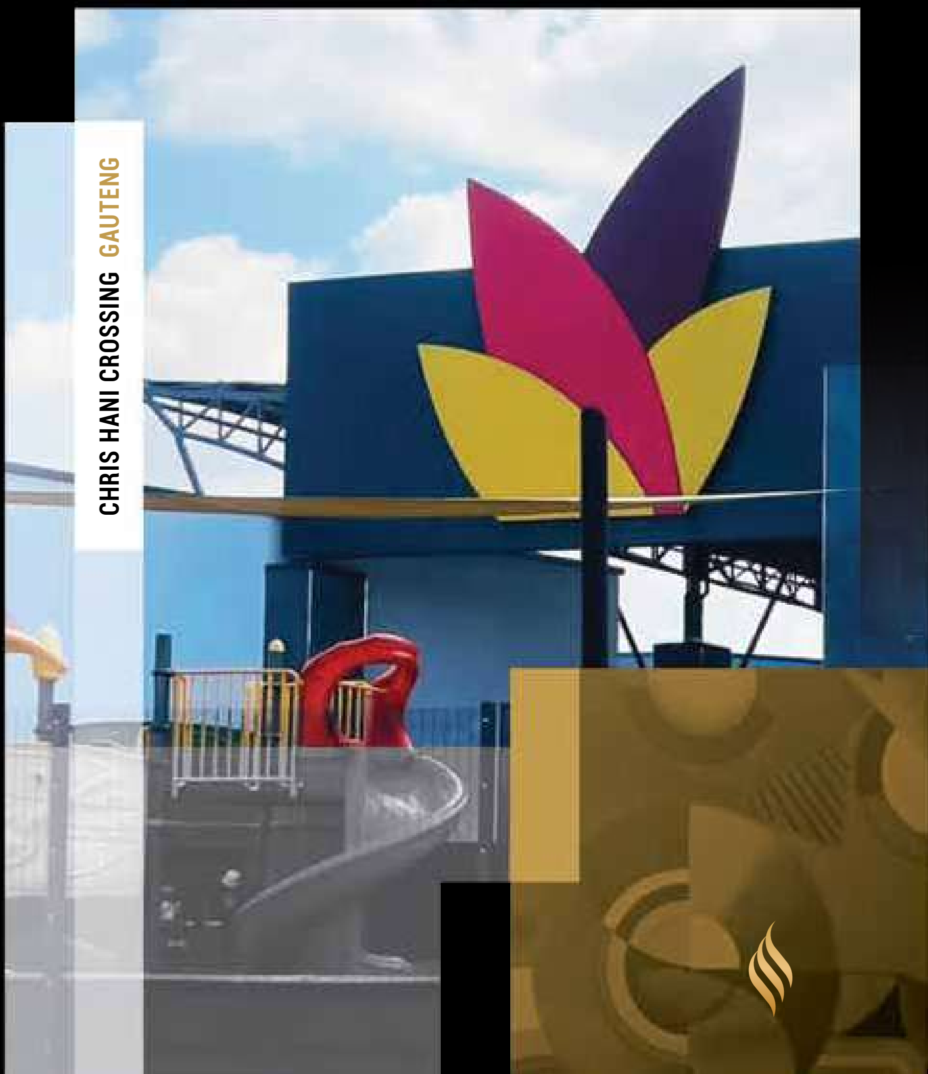
48.19%	GAUTENG
17.82%	MPUMALANGA
12.64%	LIMPOPO
12.06%	KWAZULU-NATAL
9.30%	EASTERN CAPE

17.6%
INCREASE IN RENTAL AND RECOVERY INCOME BEFORE OPERATING LEASE EQUALISATION

WEIGHTED AVERAGE INVESTMENT PROPERTY CAPITALISATION RATE OF
9.12%

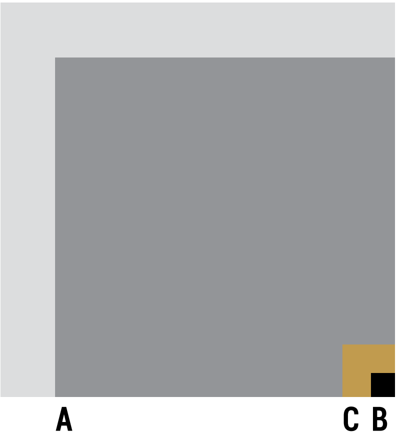
PORTFOLIO FAIR VALUE
R8,65 billion

WEIGHTED AVERAGE BASIC RENTAL OF
R162,35 per m^2



CHRIS HANI CROSSING GAUTENG

TENANT GRADING



CATEGORY A

86%

Category A includes large national and international tenants, as well as government or smaller tenants that come with rental guarantees. Notable tenants include Shoprite, Checkers, Pick n Pay, Superspar, Game, Cashbuild, Builders Superstore, The Truworths Group, The Foschini Group, The Mr Price Group, Pepkor, Absa, FNB, Capitec Bank, Standard Bank, Nedbank, Clicks, Famous Brands, KFC, McDonald's, Roots Butchery and Liquor City.

CATEGORY B

2.5%

This category comprises smaller national and international tenants, in addition to smaller listed tenants, major franchisees, and medium to large professional firms. Notable tenants in the category include Express Stores, Drip, Delicious Fish & Chips and Pedros.

CATEGORY C

11.5%

This category consists of local tenants and sole proprietors such as doctors, pharmacists and hair salons. This segment comprises approximately 400 tenants, each with a small GLA footprint.

LEASE EXPIRY PROFILE

	By GLA %
Vacant (March 2024)	3.51
Monthly	3.27
FY2025	12.75
FY2026	24.34
FY2027	12.28
FY2028	17.77
FY2029 onwards	26.08

	By Revenue %
Monthly	2.22
FY2025	15.04
FY2026	26.31
FY2027	14.23
FY2028	18.06
FY2029 onwards	24.14

CHAIR'S REPORT

FRANK M BERKELEY CHAIR

The economic environment in which the property industry operates has not improved during the last twelve months, but as I write this report, we have had nearly five weeks of no electricity blackouts from Eskom, which is something of a record in the past two years. We would hope that the assistance that business is giving to government to try and arrest the decline in all of our national services caused by the enduring lack of political leadership is showing some positive results. Sadly, as a nation, we have become largely immunised to the lack of service provision and now we are pleasantly surprised when even the most basic services, such as electricity supply, are provided on a reasonably consistent level.

Notwithstanding the extremely difficult trading conditions, the performance of Exemplar REITail has once again met our very high expectations, with NAV growing by 7.35% to R14,75 cps. The distribution for the full financial year has reduced marginally by 1.55% to 138,94 cps. This is largely as a result of increased funding costs due to protracted high interest rates as detailed in Duncan's CFO report. The company's performance has however been excellent, as shown by increased net property income, increased trading densities, rental renewals in positive territory, and the acquisition or completion of new shopping centres.

The management and staff continue to exhibit the exceptional energy, positivity, skill and enthusiasm that we have come to expect from them. One might have expected their energy to have waned to some degree, but the opposite is, in fact, the case, as we see on a daily basis. This is despite the ongoing challenges Exemplar faces as a result of deteriorating municipal services in so many of the areas of our operations. I think that it is fair to say that under the current political situation, it would be unrealistic to expect any improvement and we shall continue to manage around the problems and provide alternative services, whether they be electricity and water supply or sewerage services.

In Jason's and Duncan's individual reports you can read the detail of our operational and financial performance, which, while it is extremely good and indeed industry leading, you will note that we are not immune from the effects that the low-growth environment and extremely high interest rates have on our entire population and their spending patterns. Nonetheless our property portfolio is extremely defensive in nature, while also having the benefit of high levels of potential growth when interest rates eventually are reduced by the authorities. We continue to fill gaps in meeting consumer needs as evidenced by the growth of the portfolio detailed in Jason's report.

Our aim is to continue to grow the portfolio, both by development and acquisition, but not at the expense of long-term dilution, and certainly not at the expense of degrading the quality of the portfolio. We remain of the view that with the extended cycle of high interest rates, there will be more opportunities to acquire good assets at reasonable prices in the short term.

The board of directors continues to be involved and supportive, and each director brings a high level of skill and quality of debate to all meetings. I thank them all for their considerable contribution to Exemplar and for the support that they have given me during the past year.

As I have said previously, the quality of the management team and all of the people who are part of the Exemplar family are as good as you will find, and in their area of operations, their knowledge and skill is unparalleled. The board is most appreciative of the part they played and continue to play in the ongoing success of the Company.

FRANK M BERKELEY
Chair

CEO REPORT

JASON MCCORMICK CEO

Looking back over the year that was, my overarching feeling was that it was somewhat unremarkable relative to previous years. But, although we had no black swans gatecrashing FY2024, the year itself was no party.

We were introduced to Stage 6 load shedding which turned the retail industry on its head and the effects of higher interest rates started to bite into both consumer spend and our own distributable income.

Whilst we had all hoped that the country would be moving forward and delivering better services in preparation for the upcoming national elections, these hopes were hugely misplaced as the State and its governance continued to degenerate. Load shedding was the worst in history and the water crisis "on the horizon" proved to be right on our doorstep as the taps ran dry and we had to rely on tankers to fill our backup water tanks on a daily basis.

It is only when Exemplar's results are viewed against this backdrop of the poor state of public service and the South African economy, that one starts to get an idea of how positive these results are. When one then adds the increase in funding costs affecting Exemplar over the past year, one then gets a true sense of the quality of these results and the potential that lies ahead.

OVERVIEW

Exemplar's business remains in fantastic shape, with positive metrics on all operational aspects. Rental and recovery income, before operating lease equalisation, is up 17.6%, leases renewed escalated at a positive 4.1% with comfortably low vacancies of 3.51% and rental through-rates of R162,35 per m^2. Tenant trade remains robust, albeit its growth has slowed to at or around CPI, despite footfalls having increased in strong double digits across the portfolio where measured.

I mentioned in my previous year's report that: "We have all been buoyed by a period of historically low interest rates and we expect the effects of higher rates to reveal themselves in FY2024."

This certainly was the case, with a R105,4 million increase in our finance charges over the year (a 63.4% increase) having a material impact on these results. Exemplar's marginal decrease in annual distribution of 1.55% is mainly a consequence of these additional finance charges. Fortunately, the effect of this was somewhat offset by the stellar performance of the portfolio itself, where NPI, before operating lease equalisation and fair value adjustments, increased by a significant 14.9% and by 7.6% on a like-for-like basis.

Exemplar's increased interest charges were exacerbated by the unwinding of our interest rate hedges towards the end of 2023. With the executive's belief being that we had reached the peak in the interest rate cycle, we chose not to acquire any further hedges at year-end. We will look to reinstate these hedges as soon as conditions are more conducive to doing so.

On the balance sheet side, Exemplar remains in a very comfortable position with LTV at 36.5%, providing a solid foundation for further growth in the years to come. The value of investment property increased by a pleasing 5.75% and NAV per share increased 7.35% to R14,75.

TRADE AND TENANT PERFORMANCE

The effect of Stage 6 load shedding on both tenant performance and mindset early on in the year cannot be overstated. When suddenly faced with the increased costs of protracted diesel power and (generally) lower turnovers, most tenants - particularly Fashion - chose to pull back on capital expenditure and new store roll-outs.

This manifested itself in slower take-up of space within the greenfield developments that Exemplar is developing. But, fortunately, it did not prevent them from proceeding, nor did it hamper the improvement of the quality of the tenant mix within the existing portfolio.

Despite the depressed economy and elevated load shedding levels, Exemplar's tenants continued to trade at profitable levels, albeit with limited growth in real terms.

Exemplar's grocery anchors smashed the record they set in December 2022 and for the first time in Exemplar's history, the anchors turned over more than R1 billion in a single month - an 8.8% increase over the previous record.

For the full year and on a like-for-like basis, grocers' trading densities only increased by 2.6% to R4 847/m^2/m. This increase is negative in real terms and indicative of the increased pressure that our consumers are now under, with the poor economy and high interest rates negatively affecting disposable income seemingly all the way down to grocery spend.

As mentioned, the fashion tenants struggled the most through the elevated levels of load shedding and this showed in their numbers. Fashion was the only category to go backwards this year: National Fashion was a marginal 1.02% down whilst Independent Fashion fell a more substantial 7.8%.

On the positive side, the Health and Beauty category once again outperformed, with average densities increasing 12% to R5 049/m^2/m. We see space for further growth in this category in the year to come.

The Fast Food and Cellular categories both grew turnover by over 7% and Furniture chimed in with a 6% increase.

LEASING

Despite FY2024 being one of the toughest leasing environments in my 22 years in the industry, Exemplar's leasing team has done an incredible job in continually increasing the quality of our income stream.

Exemplar now boasts 86% A-grade tenants (up from 82% the prior year) amongst the 2 077 tenants within its portfolio.

With a positive rental escalation rate of 4.1% on leases renewed during the year and an 85.5% lease renewal rate (with a further 11.1% of leases at board for approval or already replaced), the portfolio continues to earn the support of the retailers within it.

PICK n PAY

As much has been said about Pick n Pay (PnP) and asked about our exposure to the brand, I've included a brief synopsis and my thoughts on it below.

As we continually monitor the trading metrics of the various stores within our portfolio, we started to see a decline in PnP's grocers' performance seven years ago. As a consequence, we have not installed a PnP grocer since the development of Alex and Kwagga Malls in 2017 and have limited exposure to the brand as outlined below:

Exposure per brand as a % of rent (before recoveries) are:

PnP Corporate	0.71%
PnP Family	0.1%
Qualisave	1.73%
Boxer (incl. Liquor)	2.63%

We only have one PnP Corporate store in the portfolio, with three Qualisave stores. We are in discussions to convert all Qualisave stores to Boxer, with the sole Corporate store in Diepkloof, Soweto, trading well with no need to rebrand.

Exemplar's exposure to PnP is thus immaterially low and will fall further as we convert the Qualisave brands to Boxer and Boxer is spun out in a separate listing. I am very positive about the improved trade that the Boxer team will bring to these converted stores and the knock-on benefits for the various malls concerned.

I need to note that Boxer, as well as many of the PnP Franchise stores, cannot be painted with the same brush as PnP Corporate stores. Boxer trades at some of the highest trading densities within our portfolio and PnP franchisees are some of the best traders in the country - the single PnP Franchise store that we do have is consistently in the top three supermarkets within the Exemplar portfolio on a trading density basis.

My hope is that PnP Corporate absorbs some of the intellectual property that already exists within its stable to get them back to being a viable option for us in future developments.

NEW DEVELOPMENTS

Despite the difficult leasing conditions during FY2024, we did see an uptick towards the end of the year that allowed us to get into the ground on a number of new developments. At the time of writing, Exemplar and MPD are busy with the construction of four separate retail developments (two each) as well as Exemplar's new head office.

Of these developments under construction, three are Exemplar's and each exciting for its own reasons:

MBHASHE LG MALL - EC

The development of the 20 638m² Mbhashe LG Mall, located in the bustling town of Idutywa in the Eastern Cape, made strategic sense for Exemplar, following its development of KwaBhaca Mall and Bizana Walk in that province the prior year. This will take assets under management in that province to five, further increasing our regional efficiencies there.

Anchored by Shoprite, Boxer and Roots, this development already boasts over 80% national tenants and will be a fantastic addition to the Exemplar portfolio when it opens in 1Q2025.

THEKU MALL - KZN

The redevelopment of the 14 300 m² Theku Plaza into a c.24 000m² mall has been long awaited and construction is well underway. A 4 200m² SuperSpar is confirmed as the anchor of the new enclosed mall which will house a vastly-improved fashion mix, additional banks and a new food court, with the opening set for 4Q2024.

NEW HEAD OFFICE

The construction of Exemplar's new head office is on track for its 2Q2024 opening, with Exemplar taking occupation on 17 May.

Whilst it was always going to be tough to cut the cord with our historic office and property, we're all excited about the possibility this new space brings.

The new HQ offers a more efficient and collaborative work environment and I am already loving its positive impact on our staff. I also look forward to welcoming you to our new home, so please pop in whenever you're in the area.

ENERGY SECURITY AND SUSTAINABILITY

Exemplar's focus on its energy security has continued with increased intensity, with rooftop PV having been added to a further five assets over the past financial year. This added a further 4,78MWp, taking our installed production capacity to 24,22MWp, producing approximately 30% of the total energy demand across the portfolio.

We aim to have rooftop PV on 100% of Exemplar's assets by the end of FY2025.

In a bid to further reduce operating costs, we have now integrated 20 diesel generators with the existing PV systems. By reducing the load on these generators, the PV integration has led to lower diesel costs for our tenants and ourselves.

ACQUISITIONS & CAPITAL RAISE ROADSHOW

Per expectations, with the economy in the state that it has been, we saw a marked increase in the number of assets come to market this past year. This kept the Exemplar executive busy as we looked at numerous assets that we deemed suitable targets for acquisition.

With the sheer number of opportunities on the market where we thought we could work our magic, we approached the market to discuss a potential equity raise towards the end of 2023. Admittedly, with interest rates still at their peak, our timing wasn't ideal, but given the opportunities we'd identified, we proceeded with an exercise of canvassing the market.

We were emboldened by the interest in our stock and the positive light in which the analysts and fund managers saw Exemplar's performance and position within the market. However, we could not reconcile the markets' expectation that Exemplar should be offering its shares at the same substantial discounts to NAV at which the other local property counters were trading.

Whilst we didn't proceed with the equity raise, all was not lost through the experience. We got to take the investor market through our business and share our growth intentions. We also importantly heard how they rated the business and its positioning within the market: as a deeply experienced, specialist fund targeting what remains one of the most exciting niches within the property market at this time.

I left the roadshows knowing we weren't going to raise equity, but determined to deliver on my promise to the investors: that we would continue to grow the business, irrespective of whether we raised the equity or not.

I'm incredibly proud to announce that we have done exactly that. On an earnings basis, our full-year DPS of 138,9 cps is 6.8% higher than the conservative 130 cps we forecast to the investors and market a mere three and a half months before the end of the financial year.

We did not allow the lack of additional equity capital to deter us from pursuing some of the acquisitions that we were considering. At the time of writing, we are in discussions with the intention to conclude an agreement for the purchase of the first-ever non-McCormick developed mall into the fund.

OUR PEOPLE

As always, results such as these, during times such as these, are not possible without the hard work and dedication of a phenomenal team of people. Special mention must be made of the operations team this year which has been stretched to the limit keeping the lights on as they battled the fluctuating national grid. To all of the Exemplar team who have gone above and beyond during the year, we thank you.

A special thank you to our tenants for their support and understanding over the year as we struggled and overcame the darkness together.

Finally, thank you to the board for their exceptional leadership and guidance throughout the year. Their ability to steer us through the turbulence while maintaining our focus, and giving us their brutal outside opinion of our performance has been, and always is, an absolute godsend to the executive.

It has been an absolute honour working beside a board of this calibre, and I look forward to the year ahead with anticipation.

OUR FUTURE

In any election year, it would be a braver man than I to stick his neck out on what the future holds…and all the more so in this election year. Whilst I cannot predict what will happen in these elections, on Exemplar's future, I have no issue offering my predictions.

Exemplar's drive and dogged determination to keep punching above its weight to deliver market-leading results remains as strong today as it always has. No matter what the challenges are and how many are thrown at us, I do not doubt that we will continue to rise up to meet them head-on.

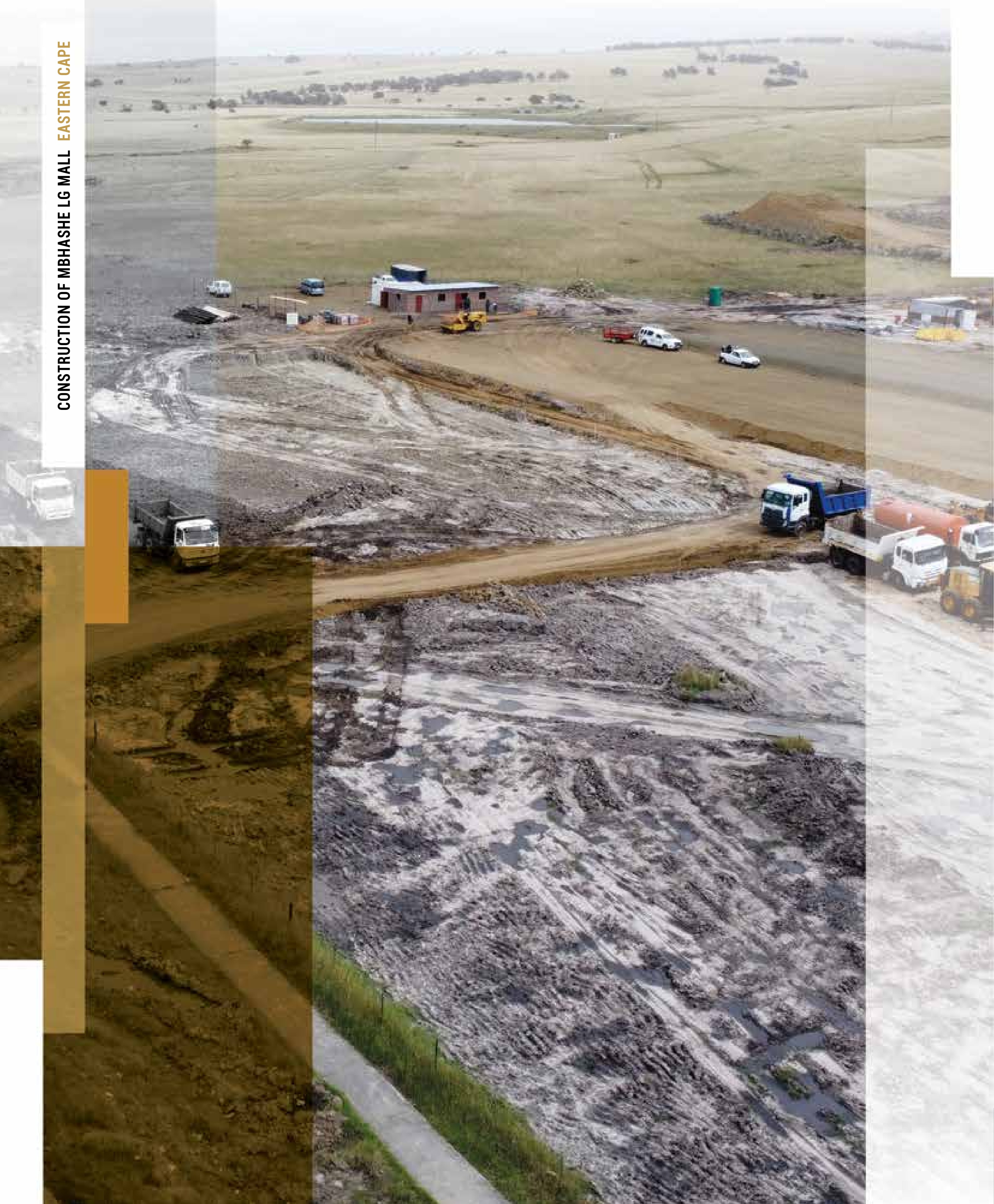
With five new retail developments (and one expansion) totalling 72 000m^2 GLA expected within Exemplar's management portfolio by this time next year plus several large developments almost shovel-ready in the MPD pipeline, it is going to be a busy time for the team as we prepare to onboard these new assets.

Exemplar's executive is also investigating a number of other opportunities that could have some very exciting benefits for the REIT going forward. I look forward to reporting more on these as and when it is appropriate to do so.

Until then, I wish you all a blessed year ahead.

Nkosi Sikelel' iAfrica

JASON MCCORMICK
CEO



ACQUISITIONS AND DEVELOPMENTS

Our principal strategy for growth remains 'quasi-organic', with strict adherence to the fundamentals of property ownership and management.

Of the 26 properties in our portfolio all but the two developed by Exemplar (KwaBhaca Mall and Bizana Walk in the Eastern Cape) were developed by MPD, Exemplar's controlling shareholder. MPD still holds a significant pipeline of greenfield development projects at various stages of maturity and continues to develop these unabated.

Exemplar holds a right of first refusal over the entire MPD development pipeline. Subject to the assets satisfying our investment criteria, the intention is to ultimately acquire all of MPD's interests in these projects upon completion.

We have commenced with the construction of Mbhashe LG Mall in the Eastern Cape as well as the expansion of Theku Plaza to Theku Mall in KwaZulu-Natal.

We are aware of the need to maintain our existing portfolio and continually devote time and resources to refreshing and redeveloping certain assets.

With the growing significance of mounting utility costs on our tenants' cost of occupation, as well as the increasing prevalence of municipal service delivery failures, Exemplar took a decision to increase its self-sufficiency in the provision of utilities.

Significant investment is being made in the continued roll-out of rooftop-mounted PV systems throughout the portfolio.

We continue to invest, where possible, in water and sewerage self-supply to minimise our exposure to unreliable municipal service delivery.

Refer to page 41 of this IAR for the full sustainability report.

We are aware of the need to maintain our existing portfolio and continually devote time and resources to ***refreshing and redeveloping*** *certain assets.*

BUSINESS MODEL

Exemplar's business model provides an outline of how value is created and preserved through the efficient management of its interconnected capital resources.

INPUTS

Fn **FINANCIAL CAPITAL**
- Equity of R4,9 billion
- Unutilised debt facilities of R300 million
- Total facilities of R3,6 billion
- Effective capital management and allocation

Hn **HUMAN CAPITAL**
- 124 permanent staff members employed by the Group
- Established skill set: combined experience of 904 years within the Group managing the portfolio
- A diverse, dynamic and multi-skilled team
- Collaborative, community-centric approach

Sr **SOCIAL AND RELATIONSHIP CAPITAL**
- Strategic partnership with MPD, property development experts
- Ongoing investment and interaction within the communities in which our assets are based
- Diverse tenant profile
- Symbiotic tenant relationships

In **INTELLECTUAL CAPITAL**
- Active asset management
- Effective operations management and systems
- Excellent corporate culture, reputation and brand
- Ability to innovate and adapt

Mf **MANUFACTURED CAPITAL**
- Ownership of 26 developments with a total GLA of 414 530m^2
- Additional 187 814m^2 under management
- Strategic acquisition opportunities
- Planned property upgrades and refurbishments
- Non-GLA income potential
- Total number of stores under management: 2 077

Nc **NATURAL CAPITAL**
- Commitment to sustainability
- Full portfolio roll-out of rooftop PV systems
- Increasingly self-sufficient regarding utilities
- Integration of environmentally friendly, reliable and sustainable waste management practices

BUSINESS ACTIVITIES

OWN FOR THE LONG TERM

MANAGE INTERNALLY

ACQUIRE AND DEVELOP

SELL

For more information regarding our business activities, refer to page 10.

The successful utilisation of these capital inputs in our daily business activities determines the outcomes of value creation and preservation.

OUTPUTS

A DEDICATED RETAIL PORTFOLIO CONCENTRATED SOLELY WITHIN THE RURAL AND UNDER-SERVICED TOWNSHIP MARKETS OF SOUTH AFRICA THAT:
- Generates rental income and capital gains
- Provides space for retailers in prime locations with captive customer bases

INTERNAL ASSET MANAGEMENT SERVICES THAT:
- Maximise operational cost efficiencies
- Generate income from management fees by serving the needs of other property owners who entrust us to maximise their returns

MARKETING SPACE THAT:
- Generates non-GLA income streams
- Provides a means for companies to market themselves to our shoppers
- Increases tenant/shopper interaction

CAPITAL OUTCOMES

Fn **FINANCIAL CAPITAL**
- Net property income of R784,1 million
- Final distribution of 74,7 cps (full-year distribution of 138,9 cps)
- NAV per share of R14,75
- LTV of 36.5%
- Cost of borrowing 10.2%

Hn **HUMAN CAPITAL**
- Minimal staff turnover
- Additional staff members employed as needed
- Staff development and growth plans in place

Sr **SOCIAL AND RELATIONSHIP CAPITAL**
- Increased brand recognition
- Well respected in the industry
- Ongoing community development and investment initiatives

In **INTELLECTUAL CAPITAL**
- Creation, development and hosting of the Township Retail Investment Summit (TRIS), a thought leadership platform
- Investment in Kasi CoLAB tenants through entrepreneurial coaching and mentorship programme

Mf **MANUFACTURED CAPITAL**
- Portfolio fair value of R8,65 billion
- Expansion of Theku Plaza to an enclosed mall
- Development of Mbhashe LG Mall in Eastern Cape
- Weighted average basic rental of R162,35 per m^2 per month
- Average anchor trading density of R4 847 per m^2 per month

Nc **NATURAL CAPITAL**
- Rooftop PV project roll-out across 24 assets
- Responsible waste management
- Exemplar Utilities (Pty) Ltd billing and meter reading optimisation
- Composting
- Sustainable water harvesting
- Community recycling projects

DIEPKLOOF SQUARE GAUTENG

STAKEHOLDER ENGAGEMENT

Exemplar is committed to transparent and honest communication with all stakeholders at all times.

The Company strives to always be clear, concise and accurate via all communication channels while treating all individual stakeholders with respect, integrity and honesty.

Stakeholder confidence is a priority and we proactively engage with market perceptions to create stakeholder value and assurance.

Through diligent corporate governance, corporate social responsibility and socio-economic development initiatives, we actively address market expectations.

Exemplar endeavours to manage, meet and exceed expectations at every level of stakeholder engagement.

SHAREHOLDERS

Sh

We communicate with our shareholders through our IARs, results announcements, press releases and Stock Exchange News Service (SENS) announcements.

Information is also provided via:

- www.exemplarREIT.co.za
- @ExemplarREITail
- @EReitail
- @ExemplarREITail

FINANCIERS

Fi

Communication with our financiers predominantly takes place through one-on-one consultations.

Information is also provided to our financiers through our IARs and results announcements.

Ma MEDIA AND ANALYSTS

Our engagement with the media and analysts is open and honest. We meet with the press and media representatives as and when required.

Tn TENANTS

We view tenant retention as equally important as the sourcing of new tenants, in order to ensure optimum trading levels and customer satisfaction.

One of our primary aims is to understand and service the needs of our tenants in order to maximise their performance within our malls. We achieve this by frequently meeting with our tenants and conducting regular site visits.

Em EMPLOYEES

We endeavour to keep the ethos of the Company strong through solid communication and interaction at both head office and site-specific level.

Our strategy is to attract, retain and promote talent. This is achieved by, inter alia, remunerating employees fairly, setting and honouring achievable and realistic KPIs, holding regular feedback and training sessions with onsite staff and having an open door policy.

Sp SUPPLIERS AND PROCUREMENT

We are committed to high standards in our work environment through maintaining solid relationships with our suppliers. We strive to make our procurement process as broad-based as possible without jeopardising sustainability.

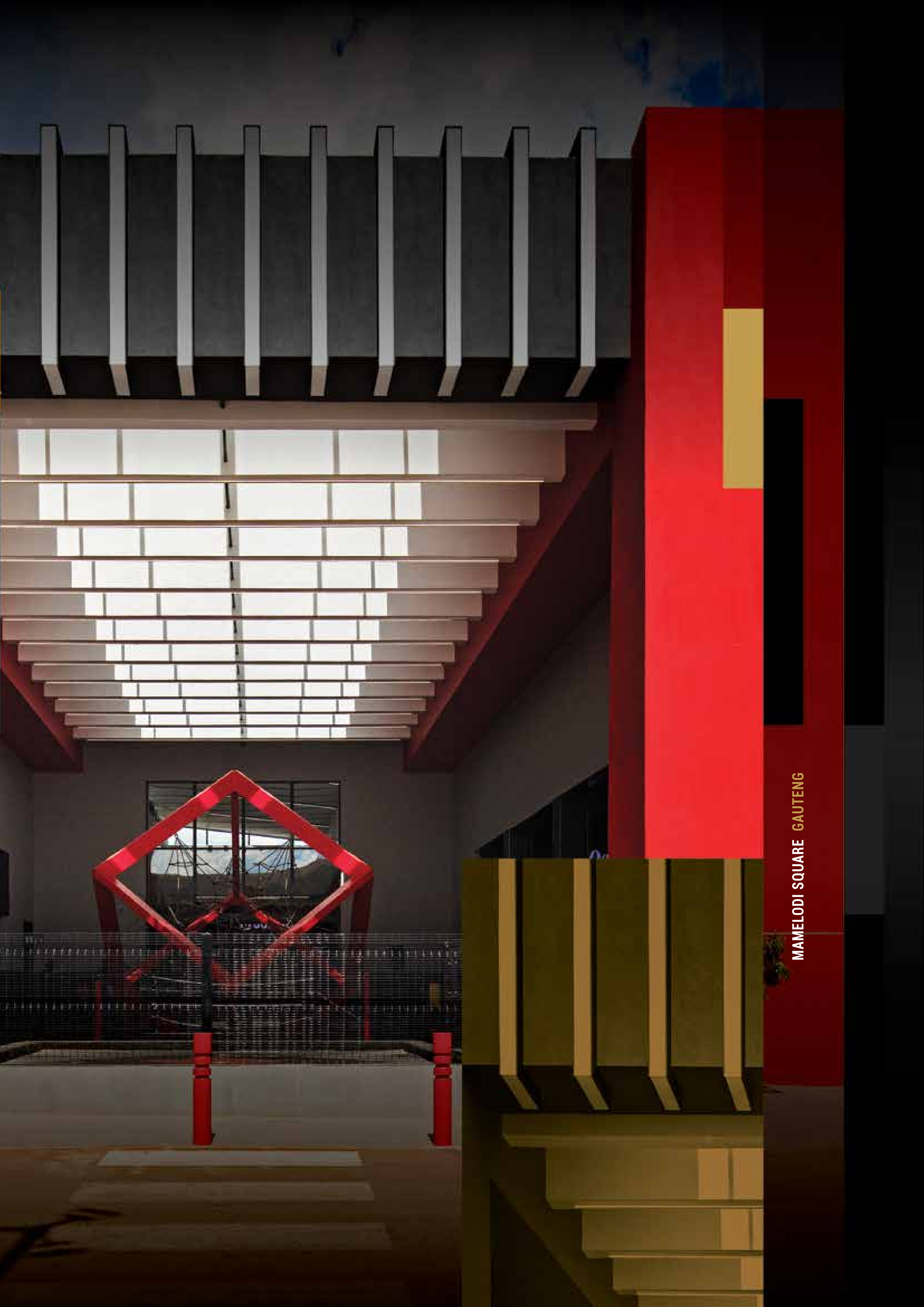
Co COMMUNITY

Communication channels are kept open at an asset level.

Engagements with community structures and forums take place on a regular basis and we view relationships within the relevant community structures at municipal and government level as paramount.

We aim to continually uplift and empower the local communities within which our assets are situated by creating employment opportunities and hosting regular community social investment drives in order to facilitate donations and sponsorships.

BUSINESS REVIEW



MAMELODI SQUARE GAUTENG

RISK MANAGEMENT

RISK	MITIGATION MEASURES CURRENTLY ADOPTED
RISK 1 **Depressed macro-economic conditions, adversely affecting consumer spend which could place downward pressure on trading densities and lead to reduced rentals, higher tenant arrears, and vacancies.** PRE H POST M	Defensive, strategically-located property portfolio managed by vastly experienced property management team Constant monitoring of the local trading environment and upgrading or expanding shopping centres on a proactive basis Access to MPD developments which ensures a pipeline of high-quality assets with growth potential, thereby diluting the risk through further diversification of the property portfolio
RISK 2 **Sustained, elevated borrowing costs.** PRE H POST H	Well-managed and monitored strategy, involving hedging a portion of interest-bearing debt with appropriate derivatives when cost-effective Monitoring of international and local economic climate and aligning development and hedging strategy with views of future rate movements Maintain reasonable gearing levels
RISK 3 **Strike action, protest and politically-motivated civil unrest.** PRE H POST M	Efficient community conflict resolution measures are in place Maintain a good relationship with the local communities Proactive steps are taken to ensure that early warning systems are in place Ensure effective security service providers are in place
RISK 4 **Increased retail space (and increased competition) making tenant retention more difficult and placing downward pressure on rentals.** PRE H POST M	Investment properties are strategically located Ensure property assets are well managed and destinations in the communities they serve Constant monitoring of the local trading environment and upgrading or expanding shopping centres on a proactive basis Ensure optimal tenant-mix Multiple properties in portfolio reduces impact should one or two come under pressure
RISK 5 **Cost inflation arising from utilities, local councils (rates) and services due to statutory wage increases (security, cleaning etc), resulting in a significant rise in the operational and municipal cost of properties (for us as well as tenants).** PRE H POST M	Leases correctly structured to ensure maximum cost recovery Costs monitored against budgets on a monthly basis Monitoring of increases to municipal valuations and objecting to those increased valuations wherever possible Focus on operating efficiencies and general cost-saving initiatives Monitoring of expense recoveries from tenants and cost-to-income ratios Investigation and implementation of use of renewable energy sources Increasing provision of own electricity supply, sewer treatment and water provision plants

RISK	MITIGATION MEASURES CURRENTLY ADOPTED
RISK 6 **Investment property valuations adversely affected by negative market sentiment, higher capitalisation/discount rates, and reduced net operating income which in turn threatens balance sheet loan covenants.** PRE H POST M	Apply reasonable, market-related assumptions in investment property valuations Maintain gearing levels at less than the 45% LTV imposed by the board (and well within the loan covenants of 50% LTV)
RISK 7 **Development risk (Mbhashe LG Mall and Theku expansion).** PRE H POST M	Exemplar controls finances 70% let by GLA prior to construction commencing Project managed by MPD Using only experienced contractors
RISK 8 **Retention of key staff.** PRE H POST M	Remuneration strategy which encompasses performance incentives, including share schemes and bonus plan Being cognisant of and improving employment conditions Affording recognition to deserving employees
RISK 9 **Service delivery interruptions, including electricity, water, and refuse removal, due to the deterioration of municipal administration and service delivery affecting tenants' ability to trade at desired levels of profitability.** PRE H POST M	Ensure sufficient back-up systems are in place to deliver cost-effective electricity, water and municipal services and ensure minimal downtime Meter readings performed independently of council readings and maintained by in-house property management team Professional consultants utilised to ensure local authority approval processes are followed Investigation and implementation of renewable energy sources (including the roll-out of PV across the portfolio) Increased reliance on own waste treatment and water provision
RISK 10 **Major tenant failure.** PRE H POST M	Constant analysis of trading densities and rent to turnover ratios Proactive reduction of exposure to identified potentially faltering tenants Continued engagement with key tenant representatives

KEY

H HIGH RISK

M MEDIUM RISK

CFO REPORT

DUNCAN A CHURCH CFO

PROPERTY PORTFOLIO TRADING RESULTS

	Actual			Like-for-like		
Rand	FY2024	FY2023		FY2024	FY2023	
Rental and recovery income	1 210 046 087	1 028 779 650	17.6%	1 051 301 844	965 521 041	8.9%
Rental and recovery income as reported	1 219 692 142	1 047 494 888		1 048 703 827	986 363 269	
Operating lease equalisation	(9 646 055)	(41 070 550)		2 598 017	(20 842 228)	
Insurance proceeds for loss of rent - included in other income	-	22 355 312		-	-	
Property operating costs	(435 544 480)	(354 957 853)	22.7%	(364 022 570)	(326 646 778)	11.4%
Net property income before lease equalisation and fair value adjustments	774 501 607	673 821 797	14.9%	687 279 274	638 874 263	7.6%

NET PROPERTY INCOME GROWTH

Like-for-like net property income growth was 7.6%, a good performance in isolation and outstanding when compared to our peer group.

Net property income is up 14.9% for the portfolio indicating the positive contribution of the new assets added in the last two years. The effect of the new assets on distributable earnings in FY2024 is only marginally accretive after factoring in associated finance costs. We expect to see the benefits in future years though as annual escalations in rental combine with the expected decrease in interest rates.

At this stage we intend to continue with our debt-funded largely organic-growth strategy. Included in our organic growth is the MPD pipeline of developments which Exemplar has a right of first-refusal on, subject always to the asset being of suitable quality and the price being market-related. At the time of reporting MPD is in the ground on two new developments, Madombidzha Mall and Mehlareng Mall, opening 26 September 2024 and 28 November 2024 respectively, with several others at various stages of pre-construction development.

Mbhashe LG Mall, an Exemplar development, is in construction-phase and is scheduled to open on 27 March 2025.

We are also underway with the expansion of Theku Plaza, to be re-named Theku Mall, and scheduled to open on 31 October 2024.

RENTAL AND RECOVERY INCOME

Rental and recovery income has increased by 17.6% to R1,21 billion. This is partly a result of the acquisition of Mamelodi Square in February 2023, the opening of KwaBhaca Mall and Bizana Walk in October 2022 and December 2022 respectively, and the completion of the Edendale Mall rebuild in April 2023.

On a like-for-like basis excluding the aforementioned assets, the increase was 8.9%.

INCREASES IN BASE RENTAL

The disclosure of rental and recovery income as a single line-item disguises to an extent the pressure on base rentals. As we have previously reported, although in most instances we recover the increases in regulated costs, mainly electricity, property rates and other municipal utilities, ultimately tenants can only afford a certain cost of occupancy regardless of the composition thereof. The base rental through-rate for the portfolio has increased from R155,95 to R162,35, an increase of 4.1%. On a like-for-like basis, base rental increased by 5.5%.

CONTRACTUAL ESCALATION IN BASE RENTAL

The weighted average contractual rate of escalation in base rental incorporated in our live leases is 6.36%.

TRADING DENSITIES

Trading densities of anchor tenants improved by 2.6% to R4 847/m^2. This below-inflation increase accords with recently published results of food retailers in the country which all indicate volume decreases in sales. Although the major food anchors continue to open new stores that result in some cannibalisation of their own stores, there is no doubt that the depressed economy and high-interest rate environment are negatively affecting consumer spending.

TENANT RETENTION

On renewal of expiring leases a weighted average increase in base rental of 4.1% has been achieved. During FY2024 GLA of 90 889m^2 expired. Of this 77 680m^2 has been renewed. Tenants occupying 5 018 m^2 indicated that they would not be renewing and of this 3 106m^2 has been re-let. Leases in respect of the balance of the expired leases are currently being negotiated and renewed.

WALE

Our weighted average lease expiry as a function of GLA is 34,8 months, and based on current base rental is 34,5 months.

VACANCIES

Vacancies are 3.51%. The rate in respect of the previous year was 3.35%.

PICK N PAY

Our exposure to the Pick n Pay (PnP) group is as follows:

	GLA m^2	Rent Rand p.a.	Share of total rent excluding recoveries %
PnP Corporate	3 103	5 657 470	0.71
QualiSave	8 612	13 864 948	1.73
PnP Franchise	569	900 227	0.11
PnP Clothing	1 435	2 626 298	0.33
PnP Liquor	1 092	2 754 037	0.34
Boxer	12 756	18 825 370	2.35
Boxer Liquor	1 074	2 278 767	0.28
	28 641	**46 907 117**	**5.85**

PnP have indicated their preference to convert certain of the PnP stores in our portfolio to Boxer stores, which proposal we are amenable to.

PROPERTY OPERATING COSTS

The increase of 22.7% in property operating costs, which is greater than the 17.6% increase in rental and recovery income, is mainly the result of larger bad debt expense of R16,8 million compared to R2,4 million in FY2023. Excluding this expense the increase would have been 18.5%.

The bad debt expense is attributable to a handful of tenants, the most significant of which is the Post Office, which accounts for R6,2 million of the amount. The Post Office was a tenant in 11 of our centres and we have cancelled most of these leases. To date five of these have been replaced, two are subject to board approval and a further two are being negotiated. Another tenant which had stores in two centres and arrears of R3,4 million has also been replaced in both locations.

COST-TO-INCOME RATIOS

Rand	FY2024	FY2023
Property operating costs	(435 544 480)	(354 957 853)
Net administrative expenses and corporate costs	(42 559 447)	(27 246 810)
Administrative expenses and corporate costs	(64 489 978)	(50 981 658)
Property management and leasing fees included in other income	21 930 531	23 734 848
Rental and recovery income	1 210 046 087	1 028 779 650
Rental and recovery income before operating lease equalisation	1 210 046 087	1 006 424 338
Loss of rent insurance proceeds included in other income	-	22 355 312
Property costs-to-income ratio	**36.0%**	**34.5%**
Property costs-to-income ratio excluding bad debts	**34.6%**	**34.3%**

The effect of the higher bad debts can be seen in the property costs-to-income ratio which has declined from 34.5% to 36.0%. But for the elevated bad debts the ratio would have been 34.6%, only marginally higher than the 34.3% of the prior year.

In the face of pressure on rentals we have managed to contain the property operating costs ratio mainly, we believe, because of our in-house approach to property management, which is quite different from the rest of the sector where these functions are largely outsourced. Efficiencies in our cost base continue to be achieved albeit under difficult conditions as the authorities burden us and our tenants with higher-than-inflationary increases in the payroll component of our security and cleaning costs, not to mention electricity, property rates, water and sewerage.

ADMINISTRATIVE EXPENSES AND CORPORATE COSTS

The increase of R13,51 million is mainly a result of the IFRS 2 charge on the share scheme of R9,04 million, which is an increase of R5,18 million, and the head office payroll increase of R4,38 million or 8.6%. Generally speaking, salary increases were inflation-linked but for adjustments for out- or under-performance. The cost in excess of the inflationary increase is due to an increased head-count related to bringing more utilities management services, mainly meter reading and utilities billing, in-house.

FINANCE COSTS

Net finance costs have increased by R105,4 million or 63.6%. The vast majority of this increase relates to the year-on-year difference between the sum of net interest earned on positive cash balances and interest paid on debt.

Rand	FY2024	FY2023	Increase
Net finance costs	(271 795 492)	(179 942 251)	(91 853 241)
Interest earned on positive cash balances	6 617 788	11 639 164	
Finance costs on interest bearing debt	(278 413 280)	(191 581 415)	

The increase is partly due to elevated interest rates, which are responsible for R42,1 million of the increase, and partly the result of more debt, being R49,8 million of the increase.

The rate of interest at which we borrow is mainly based on 3-month JIBAR. At the outset of FY2023, 3-month JIBAR was 4.217% and ended the year at 7.45%. The closing rate for FY2024, for purposes of calculating our interest payments, was 8.367%. Since then, the rate seems to have stabilised and the market's expectation is that the next move will be downwards. Other than at the outset, we chose not to fix rates through the hiking cycle as our view was that the cost of doing so was not justified. The hedges that we did have in place have mostly expired. Although rates seem to have plateaued, they have remained elevated as a consequence of sticky inflation. We are of the view that now is not the time to lock-in, but our intention would be to do so when market conditions are more favourable. At this stage our interest cover ratio is very healthy at 2,76 times which mitigates to an extent the risk of the floating rate.

With regard to the increase in net finance costs in FY2024 and the portion of the increase relating to increased debt, such interest-bearing debt has increased by R164,7 million or 5.32% when comparing the balance at February 2024 to February 2023. Therefore, it seems infeasible that the increase of R49,8 million in net finance costs can be the result of the increase in debt. However, what is not evident from the year-end debt balances is that for much of FY2023 we were able to use the proceeds of the insurance settlement following the riots of July 2021 to temporarily reduce our debt while we rebuilt the damaged centres.

The increase in interest-bearing debt in FY2024 is entirely attributable to capital projects including:

- completing the rebuild of Edendale Mall (R23,8 million),
- the Theku Plaza expansion (R14,4 million),
- Mbhashe LG Mall (R14,1 million),
- the completion of KwaBhaca Mall and Bizana Walk (R25,5 million),
- various small capital projects at certain centres (R8,4 million),
- the roll-out of additional solar projects (R38,2 million), and
- the construction of our new head office in Centurion, Gauteng (R59,2 million). The new head office was necessitated quite simply by the need for more space for the anticipated increase in staffing complement to handle the growing portfolio and its continued growth into the future.

FAIR VALUE ADJUSTMENTS TO INVESTMENT PROPERTY

Our entire portfolio is valued annually by an independent property valuer. The fair value adjustment of R360,8 million equates to an increase of 4.32% on the prior year's fair value plus the current year's additions. In light of the 7.6% growth in like-for-like net property income, this would appear to be a very reasonable fair value adjustment.

The weighted average capitalisation rate applied in the valuations is 9.12% (FY2023: 9.10%).

VARIANCE TO FORECAST PUBLISHED IN NOVEMBER 2023

In November 2023 we engaged with various fund managers and in doing so presented a forecast income statement for FY2024 which reflected profit for the period of R618,2 million. Actual profit for the period is R713,9 million, a difference of 15.5%. The JSE Listings Requirements necessitate an explanation of a variance greater than 10%. The main reason for the variance is because we did not forecast the fair value adjustments to investment property and derivative financial instruments between 1 September 2023 and 29 February 2024 nor the deferred tax thereon. These variances have no effect on distributable income.

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LOAN-TO-VALUE RATIO

Rand	FY2024	FY2023
Financial liabilities	3 262 115 645	2 980 876 967
Vendor Finance	-	116 500 000
Cash and cash equivalents	(42 843 244)	(59 218 534)
Derivative financial instruments	(258 857)	(43 131 204)
Net debt	3 219 013 544	2 995 027 229
Carrying amount of property related assets	8 811 680 406	8 258 307 839
Total assets per statement of financial position	8 960 072 949	8 463 754 080
Cash and cash equivalents	(42 843 244)	(59 218 534)
Derivative financial instruments	(258 857)	(43 131 204)
Staff share scheme loans	(30 256 256)	(32 480 916)
Trade and other receivables	(75 034 186)	(70 615 587)
	36.5%	**36.3%**

The LTV remains healthy at 36.5%, only marginally up on last year's 36.3% and certainly leaves significant room to debt-fund further developments and acquisitions.

NET ASSET VALUE

Rand	FY2024	FY2023
Reported net asset value	4 949 830 786	4 686 269 146
Distribution to be declared	(248 102 336)	(240 602 018)
Derivative financial instruments	(258 857)	(43 131 204)
Deferred tax liability	205 830 401	165 863 720
Non-controlling interest in deferred tax liability	(4 604 983)	(2 649 124)
Total net asset value	**4 902 695 011**	**4 565 750 520**
Number of shares in issue	**332 290 686**	**332 290 686**
NET ASSET VALUE PER SHARE	**14,75**	**13,74**

Net asset value per share has improved to R14,75, an increase of 7.35%.

As a reasonability check on our NAV per share we have applied the weighted average capitalisation rate on our investment property portfolio of 9.12% to our FY2024 distribution of 138,93645 cps, which implies a value per share of R15,23. We suggest that this makes it difficult to argue that an Exemplar share should be valued at a discount to NAV.

Admittedly, the lack of trade in the Exemplar share makes it difficult to establish a market view of the fair value of the share. This is something that we are acutely aware of and we are actively trying to remedy through the issue of new equity and broadening of the shareholder base. Creating liquidity in the share will also provide an additional path to growth as our shares become accepted currency. However, it is not an initiative that we will implement at all costs and to the detriment of existing shareholders. We believe vehemently in the value of our Company and know that we offer a growth proposition few in the sector can match.

DISTRIBUTION HISTORY

Cents per share	FY2024	FY2023	FY2022	FY2021	FY2020	FY2019 (9 months)
Interim	64,27220	68,71483	45,34446	35,96489	43,77000	19,10000
Final	74,66425	72,40709	72,25371	49,06666	48,49859	42,74000
	138,93645	**141,12192**	**117,59817**	**85,03155**	**92,26859**	**61,84000**

The FY2024 distribution of 138,93645 cps is 1.55% down on the prior year. It should be noted that the FY2023 distribution was supported by the significantly lower finance costs in that year resulting from the temporary reduction in debt whilst we rebuilt the looted and damaged centres. Despite some volatility in distributions from year-to-year, almost entirely a consequence of Covid-19 and the riots, the trend is clear. The CAGR in distributions since FY2020 is 10.77% and that of the NAV per share is 7.54%, for an effective annual total return of 18.31%.

We expect the trend to continue. We will continue to expand the portfolio whilst remaining cognisant of maintaining reasonable gearing levels. There are more exciting prospects in the pipeline which we will report on in due course. It's likely that interest rates have peaked in this cycle and sooner or later the cuts will come. More importantly however, the fundamentals of the portfolio are sound and our management structures strong. We look forward to delivering another set of outstanding results to our shareholders next year and beyond.

The distribution to be paid to shareholders for the six months ended 29 February 2024 of 74,66425 cps will consist of a dividend of 57,03275 cps and a return of contributed tax capital of 17,63150 cps.

DUNCAN A CHURCH
CFO

SUSTAINABILITY

As ardent conservationists, we recognise and frequently evaluate the potential environmental impact of our developments and assets on the environment. As a company, we are committed to minimising any possible adverse effects.

Exemplar is dedicated to ensuring environmental and social governance remain an integral part of our long-term decision-making and planning processes and will continue to prioritise these factors in the future.

Our sustainable development strategy is carefully crafted to strike a balance between environmental stewardship, transformation and economic growth while creating value for our stakeholders.

We identify, measure, and effectively manage the impacts of our buildings and infrastructure, focusing on economic, environmental, and social criteria. We constantly seek out opportunities to innovate and improve upon the sustainability of both our existing and future assets.

SUSTAINABILITY TARGETS

These targets were established in FY2022 and comprised sustainability-linked loans worth R1,791 billion, with margin reductions tied to Exemplar meeting predetermined environmental targets.

The objectives comprise solar energy, carbon offset, and water intensity goals which, if accomplished, see interest cost savings from the sustainability-linked loans being directed towards Exemplar's #ChangeforGood community initiatives at an asset level.

Visit ***www.changeforgood.co.za*** for more information about these initiatives.

CHRIS HANI CROSSING GAUTENG

ENERGY CONSUMPTION AND GENERATION

The Group remains committed to minimising its environmental impact across the portfolio. This is done by implementing workable, self-sufficient solutions to ongoing utility cost, supply and maintenance challenges. The Company is dedicated to ensuring its assets can function at optimal levels both on and off the grid.

At the time of writing this report, Exemplar has installed five additional renewable energy generators, bringing the portfolio total to 24 from 19 in FY2023.

The additional installations increased the portfolio nameplate solar PV capacity by 4,29 MW_{DC}. An additional 487 kW_{DC} was also added by increasing the installed capacity of three existing solar systems.

> The total installed capacity now stands at 24,22 MW_{DC} and 18,93 MW_{AC}.

Additionally, the Company has embarked on large-scale hybrid power systems, incorporating a mix of conventional grid-tied solar PV inverters, hybrid battery inverters and diesel generators.

To date, Exemplar has installed a total of 5,2 MWh_{AC} of electrical energy storage systems, capable of significantly reducing maximum demand and creating additional revenue streams in the form of maximum demand reduction, fuel savings and energy arbitrage.

In FY2024, Exemplar's assets consumed 93,58 GWh_{AC} of energy, while its solar PV systems generated approximately 25,53 GWh_{AC} a self-generation percentage of 27.28%.

The energy generated by Exemplar's renewable energy systems indirectly resulted in the following Eskom reductions:

01	02	03
COAL USAGE:	**WATER USAGE:**	**CO_2 EMISSIONS[1]:**
13,67 kT	35,5 ML	25,03 kT

The Group is actively integrating existing grid-tie solar systems with backup diesel generator systems to achieve the dual objectives of reducing diesel consumption and greenhouse gas emissions and enhancing the energy yield of the existing solar systems.

By integrating these systems, Exemplar ensures that during grid outage events, the solar systems can continue to generate solar energy, thereby providing an uninterrupted power supply to its assets.

This approach not only improves energy resilience but also contributes to overall sustainability efforts by maximising the utilisation of renewable energy sources and minimising reliance on fossil fuels.

Exemplar plans to commission a further five rooftop solar PV systems in FY2025, which will increase installed generating capacity by approximately 5,1 MW_{DC}. It is also the Company's intention to commission an additional large-scale hybrid system at one of the upcoming developments.

The electrical energy storage for this system will boast a nameplate capacity of 1000 kWh_{AC} and is expected to substantially alleviate the high diesel generator costs for tenants.


MABOPANE SQUARE GAUTENG

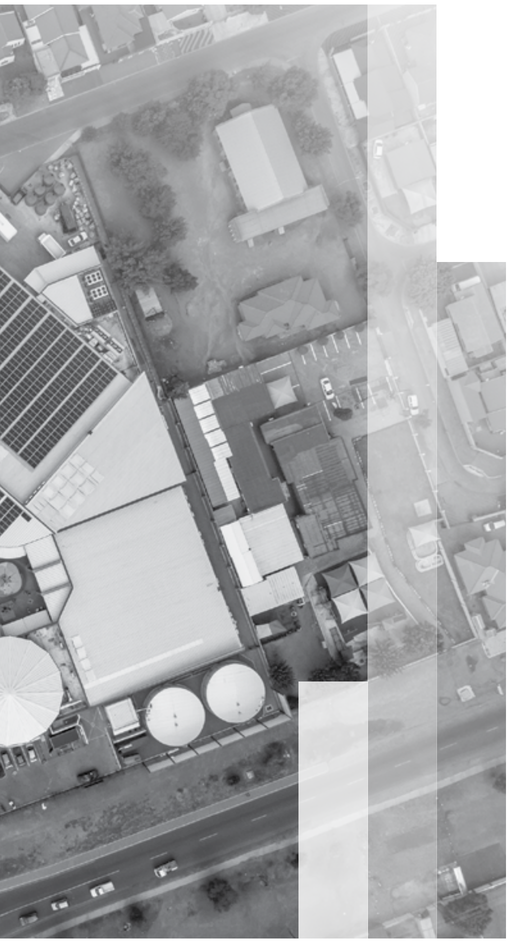
[1] *Eskom Integrated Report March 2023*

WATER MANAGEMENT

The reduction of water wastage continues to be a priority within the Exemplar portfolio.

In addition to our existing water-saving initiatives, the smart water meter installation project, which commenced in FY2023, is nearing completion. All 26 assets have bulk smart water meters installed.

Over 80% of the portfolio's common areas and more than 70% of the tenants now have smart water meters in place. We continue to conduct both tenant and community engagement and education programmes about the importance of effective water management.



WASTE MANAGEMENT

Waste is separated at source into recyclable and non-recyclable materials. This reduces the impact on landfills and, ultimately, the Group's impact on the environment.

In the period under review, 1 709 tonnes of waste were recycled, an increase of 53.5% compared to FY2023. This increase is attributed to the formalising of the aggregation of waste data and waste management reporting in the portfolio - 22 of the 26 assets are now reporting waste volumes and waste activities through a formalised reporting platform.

Our total recycled waste vs total generated waste for the period is 57.62% (versus 43.76% in FY2023 and 32.30% in FY2022).

According to the International Emissions Index, our recycling and waste management activities have had the following positive impact on the environment:

CARBON DIOXIDE EMISSIONS REDUCED BY:

1 055 315 Kgs

CARBON TAX SAVINGS:

R126 521

WATER SAVED:

31 620 173 litres

(9% increase compared to FY2023)

TREES SAVED:

20 286

(8% increase compared to FY2023)

ENERGY SAVED:

12 322 749 Kwh

(30% increase compared to FY2023)

CASE STUDY: ORGANIC MATTERS

"Our greatest pride is that through our journey, we have been able to mentor young and upcoming entrepreneurs to venture into waste management and have been able to outsource some of our work to them to assist in their sustainability."

ORGANIC MATTERS

Established in 2018, Organic Matters are sustainable waste management and wastewater treatment experts.

Exemplar and Organic Matters first partnered in 2021 - their shared commitment to reducing environmental impact and empowering local communities has since resulted in a partnership across 23 sites.

We spoke with founder and passionate entrepreneur Siya Sigcau about the partnership and its progress.

Tell us about Organic Matters.
Organic Matters has established itself as a pioneer in the waste management and wastewater treatment industry. Our operations expand across several provinces and we are committed to empowering local communities while fostering a more inclusive economy. As a forward-thinking, 51% black-owned enterprise, we pride ourselves on being a level 2 B-BBEE supplier.

We offer a comprehensive suite of services tailored to meet the unique demands of the waste management and recycling industry, particularly within the retail, hospitality and food manufacturing sectors.

Our services include waste and wastewater management, sewer sump extractions, pump installations, repairs and maintenance, supply, installation and management of dosing and odour control systems, grease trap installation and maintenance, liquid waste transport and innovative food waste management solutions.

Our approach not only diverts food waste from landfills but also promotes the transformation of organic waste into valuable compost, contributing significantly to environmental sustainability.

Tell us about the Exemplar and Organic Matters partnership.
The passion for rural and township development, which runs through both brands, is a cornerstone of our relationship. Our partnership has grown from two sites in 2021 to 23 sites in 2024, which has played a major role in the growth of Organic Matters as a company and in sustaining employment opportunities for our team.

To date, we have diverted recyclable material from landfills and turned the cost of pure disposal into revenue while continuing to improve recycling standards for each Exemplar asset where we are based.

Additionally, we are driving source separation of food waste to minimise the contamination of recyclables. This has led to the diversion of over 100 tonnes of food waste from landfill space per month.

Other key focus areas in the partnership include the management of grease trap waste to prevent the harmful effects of grease and fat on sewage systems and the removal of all E.coli from wastewater treatment plants to ensure that the discharge wastewater meets primary compliance levels.

What is the most exciting project you have worked on with Exemplar?
We've had quite a few exciting projects that we've partnered on including the opening of the Mall of Thembisa and Mamelodi Square in Gauteng and KwaBhaca Mall and Bizana Walk in the Eastern Cape. These projects proved so successful that we have now used them as a standard across the portfolio to ensure sustainability.

Our greatest pride is that through our journey we have been able to mentor young and upcoming entrepreneurs to venture into waste management and have outsourced some of our work to them to assist in their sustainability.

What would you like to share with up-and-coming talent who have a dream but need assistance in putting it into action?
Our message is to never give up.

Knock on doors until someone eventually opens one and, when given an opportunity, grab it with both hands. Treat every opportunity as if it's your only one. Be patient and understand that sustainable growth takes time and lastly, always put ethics at the heart of everything you do.

Any last thoughts?
With a strong foundation in innovation, community empowerment and environmental responsibility and with partners like Exemplar, the sky is the limit. We are confident that the impact of this partnership will continue to positively contribute to the industry and society.

HUMAN CAPITAL

Our staff are an asset.

It is their knowledge, commitment, and passion that enables Exemplar to continually innovate, improve, and evolve as a business.

Our open door approach to communication facilitates employee interaction and collaboration.

This approach places top leadership and management on an equal footing with entry-level employees, fostering a think-tank environment that encourages transformative and inspired thinking.

Our corporate culture is driven by our core values of honesty, integrity and trust.

OUR PEOPLE

EMPLOYEE TURNOVER
Our team members are carefully selected based not only on their skill sets but also on their knowledge, passion and vision for the rural and township retail sector. Hiring processes carefully assess their ability to align with the Exemplar culture, resulting in a highly engaged team and low staff turnover.

DEVELOPMENT AND TRAINING
Exemplar aims to consistently provide development, training and growth opportunities to all employees, with a specific focus on skills development, transfer, and upliftment.

LABOUR RELATIONS
Exemplar subscribes to the principles of the international labour organisation and complies with all relevant South African labour laws.

We are committed to maintaining a healthy and productive work environment while complying with all applicable health and safety policies and procedures.

#ChangeforGood is an Exemplar initiative that strives to encourage South African corporates and communities to do one thing every day to assist in bringing about positive change.

Launched in 2018 ***#ChangeforGood*** initiatives for the period under review total R6,3 million.

Focus areas for FY2024 included:

- a partnership with township food delivery service, Delivery Ka Speed, to deliver necessities such as back-to-school supplies, dignity packs, and food hampers to community members
- further growth of the 3.Things micro-education and learning platform (previously Thuto.Life)
- assisting with the retention of tenants affected by the current economic conditions and
- investing in and uplifting local SMMEs within the communities within which our assets are based

PARTNERSHIP BETWEEN EXEMPLAR AND DELIVERY KA SPEED

Between June 2023 and February 2024, Exemplar and Delivery Ka Speed joined forces to bring about positive change to local communities within the Exemplar portfolio.

Launched to coincide with various Youth Day activations within the portfolio, the monthly initiative focused on uplifting the youth, empowering education and improving mental well-being.

Across multiple shopping centres in Gauteng, community members and shoppers were asked to nominate their favourite community programmes, NGOs and NPOs. The nomination and voting process was run via the shopping centre and Delivery Ka Speed's social media platforms to ensure transparency and equal opportunity.

Exemplar wanted each community to play an active role in acknowledging, appreciating and rewarding phenomenal community members and programmes that are driving positive change.

Over 3 000 items were donated to community initiatives near Alex Mall, Chris Hani Crossing, Diepkloof Square, Mabopane Square, Mall of Thembisa, Mamelodi Square, Thorntree Shopping Centre and Tsakane Mall.

The initiative received over 3 400 votes and assisted 45 community enterprises.

For a full overview of the Exemplar #changeforgood initiatives, visit ***www.changeforgood.co.za***

SNEAKER® CLEANIC
A Clean Shoe Equals An Easy Journey

"Exemplar is like that older brother who is willing to share connections, opportunities and insights with their younger sibling to see them grow and succeed".

#CHANGEFORGOOD PROFILE – LESEGO GUMEDE

ENTREPRENEUR AND FOUNDER OF SNEAKER CLEANIC.

Entrepreneur, sneaker fanatic and a passionate believer in never giving up on your dreams, Lesego Gumede is the founding member of Sneaker Cleanic.

A specialist in the restoration, repair and cleaning of footwear, Sneaker Cleanic aims to educate customers about the importance of keeping their footwear clean as well as providing them access to hand-crafted, quality, affordable homecare products developed by a team of self-proclaimed sneaker addicts.

As a tenant at Mabopane Square in Gauteng and one of the inaugural members of the Mamelodi Square Kasi CoLAB, we caught up with Lesego to find out how his journey with Exemplar has impacted his entrepreneurial journey and love for retail.

Who is Sneaker Cleanic?
The brand was founded in 2021, following my resignation from formal employment due to the impact my hearing disability was having on my day-to-day activities. I saw an opportunity in the market when I realised that people love to wear expensive shoes but don't know how to look after them. I also realised that there were no formal sneaker cleaning businesses within the market I was hoping to tap into.

Since launching three years ago, we have also been manufacturing our own personally developed cleaning products. Our main focus currently is building and developing our IP in terms of our technological systems. Our aim with this personally developed booking, tracking and payment system is to help the informal sneaker cleaning sector in terms of efficiency, cost-effectiveness, delivery and profitability.

The business now employs seven people, has cleaned and restored over 10 000 pairs of shoes and has sold more than 500 units of its cleaning products.

How would you describe your entrepreneurial journey?
It's been an uphill battle.

As a business situated deep in the township, access to key individuals such as mentors and funders is often restricted. To date, funding remains one of our main challenges.

Our brand has the right ideas but we lack the resources to bring those ideas to life.

How did Sneaker Cleanic and Exemplar cross paths?
As with most partnerships, it started with a single step (see what I did there?). My journey with Exemplar started when I inadvertently met Jason while waiting in the reception area at the head office in Centurion.

At the time, I didn't know he was the CEO but we chatted about Sneaker Cleanic and the brand's vision. It was impressive to me how much he knew about us and to hear that he liked what we were creating.

What has your experience as an Exemplar tenant been?
Our experience in the portfolio started at Mabopane Square in Gauteng. The centre is well supported by shoppers so our customer base is strong. The operations manager for the centre always goes all out to assist and support us. Exemplar assisted us with the upgrade of our in-store lighting and ventilation systems at no cost and is always on hand to assist however they can.

We are also a founding member of the Kasi CoLAB space in Mamelodi Square, Gauteng. The CoLAB is a township retail incubator that allows local design entrepreneurs the opportunity to get to grips with the retail environment while trading rent-free. It is a shared space for collaboration that exposes local brands to a large customer base while allowing them to experience retail factors such as shop fitting, sales targets, window displays, marketing, stock management and customer service.

This space has been a great opportunity for Sneaker Cleanic to expand our footprint and customer base with limited risk. The opportunity to have more than one store assists in creating brand credibility and customer assurance.

How has your relationship with Exemplar impacted your entrepreneurial journey?
Positively. They've shown us that they care about our progress by putting us in touch with key individuals who can help us expand. The journey becomes better every day when you have that kind of support.

What is your favourite Sneaker Cleanic customer experience?
There is a lot to pick from, but my favourite happened recently when a customer drove down from Soweto to bring 20 pairs of premium sneakers for us to clean. This made me realise that Sneaker Cleanic is on the right path and our presence is felt in places well beyond our store locations.

What would you like to share with up-and-coming talent who have a dream but need assistance in putting it into action?
A business is built on sales, so having returning customers is important to your business.

Good customer service + quality work, delivered on time = customer retention.

CORPORATE GOVERNANCE

FLAGSTAFF SQUARE EASTERN CAPE

The board recognises its pivotal role as the custodian of governance within the Company. Ensuring the highest standards of governance, ethics, and integrity remain a primary focus for the board in fulfilling its fiduciary duties to all stakeholders. Consequently, the board sets a leading example and endeavours to instil a culture of governance throughout the organisation.

GOVERNANCE STRUCTURE

SHAREHOLDERS

BOARD

AUDIT AND RISK COMMITTEE
&
REMUNERATION COMMITTEE
&
SOCIAL AND ETHICS COMMITTEE

EXECUTIVE MANAGEMENT

BOARD COMPOSITION AND DIVERSITY

The board has meticulously structured its composition to ensure the active engagement of each director in board meetings and their assumption of responsibility for the Company's governance. The board consists of three executive directors and five independent non-executive directors; each categorised according to the standards set forth in King IV. Independent directors affirm their independence annually, with only executive directors being eligible to participate in the Company's share schemes.

Adhering to best practices, the board ensures that the chair of the board does not concurrently chair the Remuneration Committee. Both the CEO and CFO serve as executive directors, with decision-making authority balanced appropriately. Certain responsibilities are delegated to committees by the board, yet ultimate responsibility remains with the board itself. The delegation structure promotes independent judgement and contributes to maintaining equilibrium and effective performance. In alignment with King IV, the board has adopted a formal policy regarding the advancement of broader diversity at board level. Emphasising diversity in skills, experience, gender, race, background, knowledge, thought, and culture, the board perceives this as strengthening its decision-making capabilities and enhancing the Company's value. Transformation at board level is actively promoted by the board, which considers broader diversity in all new appointments. Its members bring a varied array of skills and experience, spanning finance, accounting, legal, and property expertise. Annually, the board conducts an assessment of its size and diversity to ensure ongoing efficiency and effectiveness. The assessment concludes that its directors possess the requisite skills, knowledge, and experience necessary for achieving the Company's objectives.

Board members	Number	%
Number of board members	8	100
Board members who are non-executive	5	62.5
Board members who are deemed independent	5	62.5
Board members who are women	1	12.5
Average age of directors (in years)	62	

DIRECTORS' CURRICULA VITAE

SKILLS

Ld	*Leadership*	Rpd	*Retail property development & investment*	Cg	*Compliance & governance*
Fn	*Finance*	Cu	*Community upliftment & development*	Ro	*Risk & opportunity management*
Bd	*Business development*	E	*ESG*	St	*Strategy*

EXECUTIVE DIRECTORS

DUNCAN A CHURCH (51)

Position: CFO
Date of appointment: January 2018
Qualifications: BCompt (Hons), CA(SA)
Length of service: 6 years

Ld Fn Bd
Rpd E Ro

JASON MCCORMICK (45)

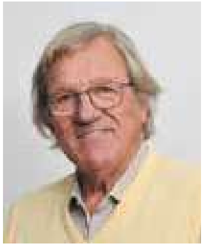
Position: CEO
Board committee: Social and Ethics
Date of appointment: January 2018
Qualifications: BComm (Econ & Bus Mgmt), BComm (Hons) in Bus Mgmt
Length of service: 6 years

Ld Bd Rpd
Cu E Ro

JOHN MCCORMICK (79)

Position: Executive director
Date of appointment: January 2018
Qualifications: BComm (Econ), MBA (Finance)
Length of service: 6 years

Ld Fn Bd
Rpd Cu E Ro



NON-EXECUTIVE DIRECTORS

GREGORY VC AZZOPARDI (63)

Position: Independent non-executive director
Board committees: Social and Ethics, Remuneration (chair)
Date of appointment: January 2018
Qualifications: BA, LLB, BBA
Length of service: 6 years

Ld Bd Rpd Cg

FRANK M BERKELEY (67)

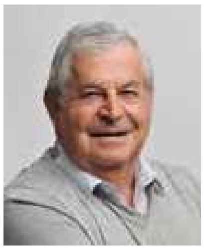
Position: Chair (independent non-executive director)
Board committees: Audit and Risk, Remuneration
Date of appointment: January 2018
Qualifications: BComm, BAcc, CA(SA)
Length of service: 6 years

St
Ro Ld Fn
Bd Rpd Cg

PETER J KATZENELLENBOGEN (78)

Position: Lead independent director (non-executive director)
Board committees: Remuneration, Audit and Risk (chair)
Date of appointment: January 2018
Qualifications: BComm (Acc), CA(SA)
Length of service: 6 years

Ld Fn Bd Cg



NONYAMEKO MANDINDI (58)

Position: Independent non-executive director
Board committee: Social and Ethics (chair)
Date of appointment: July 2021
Qualifications: BSc (Quantity Surveying)
Length of service: 3 years

St Ld Bd Rpd

ELIAS P MAPONYA (58)

Position: Independent non-executive director
Board committees: Audit and Risk, Social and Ethics
Date of appointment: January 2018
Qualifications: BProc, LLB, HDIP Company Law
Length of service: 6 years

Ld Bd
Rpd Cu Cg

For a full overview of the Exemplar board's qualifications and career history, visit
About Us - Exemplar *exemplarreit.co.za*

BOARD MEETINGS

The board convenes regularly, on a quarterly basis or four times annually, with the provision for additional meetings as deemed necessary. The task of setting the meeting agenda is entrusted to the chair, who collaborates with the company secretary in this regard. Presented below is a compilation detailing the directors' attendance records for board meetings throughout the year:

Board members	Meetings attended
Duncan A Church (CFO)	4/4 meetings (100%)
Jason McCormick (CEO)	4/4 meetings (100%)
John McCormick (Executive Director)	4/4 meetings (100%)
Gregory VC Azzopardi (independent non-executive director)	4/4 meetings (100%)
Frank M Berkeley (chair)	3/4 meetings (75%)
Peter J Katzenellenbogen (Lead Independent Director)	4/4 meetings (100%)
Nonyameko Mandindi (independent non-executive director)	4/4 meetings (100%)
Elias P Maponya (independent non-executive director)	4/4 meetings (100%)

BOARD APPOINTMENTS AND RE-ELECTION

The board strictly adheres to a formal and transparent procedure for the appointment of members, delineated within the board charter. Any director appointed by the board necessitates ratification by shareholders' during the subsequent annual general meeting. Annually, one-third (or the nearest possible number) of both executive and non-executive directors are mandated to retire and seek re-election at the Company's AGM, in accordance with the provisions outlined in the Company's memorandum of incorporation.

At the previous AGM held on 18 July 2023, the following directors retired by rotation in accordance with the Company's memorandum of incorporation and were re-elected by the shareholders' voting 100% in favour thereof:

- John McCormick;
- Frank M Berkeley; and
- Peter J Katzenellenbogen.

At the upcoming AGM to be held on 16 July 2024, the following directors will retire by rotation and offer themselves for re-election:

- Jason McCormick;
- Elias P Maponya; and
- Nonyameko Mandindi.

INFORMATION AND PROFESSIONAL ADVICE

Directors possess the capacity to procure independent professional advice at the Company's cost in order to fulfil their duties proficiently. They enjoy unhindered access to all documentation, management personnel, or staff members at any given time, and may also engage the assistance of the company secretary.

FUNCTIONS AND RESPONSIBILITIES OF THE BOARD

The paramount duty of the board is to offer strategic direction, thereby fostering stakeholder value creation and exercising oversight over the Company's performance and operations. In the pursuit of good governance, the board diligently follows the principles set forth in King IV and delineates its functions within a charter. This charter comprehensively outlines the board's duties, specifying requirements for composition, meeting protocols, and the roles of the chair and lead independent director. Furthermore, it addresses various aspects including corporate governance, declarations of conflict of interest, director induction, training initiatives, and evaluation procedures. The board affirms its adherence to the mandates stipulated in the board charter throughout the year under review, thereby fulfilling its obligations in line with established governance standards.

CONFLICTS OF INTEREST

At the commencement of each board meeting, directors are required to disclose any conflicts of interest or potential conflicts of interest pertaining to items on the agenda. In such instances, they are obliged to abstain from discussions and decisions involving their interests. Registers, as mandated by section 75 of the Companies Act, are maintained to document each director's interests within and outside the Company. These registers are circulated during board meetings. Directors may hold positions on other boards or accept additional board appointments, provided that such actions do not give rise to conflicts of interest or hinder the fulfilment of their duties.

DIRECTORS' DEALINGS

Transactions involving the Company's securities by directors are governed by the Company's policy on dealing in securities and sensitive information. This policy expressly prohibits directors and relevant employees from exploiting their position or accessing confidential or price-sensitive information for their own or any third party's benefit, whether financially or otherwise. Furthermore, it prohibits them from trading in securities during closed periods, as outlined by the JSE Listings Requirements. The company secretary is responsible for furnishing directors with information pertaining to insider trading legislation and closed periods. Prior to engaging in any transactions involving the Company's shares, all directors and relevant employees are required to obtain clearance. Approval for trading must be obtained from either the chair of the board or the CEO beforehand, with the company secretary maintaining a comprehensive record of all share dealings. This policy ensures that all securities transactions adhere to the guidelines outlined in the JSE Listings Requirements and the Financial Markets Act.

ANNUAL EVALUATION OF PERFORMANCE

The performance and effectiveness of the board, its committees, and individual directors undergo annual monitoring. In respect of FY2024, an internal evaluation was conducted using questionnaires that encompassed all facets of the board's and committees' responsibilities. These questionnaires, which were completed on a confidential basis, also afforded an opportunity to offer personal observations regarding areas necessitating enhancement or showcasing strengths. Following the analysis of questionnaire results, it was concluded that the board and its committees were operating effectively.

THE COMPANY SECRETARY

In her capacity as the company secretary, Ananda Booysen assumes responsibility for executing the duties delineated in section 88 of the Companies Act. She provides professional corporate governance services and counsel to the board and individual members, aiding them in the discharge of their responsibilities. Access to the company secretary's advice is available to all directors. An annual assessment of the company secretary is conducted by the board, adhering to the standards set by King IV and the JSE Listings Requirements. The board is content that the company secretary possesses the requisite competence, skills, knowledge, and experience to fulfil her role effectively. As a full-time employee, the company secretary maintains an arm's length relationship with the board and individual directors. She does not hold the position of a director or serve as a public officer of the Company.

KEY LEADERSHIP ROLES

The board charter delineates distinct roles for the chair, CEO, and lead independent director, ensuring their autonomous functioning:

(1) CHAIR:
Frank M Berkeley, an independent non-executive director, provides effective and ethical leadership to the board. Serving as a liaison between the board and CEO, he facilitates communication and collaboration.

(2) CEO:
Jason McCormick, in his capacity as the CEO, oversees the Company's day-to-day operations. He maintains regular communication with the board chair and serves as a conduit between management and the board. Per the terms of his service agreement, he is subject to a one-month notice period.

(3) LEAD INDEPENDENT DIRECTOR:
Peter J Katzenellenbogen, the lead independent director, assumes responsibility for guiding the board in the absence of the chair or if the chair's independence is compromised due to a conflict of interest. Additionally, he serves as a confidant and advisor to the chair.

BOARD COMMITTEES

Every committee of the board possesses a charter approved by the board, detailing its duties, composition, meeting procedures, and other pertinent particulars. These charters undergo an annual review, with necessary adjustments made to ensure alignment with King IV and the JSE Listings Requirements. Directors retain the privilege to attend committee meetings as observers. Nonetheless, subsequent to each committee meeting, the committee chair furnishes a report to the board, and minutes of all committee meetings are disseminated to all directors. This fosters complete transparency and disclosure between the committees and the board.

AUDIT AND RISK COMMITTEE

Members	Meetings attended
Peter J Katzenellenbogen (chair)	3/3 meetings (100%)
Frank M Berkeley	2/3 meetings (67%)
Elias P Maponya	3/3 meetings (100%)
Other regular meeting attendees (by invitation)	Executive directors, group financial manager, deputy chief financial officer, representatives from the external auditor and internal auditor

The Audit and Risk Committee is appointed by the board and subsequently approved by shareholders annually during the AGM. Consisting of three independent non-executive directors, the committee is composed of individuals possessing pertinent knowledge and experience essential for the effective fulfilment of their duties as mandated by the Companies Act. Brief CVs of each committee member are accessible on pages 53 and 54 of this IAR. Meetings are convened at least three times per year and are strategically scheduled to align with the Company's financial reporting cycle. Special meetings are arranged as deemed necessary. The comprehensive report of the Audit and Risk Committee is available on page 75 of this IAR.

REMUNERATION COMMITTEE

Members	Meetings attended
Gregory VC Azzopardi (chair)	2/2 meetings (100%)
Frank M Berkeley	2/2 meetings (100%)
Peter J Katzenellenbogen	1/2 meetings (50%)
Other regular meeting attendees (by invitation)	Executive directors, group financial manager, deputy chief financial officer

The Remuneration Committee, consisting of three independent non-executive directors, is appointed by the board. To address pertinent matters, designated members of management are invited to participate in the committee's meetings. Tasked with the responsibility of ensuring fair, responsible, and transparent remuneration within the Company, the committee convenes at least twice annually, with additional meetings scheduled as needed. For more detailed information, please refer to the remuneration report located on page 60 of this IAR.

SOCIAL AND ETHICS COMMITTEE

Members	Meetings attended
Nonyameko Mandindi (chair)	2/2 meetings (100%)
Gregory VC Azzopardi	2/2 meetings (100%)
Jason McCormick	2/2 meetings (100%)
Elias P Maponya	2/2 meetings (100%)
Other regular meeting attendees (by invitation)	Executive directors, head of communications, head of group operations

The Social and Ethics Committee, established as a statutory committee in accordance with section 72 and regulation 43 of the Companies Act, is appointed by the board. Consisting of three independent non-executive directors and one executive director, the committee extends invitations to specific members of management to attend meetings and provide relevant feedback. Charged with upholding the Company's commitment to being a responsible corporate citizen, the Social and Ethics Committee convenes at least biannually, with additional meetings convened as necessary. For a detailed account of the Social and Ethics Committee's activities, please consult page 58 of this IAR.

SOCIAL AND ETHICS COMMITTEE REPORT

MEMBERS

Nonyameko Mandindi (chair)
Elias P Maponya
Gregory VC Azzopardi
Jason McCormick

The committee hereby submits its report for the financial year ended 29 February 2024.

FUNCTION AND COMPOSITION OF THE COMMITTEE

The Social and Ethics Committee, as a statutory body, carries out its duties in accordance with the stipulations of the Companies Act and King IV. Its responsibilities are delineated in its charter, which underwent review in February 2024. Among its principal functions are the oversight of organisational ethics, sustainable development, stakeholder relationships, and adherence to principles of good corporate citizenship. Meetings are convened at least biannually, with additional meetings convened as necessary. Details regarding attendance at these meetings are available on page 57. Comprising three independent non-executive directors and one executive director, the committee undergoes annual performance evaluations, resulting in a satisfactory rating for the financial year under review. The committee is confident in having discharged all obligations outlined in the charter during the financial year.

ACTIVITIES OF THE COMMITTEE DURING FY2024

ORGANISATIONAL ETHICS

The committee oversees the Company's compliance with ethical standards. To achieve this, it assesses the Company's code of conduct and ethics and monitors the fraud and ethics hotline. The committee is pleased to note that there have been no breaches of the code of conduct and ethics, and no significant issues have been reported via the fraud and ethics hotline.

SUSTAINABLE DEVELOPMENT

The Company has made remarkable strides in advancing sustainability through its energy initiatives. During the financial year under review, 4,78MW_{DC} was integrated into the generating fleet, increasing the total installed capacity to 24,22MW_{DC}. Furthermore, the Company has initiated large-scale hybrid power systems, which incorporate a combination of conventional grid-tied solar PV inverters, hybrid battery inverters, and diesel generators. At select sites, we have successfully implemented energy offset/banking practices, exporting excess energy to the Eskom grid for future use. This strategy enables us to optimise the utilisation of renewable energy sources and enhance the overall stability and reliability of the grid. To date, we have installed 5,2MWh_{AC} of electrical energy storage, utilised for maximum demand reduction, energy arbitrage, and a reduction in diesel fuel consumption. In the financial year under review, the Company's shopping centres consumed 93,58 GWh_{AC} of energy, while our solar PV systems generated approximately 25,53 GWh_{AC}, resulting in a self-generation percentage of 27.28%. The energy generated by our renewable energy systems indirectly contributed to significant reductions in Eskom's coal usage (13,67 kT), water usage (35,5 ML), and CO_2 emissions (25,03 kT). Further details can be found in the sustainability report starting on page 41.

STAKEHOLDER RELATIONSHIPS

The Company remains steadfast in its commitment to treating all stakeholders with respect, honesty, and integrity. It endeavours to provide accurate information to each stakeholder. For further details on the Company's engagements with stakeholders, please consult the stakeholder engagement insert located on page 28 of this IAR.

CORPORATE SOCIAL INVESTMENT

Exemplar remains committed to driving positive change within the local communities of our asset base. Under our #ChangeforGood programme we have assisted over 500 projects since launching the initiative in 2018. Positive societal change on a national level is driven through donations, upliftment and skills development programmes, events and workshops at an asset level. #ChangeforGood investment for the period under review totals R6,3 million. Key focus areas for FY2024 included:

- a partnership with township food delivery service, Delivery Ka Speed, to deliver necessities such as back-to-school supplies, dignity packs, and food hampers to community members
- further growth of the 3.Things micro-education and learning platform (previously Thuto.Life)

For more details on Exemplar's #ChangeforGood investment, visit ***www.changeforgood.co.za.***

B-BBEE AND EMPLOYMENT EQUITY

The primary service providers for the Company's shopping centres are black economic empowerment (B-BBEE) entities. These partnerships underscore the Company's dedication to supporting and empowering the communities where its centres are located. This strategic approach not only aligns with broader socio-economic objectives but also reflects a commitment to fostering diversity and inclusivity within its operational framework. Moreover, the Company's dedication to community upliftment is palpable through its various CSI endeavours. These initiatives are designed to address key socio-economic challenges prevalent in the communities surrounding its centres. Whether through skills development initiatives, donations or infrastructural improvements, the Company seeks to make a meaningful and lasting impact on the lives of those it serves. However, despite these efforts, the Company received a non-compliant rating from its B-BBEE verification agency. The committee is satisfied that the Company's annual employment equity report was punctually submitted to the Department of Labour.

NONYAMEKO MANDINDI

Chair: Social and Ethics Committee

REMUNERATION REPORT

MEMBERS

Gregory VC Azzopardi (chair)
Frank M Berkeley
Peter J Katzenellenbogen

The Remuneration Committee is pleased to present its report for the financial year ended 29 February 2024.

The committee has been structured in accordance with the guidelines of King IV, with the board of directors appointing three independent non-executive directors to serve on the committee each year. Details on the attendance of committee members can be found on page 57.

OUR APPROACH TO REMUNERATION

The Company is devoted to establishing a workplace that is appealing, inspiring, and adept at retaining skilled and talented staff members. This dedication is pivotal to the Company's long-term sustainability. The Company aims to foster an environment that encourages outstanding performance, empowering all employees to positively contribute to the Company's strategy, vision, goals, and values. To ensure the competitiveness of its employees' overall compensation packages, the Company compares them with industry standards and provides incentives based on mutually agreed performance outcomes.
The Company acknowledges that its employees and their work environment are crucial factors in its long-term success.

INTRODUCTION

The Remuneration Committee is entrusted with overseeing and governing all aspects related to remuneration. It provides recommendations to the board for final approval on matters concerning remuneration. The committee's charter, which underwent review by the board in February 2024, delineates its responsibilities. These encompass ensuring that the Company remunerates employees responsibly and transparently, ensuring equitable compensation for directors within the context of overall employee remuneration, scrutinising the Company's share schemes, and guaranteeing comprehensive and transparent disclosure of director remuneration in the remuneration report. The committee's performance and that of its members are subject to annual evaluation, and the outcome of the assessment for the current year was satisfactory, with no concerns raised. The committee is confident in having discharged its duties as outlined in the charter during the financial year under review.

PART 1: BACKGROUND STATEMENT

The committee is responsible for overseeing the development of the Company's remuneration policy, which is then submitted for approval by the board.

CURRENT FOCUS AREAS
During the year under review, the committee focused on several key areas, including the following:

- reviewing the 2018 share purchase plan and the 2022 share scheme;
- approving proposed share awards under the 2022 share scheme;
- considering the key performance indicators for the executive directors;
- reviewing, updating, and recommending the remuneration policy for approval by the board of directors;
- assessing the implementation of the remuneration policy;
- ensuring that the Company remunerates fairly, adequately, and responsibly by reviewing and approving the remuneration of the executive directors and recommending the fees of the non-executive directors to the shareholders for approval.

The committee endeavours towards continuous enhancement in remuneration practices and is satisfied that the remuneration policy has effectively achieved its objectives. It adheres to best practices, and its implementation is anticipated to generate long-term value for all stakeholders.

SHAREHOLDER ENGAGEMENT
The Company is dedicated to engaging its shareholders regarding its remuneration policy in accordance with the guidelines outlined in King IV and the JSE Listings Requirements. At the upcoming AGM, both the policy and the implementation report will be presented for non-binding advisory shareholder votes. Should either of these receive dissenting votes from shareholders holding 25% or more of the votes exercised, the Company will engage with those shareholders to address any legitimate and reasonable concerns raised.

During the AGM conducted in the preceding year, shareholders deliberated upon the policy and implementation report for the prior financial year. The committee is pleased to announce that both documents received unanimous approval from all shareholders who voted at the AGM.

FUTURE FOCUS AREAS
In the current financial year, the committee's focus will include benchmarking of executive director remuneration and succession planning.

PART 2: OVERVIEW OF THE REMUNERATION POLICY

The remuneration policy is designed to articulate and implement the Company's vision for fair, accountable, and transparent remuneration that facilitates the objectives of attracting and retaining talented staff. Remuneration encompasses three components: a total guaranteed package, a short-term incentive, and a long-term incentive. The policy is applicable to all employees, including executive directors, and has undergone minimal alterations throughout the period under review.

TOTAL GUARANTEED PACKAGE
The Company's remuneration framework adopts a comprehensive strategy, integrating fixed and variable compensation components to meet its operational needs and strategic goals. Each employee is provided with an annual package commensurate with their role and responsibilities. Total guaranteed remuneration packages are reviewed and adjusted annually, typically in June. When determining annual increases, the Company considers various factors, including:

- the official Consumer Price Index (CPI)
- market and competitor remuneration trends and shifts
- ensuring salary levels align with market norms, as indicated by benchmark studies
- acknowledgement of rare and critical skills
- employee performance evaluations
- the Company's overall performance and financial capabilities

The Company contributes 50% towards a medical aid scheme in respect of staff employed as at 1 June 2018. Employees may contribute either 10% or 12.5% of their gross salary towards the Company's defined contribution corporate pension fund and benefit scheme.

VARIABLE REMUNERATION:

- Short-term Incentive:
  Employees are eligible for an annual cash bonus in December, linked to both individual performance and the Company's performance, as a short-term incentive (STI). The amount allocated to the bonus pool is approved either by the committee or the board as part of the annual budgeting process.
- Long-term Incentive:
  In order to retain skills and talent over the long term, the Company has implemented two share schemes as long-term incentives (LTI). One is the 2018 share purchase plan, allowing employees to purchase shares through loan funding provided by the Company, subject to committee approval. The loan accrues interest and must be repaid. The other scheme is the 2022 share scheme, where employees may receive an option to acquire shares, free of charge, at either Rnil or the prevailing market price. Vesting of such awards occurs over a period of three, four, and five years from the grant date. These share schemes aim to align employee interests with those of shareholders by offering them an opportunity to acquire shares in the Company.

NON-EXECUTIVE DIRECTOR FEES

Non-executive directors are remunerated with an annual fee aligned with prevailing market norms, and they do not qualify for any performance-based compensation as per the provisions outlined in King IV. Furthermore, the Company reimburses all reasonable expenses associated with travel and accommodation. Approval of non-executive director fees requires shareholder approval during the AGM.

PART 3: IMPLEMENTATION REPORT

The committee is satisfied that it complied with and fulfilled the objectives of the remuneration policy during the year under review.

GUARANTEED PACKAGE INCREASES IN FY2024

The remuneration of the executive directors was increased by 7% from June 2023:

Executive directors	Salary: June 2022 – May 2023 (R)	Salary: June 2023 – May 2024 (R)
Jason McCormick*	2 078 424	2 223 914
John McCormick*	2 078 424	2 223 914
Duncan A Church	4 156 848	4 447 827

VARIABLE REMUNERATION IN FY2024

Staff employed by the Group were awarded an annual cash bonus in December 2023 in the aggregate amount of R2 138 901.

Under the 2018 share purchase plan, no further shares have been allocated to any employees during the year under review. As at year end, a total of 4 350 100 shares have been issued under the plan. As some of the shares have been sold, an amount of 3 450 100 shares are governed by the plan as at year end.

Under the 2022 share scheme, the Company has, in the year under review, granted certain employees an option to acquire an aggregate amount of 2 250 000 shares in the Company for no consideration. As at year-end, a total of 9 850 000 shares have been granted to employees under this share scheme (for no consideration), however, due to the resignation of certain employees, an amount of 9 800 000 shares are currently subject to this scheme (albeit all remain unvested).

REMUNERATION PAID TO EXECUTIVE DIRECTORS DURING FY2024

In accordance with King IV, single figure reporting has been adopted so as to enhance the transparency of executive remuneration by consolidating all relevant information. The table below illustrates the remuneration paid to each executive director during FY2024. The Company does not have any prescribed officers.

Executive directors	Salary paid during FY2024 (R)	Short term incentive (bonus) (R)	Total remuneration paid during FY2024 (R)
Jason McCormick*	2 223 914	-	2 223 914
John McCormick*	2 223 914	-	2 223 914
Duncan A Church	4 447 827	-	4 447 827

Executive directors' long-term incentive

2018 share purchase plan

Executive directors	Number of shares issued	Date of issue	Issue price per share
Jason McCormick	1 000 000	31 May 2018	R10,00
John McCormick	-	-	-
Duncan A Church	-	-	-

**Note that both Jason McCormick and John McCormick receive an equivalent salary from MPD.*

2022 share scheme

Executive directors	An option to acquire the following number of shares	Grant date	Vesting dates	Strike price per share
Jason McCormick	2 000 000	19 July 2023	19 July 2026 (in respect of 666 666 shares)	Rnil
			19 July 2027 (in respect of 666 667 shares)	
			19 July 2028 (in respect of 666 667 shares)	
John McCormick	-	-	-	-
Duncan A Church	2 000 000	14 July 2022	14 July 2025 (in respect of 666 666 shares)	Rnil
			14 July 2026 (in respect of 666 667 shares)	
			14 July 2027 (in respect of 666 667 shares)	

FEES PAID TO NON-EXECUTIVE DIRECTORS DURING FY2024

	Frank M Berkeley (R)	Gregory VC Azzopardi (R)	Elias P Maponya (R)	Peter J Katzenellenbogen (R)	Nonyameko Mandindi (R)
BOARD					
Chair	499 048				
Other non-executive directors		374 286	374 286	374 286	374 286
AUDIT AND RISK COMMITTEE					
Chair				113 420	
Other members	68 052		68 052		
REMUNERATION COMMITTEE					
Chair		68 052			
Other members	40 831			40 831	
SOCIAL AND ETHICS COMMITTEE					
Chair					45 368
Other members		28 355	28 355		
TOTAL	**607 931**	**470 693**	**470 693**	**528 537**	**419 654**

* *Note that all of the fees are exclusive of value added tax (VAT).*

PROPOSED FEES FOR FY2025

In terms of the Companies Act, shareholders will have the opportunity to approve the proposed fees for FY2025 by way of a special resolution at the upcoming AGM to be held on 16 July 2024 (refer to special resolution 1 in the notice of AGM).

	Frank M Berkeley	Peter J Katzenellenbogen	Gregory VC Azzopardi	Elias P Maponya	Nonyameko Mandindi
	Chair of the board	*Lead independent director & chair of audit and risk committee*	*Chair of remuneration committee*		*Chair of social and ethics committee*
	(R)	**(R)**	**(R)**	**(R)**	**(R)**
BOARD					
Chair	630 000				
Other non-executive directors		472 000	412 000	412 000	412 000
AUDIT AND RISK COMMITTEE					
Chair		124 000			
Other members	75 000			75 000	
REMUNERATION COMMITTEE					
Chair			75 000		
Other members	45 000	45 000			
SOCIAL AND ETHICS COMMITTEE					50 000
Chair			31 000	31 000	
Other members					
TOTAL	**750 000**	**641 000**	**518 000**	**518 000**	**462 000**

GREGORY VC AZZOPARDI

Chair: Remuneration Committee

The Company has ensured compliance with the guidelines set out in King IV in FY2024:

	KING IV PRINCIPLE	APPLICATION OF PRINCIPLE
1	**The governing body should lead ethically and effectively.**	The board of directors cultivates a culture of responsible, accountable, fair, and transparent leadership, which is integral to the Company's success. Each director upholds the values outlined in the Company's code of conduct and ethics, ensuring the preservation of shareholder value. To guarantee ethical and effective leadership, the board and individual members undergo annual performance reviews. These evaluations are presented during board meetings, fostering accountability for the board's actions.
2	**The governing body should govern the ethics of the organisation in a way that supports the establishment of an ethical culture.**	The Company is committed to upholding the highest ethical standards and adhering to all relevant laws, as outlined in the code of conduct and ethics. It is the responsibility of the board to establish and foster an ethical culture throughout the organisation. The board recognises the significance of setting a positive example to inspire employees to embrace ethical principles. The code of conduct and ethics also encompasses a whistle-blowing policy detailing procedures for reporting fraud or unethical conduct. Please refer to the report of the Social and Ethics Committee, which oversees the Company's ethics, on page 58 of this IAR.
3	**The governing body should ensure that the organisation is and is seen to be a responsible corporate citizen.**	The Company endeavours to act as a responsible corporate citizen, recognising its duty to all stakeholders and striving for sustainability in its operations. To accomplish this objective, the Company is engaging in numerous sustainability initiatives. The Social and Ethics Committee has the task of monitoring and assessing the Company's efforts towards being a responsible corporate citizen. The committee routinely receives updates from management on topics including employment equity, the prevention of unfair discrimination and corruption, and the Company's involvement in local communities where it operates.
4	**The governing body should appreciate that the organisation's core purpose, its risks and opportunities, strategy, business model, performance and sustainable development are all inseparable elements of the value creation process.**	The board of directors holds responsibility for overseeing the performance and strategy of the Company. To achieve this, the board establishes values, maintains high standards of corporate governance, approves policies and objectives, and fulfils its obligations to stakeholders. When necessary, the board conducts strategic planning sessions. Corporate governance matters, risks, and opportunities are reviewed regularly, and their impact on the Company's ability to create value for stakeholders is regularly assessed.
5	**The governing body should ensure that reports issued by the organisation enable stakeholders to make informed assessments of the organisation's performance, and its short, medium and long-term prospects.**	The board of directors is committed to delivering timely and relevant information to all stakeholders of the Company. The Audit and Risk Committee is tasked with assessing the accuracy and integrity of all external reports and ensuring that all communication is transparent, precise, and relevant. The committee supervises compliance with legal requirements in the IAR and AFS and ensures that all significant matters are disclosed to stakeholders.
6	**The governing body should serve as the focal point and custodian of corporate governance in the organisation.**	As the custodian of corporate governance, the board of directors oversees the Company's interactions with stakeholders founded on robust corporate governance principles. Recognising good governance as pivotal to the Company's longevity, the board ensures accountability for its performance through reporting and disclosures. Committed to adherence to all pertinent legislation and regulations, including King IV and the JSE Listings Requirements, the board consistently acts in the best interests of the Company. Board meetings are convened at least quarterly, with corporate governance being a recurrent item on the agenda. Board members receive regular updates and information on regulatory and governance issues.

7	**The governing body should comprise the appropriate balance of knowledge, skills, experience, diversity and independence for it to discharge its governance role and responsibilities objectively and effectively.**	The chair and CEO of the Company undertake distinct roles and operate autonomously from one another. The board's composition adheres to the recommendations outlined in King IV, which advocate for a blend of executive, non-executive, and independent directors. The board conducts an annual review of its composition and is content that it encompasses individuals with the requisite mix of expertise, skills, experience, and independence to effectively discharge its duties and obligations, thereby fostering enhanced decision-making and governance. The Company does not have a nominations committee, and the board assumes responsibility for appointing directors possessing the appropriate combination of skills and knowledge. Any new board appointments are determined by the board, subject to shareholder approval, through a formal and transparent procedure. For additional details regarding the board's composition, please refer to pages 53 and 54 of this IAR.
8	**The governing body should ensure that its arrangements for delegation within its own structures promote independent judgement and assist with the balance of power and the effective discharge of its duties.**	The board delegates some of its duties and functions to its committees, as detailed in the committee charters, whilst retaining overall responsibility. Annually, the board examines and endorses the charters for all committees and its own charter. The committees foster independent judgement and aid the board in discharging its duties, yet final responsibility for decision-making rests with the board. The corporate governance review and committee reports provide insight into each committee's role, composition, meeting schedule, and areas of focus for the year under review.
9	**The governing body should ensure that the evaluation of its own performance and that of its committees, its chair and its individual members, support continued improvement in its performance and effectiveness.**	During FY2024, the board, committees, individual directors, chair, chief executive officer, and company secretary underwent an internal evaluation by using questionnaires, which were completed on a confidential and anonymous basis. The outcomes of the performance assessments were favourable, with no notable concerns raised. The board is satisfied that the evaluation process has contributed to its enhanced performance and effectiveness. Any requirements for training and development are consistently evaluated and addressed as necessary.
10	**The governing body should ensure that the appointment of and delegation to management contributes to role clarity and the effective exercise of authority and responsibilities.**	The board employs a delegation of authority framework to allocate responsibility to executive and senior management for the Company's day-to-day business operations and affairs. This framework assists in defining clear roles and responsibilities, thereby aiding in the efficient exercise of authority. The board conducts an annual review of the framework to guarantee its ongoing effectiveness and implements revisions as required.
11	**The governing body should govern risk in a way that supports the organisation in setting and achieving its strategic objectives.**	The board bears the responsibility for the effective management of risks impacting the Company, delegating to management the handling of day-to-day risk activities through a risk management policy and register. The Audit and Risk Committee provides counsel to the board on risk management and governance, establishing the direction for risk approaches within the Company. The committee examines and deliberates upon the risk register during its meetings and subsequently provides updates to the board. Please refer to the risk management report, commencing on page 32 of this IAR.
12	**The governing body should govern technology and information in a way that supports the organisation in setting and achieving its strategic objectives.**	The board bears the final responsibility for technology and information governance, with the Audit and Risk Committee furnishing assurance on its efficacy. The Company acknowledges the significance of safeguarding information and intellectual capital and has instituted procedures to maintain its integrity and security. As per the Company's technology and information policy, management is tasked with safeguarding the accuracy, accessibility, and protection of data for staff. The Company's IT function is outsourced and governed by a service level agreement.

13	**The governing body should govern compliance with applicable laws and adopted, non-binding rules, codes and standards in a way that supports the organisation being ethical and a good corporate citizen.**	The board recognises that adherence to applicable laws and regulations is essential for the governance and sustainability of the Company. While the board maintains ultimate responsibility for compliance governance, it has delegated this function to the Audit and Risk Committee. The Company's compliance governance policy outlines the approach to compliance within the organisation, with department heads being accountable for ensuring compliance with relevant laws, rules, and regulations. Annually, the Company submits its REIT compliance declaration and compliance certificate to the JSE, confirming its compliance with the JSE Listings Requirements. During the year under review, the Company remained compliant with the Companies Act and its memorandum of incorporation, and no sanctions or fines were imposed for any contraventions or non-compliance with statutory obligations.
14	**The governing body should ensure that the organisation remunerates fairly, responsibly and transparently so as to promote the achievement of strategic objectives and positive outcomes in the short, medium and long term.**	The Remuneration Committee has been entrusted with the responsibility for remuneration governance, although the board retains ultimate accountability. The Company's remuneration policy stipulates that remuneration must be fair, responsible, and transparent to attract, motivate, reward, and retain human capital while also promoting responsible corporate citizenship. The remuneration report clearly and transparently discloses remuneration. In accordance with King IV, both the remuneration policy and implementation report will be presented for separate non-binding advisory votes by shareholders at the forthcoming AGM. Further information is provided in the remuneration report, beginning on page 60 of this IAR. At the previous AGM, 100% of shareholders voted in favour of approving the remuneration policy and implementation report.
15	**The governing body should ensure that assurance services and functions enable an effective control environment, and that these support the integrity of information for internal decision-making and of the organisation's external reports.**	The oversight and assessment of the quality and integrity of the Company's external reports fall under the purview of the Audit and Risk Committee. Various forms of assurance are in place to ensure the reliability and credibility of these reports. These include oversight by executive and senior management, board and committee oversight, as well as external and internal audit oversight. The external auditor furnishes shareholders with assurance that the financial performance presented in the reports is accurate. The Audit and Risk Committee affirms that the current assurance systems of the Company are functioning effectively.
16	**In the execution of its governance roles and responsibilities, the governing body should adopt a stakeholder-inclusive approach that balances the needs, interests and expectations of material stakeholders in the best interests of the organisation over time.**	The board's stakeholder engagement policy outlines how the Company approaches relations with stakeholders. It strives to furnish stakeholders with accurate, comprehensive, timely, and pertinent information while treating each relationship with respect, integrity, and honesty. The Company actively promotes communication and engagement with stakeholders through various channels and platforms. For further details on the Company's stakeholder interaction, please consult the stakeholder engagement report on page 28 of this IAR.

ANNUAL FINANCIAL STATEMENTS

ALEX MALL GAUTENG

GENERAL INFORMATION

EXEMPLAR

REGISTERED NAME
Exemplar REITail Limited

COMPANY REGISTRATION NUMBER
2018/022591/06

COUNTRY OF INCORPORATION AND DOMICILE
South Africa

NATURE OF BUSINESS AND PRINCIPAL ACTIVITIES
Exemplar REITail is a market leader in the ownership and management of rural and township retail real estate in South Africa

EXECUTIVE DIRECTORS
Church, DA
McCormick, J (Jason)
McCormick, J (John)

NON-EXECUTIVE DIRECTORS
Azzopardi, GVC
Berkeley, FM
Katzenellenbogen, PJ
Mandindi, N
Maponya, EP

REGISTERED OFFICE AND BUSINESS ADDRESS
204 Von Willich Avenue
Clubview
Centurion
0157

AUDITOR
BDO South Africa Incorporated
Chartered Accountants (S.A.)
Registered Auditor

LEVEL OF ASSURANCE
These Group and Company financial statements have been audited in compliance with the applicable requirements of the Companies Act 71 of 2008.

PREPARER
The financial statements were internally compiled by: D.H McTeer - BCompt (Hons), CA (SA) under the supervision of D.A. Church (Chief Financial Officer - BCompt (Hons), CA (SA))

DIRECTORS' RESPONSIBILITIES AND APPROVAL

The directors are required in terms of the Companies Act 71 of 2008 to maintain adequate accounting records and are responsible for the content and integrity of the Group and Company financial statements and related financial information included in this report. It is their responsibility to ensure that the Group and Company financial statements fairly present the state of affairs of the Group and Company as at the end of the financial year and the results of its operations and cash flows for the financial year then ended, in conformity with IFRS Accounting Standards. The external auditor is engaged to express an independent opinion on the Group and Company financial statements.

The consolidated and separate financial statements are prepared in accordance with IFRS Accounting Standards, the SA financial reporting requirements' per Section 8.60 of the JSE Listings requirements, the Companies Act and are based upon appropriate accounting policies consistently applied and supported by reasonable and prudent judgements and estimates.

The directors acknowledge that they are ultimately responsible for the system of internal financial control established by the Group and Company and place considerable importance on maintaining a strong control environment. To enable the directors to meet these responsibilities, the board of directors set standards for internal control aimed at reducing the risk of error or loss in a cost effective manner. The standards include the proper delegation of responsibilities within a clearly defined framework, effective accounting procedures and adequate segregation of duties to ensure an acceptable level of risk. These controls are monitored throughout the Group and Company and all employees are required to maintain the highest ethical standards in ensuring the Group and Company's business is conducted in a manner that in all reasonable circumstances is above reproach. The focus of risk management in the Group and Company is on identifying, assessing, managing and monitoring all known forms of risk across the Group and Company. While operating risk cannot be fully eliminated, the Group and Company endeavours to minimise it by ensuring that appropriate infrastructure, controls, systems and ethical behaviour are applied and managed within predetermined procedures and constraints.

The directors are of the opinion, based on the information and explanations given by management, that the system of internal control provides reasonable assurance that the financial records may be relied on for the preparation of the Group and Company financial statements. However, any system of internal financial control can provide only reasonable, and not absolute, assurance against material misstatement or loss.

The directors have reviewed the Group's and Company's cash flow forecast for the period to 28 February 2025 and, in light of this review and the current financial position, they are satisfied that the Group and Company has access to adequate resources to continue in operational existence for the foreseeable future.

The external auditor is responsible for independently auditing and reporting on the Group and Company financial statements. The Group and Company financial statements have been examined by the Group and Company's external auditors and their report is presented on pages 80 to 83.

Declaration by Group chief executive officer (CEO) and chief financial officer (CFO) for the year ended 29 February 2024

Each of the directors whose names are stated below hereby confirm that:

a) the annual financial statements set out on pages 84 to 135, fairly present in all material respects the financial position, financial performance and cash flows of the issuer in terms of IFRS Accounting Standards;

b) to the best of our knowledge and belief, no facts have been omitted or untrue statements made that would make the annual financial statements false or misleading;

c) internal financial controls have been put in place to ensure that material information relating to the issuer and its consolidated subsidiaries has been provided to effectively prepare the financial statements; and

d) the internal financial controls are adequate and effective and can be relied upon in compiling the annual financial statements, having fulfilled our role and function as executive directors with primary responsibility for implementation and execution of controls;

e) where we are not satisfied, we have disclosed to the Audit Committee and the auditors any deficiencies in design and operational effectiveness of the internal financial controls and have taken steps to remedy the deficiencies and;

f) we are not aware of any fraud involving directors.

The Group and Company financial statements set out on pages 84 to 135, which have been prepared on the going concern basis, were approved by the board of directors on 27 May 2024 and were signed on their behalf by:

MCCORMICK, J (JASON)
Chief Executive Officer
27 May 2024

CHURCH, DA
Chief Financial Officer
27 May 2024

DECLARATION BY COMPANY SECRETARY

In terms of section 88(2)(e) of the Companies Act, and in my capacity as company secretary, I hereby certify that, to the best of my knowledge, Exemplar REITail Limited has filed the required returns and notices with the Companies and Intellectual Property Commission as are required in terms of the Companies Act, for the year ended 29 February 2024, and that all such returns and notices appear to be true, correct, and up to date.

ANANDA BOOYSEN
Company secretary
27 May 2024

AUDIT AND RISK COMMITTEE REPORT

MEMBERS

Peter J Katzenellenbogen (chair)
Frank M Berkeley
Elias P Maponya

The Audit and Risk Committee is pleased to present its report for the financial year ended 29 February 2024.

FUNCTION AND COMPOSITION OF THE COMMITTEE

The committee charter, delineating the committee's obligations and duties, underwent review and endorsement by the board in February 2024. Operating in accordance with section 94(7)(f) of the Companies Act, King IV, the Company's memorandum of incorporation, and the JSE Listings Requirements, the committee assumes responsibility for ensuring the integrity of financial reporting and the audit process, overseeing integrated reporting, reviewing the Company's finance function, supervising risk, compliance, and the governance of technology and information. Committee members are subject to re-election by shareholders at each AGM. The committee convenes at least three times annually, with special meetings convened as necessary, and attendance records are available on page 57 of this IAR. An annual assessment of the committee's performance is conducted, with the board expressing satisfaction with the chair's expertise in accounting and financial management based on the positive outcome of the evaluation conducted in the year under review.

ACTIVITIES OF THE COMMITTEE DURING FY2024

FINANCIAL STATEMENTS AND THE INTEGRATED ANNUAL REPORT

The committee has conducted an assessment of the effectiveness of internal financial controls, determining them to be effective in all significant aspects and providing a dependable foundation for the preparation of annual financial statements. Subsequent to a thorough review of the financial statements for the financial year ending on 29 February 2024, the committee has affirmed their compliance with IFRS Accounting Standards in all significant regards and has proposed their approval by the board of directors. Additionally, the committee has sanctioned the accounting policies employed in the formulation of the financial statements. Moreover, the committee has scrutinised this integrated annual report, affirming the reliability, coherence, and equitable representation of its contents. It was prepared in accordance with appropriate reporting standards while adhering to the mandates of King IV and the JSE Listings Requirements. Consequently, the committee has recommended the report for endorsement by the board of directors.

GOING CONCERN STATUS AND SOLVENCY AND LIQUIDITY

Following an examination of the going concern assertion provided by management, the committee proposed its approval by the board. The committee is satisfied with the board's execution of a solvency and liquidity assessment as per sections 4 and 46 of the Companies Act, determining that the Company will meet the requirements of the test subsequent to the final dividend payment. Furthermore, the solvency and liquidity test was also conducted during the interim distribution phase.

INTERNAL AUDIT
The committee is responsible for overseeing the internal audit function, which is performed by Moore Johannesburg and which conducts specific *ad hoc* audits.

EXTERNAL AUDITORS
The committee has conducted an evaluation of the independence of BDO South Africa Incorporated ("**BDO**") as the external auditors and Stephen Shaw as the engagement audit partner and is confident that they satisfy the requisite independence criteria. Upon reviewing the information delineated in paragraphs 3.84(g)(iii) and 22.15(h) of the JSE Listings Requirements, the committee has ascertained that both BDO and the engagement audit partner possess the essential expertise, competence, and experience to discharge their duties effectively. Furthermore, the committee has meticulously examined BDO's engagement terms, encompassing the provision of non-audit services, the audit fee, and their report on the annual financial statements. Additionally, the committee has assessed BDO's performance, including their identification of key audit matters. Consequently, the committee recommends BDO as auditors and Stephen Shaw as the engagement audit partner for shareholder endorsement at the forthcoming AGM.

FINANCE FUNCTION REVIEW
The committee has assessed the resources and expertise within the Company's finance function and the CFO, who holds responsibility for this function, and is satisfied with their sufficiency.

The committee has also considered and is satisfied with the expertise and experience of the CFO.

RISK MANAGEMENT AND COMPLIANCE
The committee oversees the Company's risk management and compliance functions and has verified the sufficiency of the risk management procedures in operation. The policies prohibit the Company from participating in any derivative transactions beyond the scope of its regular business activities, a directive that has been diligently followed in all significant regards. The committee is satisfied with the efficiency of the compliance procedures and the management of any disclosures received through the fraud and ethics hotline.

PETER J KATZENELLENBOGEN
Chair: Audit and Risk Committee
27 May 2024

DIRECTORS' REPORT

The directors have pleasure in submitting their report on the Group and Company financial statements of Exemplar REITail Limited for the year ended 29 February 2024.

Exemplar is a listed Real Estate Investment Trust (REIT), which owns and manages township and rural retail real estate. The Company was incorporated on 17 January 2018 and commenced trading on 1 June 2018.

1. REVIEW OF FINANCIAL RESULTS AND ACTIVITIES

The Group and Company financial statements have been prepared in accordance with IFRS Accounting Standards and the requirements of the Companies Act 71 of 2008. The accounting policies have been applied consistently with those reflected in note 1.

Full details of the financial position, results of operations and cash flows of the Group and Company are set out in these Group financial statements.

2. STATED CAPITAL

The Company's authorised share capital comprises 5 000 000 000 (2023: 5 000 000 000) ordinary shares of no par value.

As at the date of this report, the Company had 332 290 686 (2023: 332 290 686) shares in issue.

3. DIVIDENDS

The Group's dividend policy is to consider declaration of an interim and a final dividend in respect of each financial period. At its discretion, the board of directors may consider a special dividend, where appropriate.

A final dividend of 72,40709 cents per share was paid on 19 June 2023 to the Company's shareholders for the year ended 28 February 2023. This dividend equated to a total of R 240 602 018.

An interim dividend in respect of the six months ended 31 August 2023 of 64,27220 cents per share was declared on 6 November 2023 and paid on 27 November 2023 to the Company's shareholders. This dividend equated to a total of R 213 570 532.

Dividends totalling R 20 732 374 were declared in the current financial year to the non-controlling shareholders in three subsidiary companies, with an additional dividend payable at year end of R 8 960 554. As disclosed in note 33.

The board of directors has approved a final dividend of 57,03275 cents per share as well as a return of contributed tax capital of 17,63150 cents for the year ended 29 February 2024. The Company has therefore declared a dividend of R 416 317 102 and a return of contributed tax capital of R 58 587 822 for the financial year ended 29 February 2024.

The return of contributed tax capital and dividends have been declared from retained earnings. The dividends meet the requirement of a REIT "qualifying distribution" for purposes of section 25BB of the Income Tax Act 58 of 1962 (as amended).

The Company uses distribution per share as its key performance measure for JSE Trading Statement purposes.

4. DIRECTORS' INTERESTS

DIRECTORS' INTERESTS IN EXEMPLAR SHARES

John McCormick and Jason McCormick are beneficiaries of the John McCormick Family Trust (JMFT), which is a 0.69% (2023: 0.69%) shareholder of Exemplar and owns 2 299 385 shares in the Company. Additionally, both are directors of McCormick Property Development (Pty) Ltd (MPD), which is a 57.27% (2023: 60.28%) shareholder of Exemplar and owns 190 318 534 (2023: 200 318 534) shares in the Company.

Set out below are the names of directors of the Company that, directly or indirectly, are beneficially interested in Exemplar shares in issue at the last practicable date. No directors have resigned from the Company since the date of incorporation of the Company.

2024 Directors	Beneficially held					
	Directly	Indirectly	Associate	Total	%	Number of shares subject to security, guarantee, collateral or otherwise
Church, DA	1	4 280 972	-	4 280 973	1.29%	-
McCormick, J (Jason)	-	252 563 471	-	252 563 471	76.01%	-
McCormick, J (John)	-	244 349 720	-	244 349 720	73.53%	-

2023 Directors	Beneficially held					
	Directly	Indirectly	Associate	Total	%	Number of shares subject to security, guarantee, collateral or otherwise
Church, DA	1	4 280 972	-	4 280 973	1.29%	-
McCormick, J (Jason)	-	257 563 471	-	257 563 471	77.51%	-
McCormick, J (John)	-	254 349 720	-	254 349 720	76.54%	-

The JMFT has interests in the following shareholders of Exemplar and is able to exercise or control more than 35% of the voting rights of these entities, which are therefore considered associates.

2024 Associates	Beneficially held by the associate				JMFT interest in the associate	Number of shares subject to security, guarantee, collateral or otherwise
	Directly	Indirectly	Total	%	%	Total
Blouberg Mall (Pty) Ltd	14 557 154	-	14 557 154	4.38%	80.00%	11 645 724
Diepkloof Plaza (Pty) Ltd	16 440 379	-	16 440 379	4.95%	40.00%	6 527 175
Olievenhout Plaza (Pty) Ltd	12 810 228	-	12 810 228	3.86%	100.00%	12 810 228
Modjadji Plaza (Pty) Ltd	7 924 040	-	7 924 040	2.38%	100.00%	7 924 040

2023 Associates	Beneficially held by the associate				JMFT interest in the associate	Number of shares subject to security, guarantee, collateral or otherwise
	Directly	Indirectly	Total	%	%	Total
Blouberg Mall (Pty) Ltd	14 557 154	-	14 557 154	4.38%	80.00%	11 645 724
Diepkloof Plaza (Pty) Ltd	16 440 379	-	16 440 379	4.95%	40.00%	6 527 175
Olievenhout Plaza (Pty) Ltd	12 810 228	-	12 810 228	3.86%	100.00%	12 810 228
Modjadji Plaza (Pty) Ltd	7 924 040	-	7 924 040	2.38%	100.00%	7 924 040

There have been no changes in beneficial interests that occurred between the end of the reporting period and the date of this report.

DIRECTORS' INTERESTS IN TRANSACTIONS
Save as disclosed in the above and in note 34 - Directors' Emoluments, note 8 - Loans receivable, note 12 - Share based payments reserve and note 36 - Related parties, none of the directors of the Company, has or had any material beneficial interest, direct or indirect, in transactions that were effected by the Group during the current financial year or immediately preceding the financial year or during any earlier financial year and which remain in any respect outstanding.

5. GOING CONCERN

The directors believe that the Group and Company have adequate financial resources to continue in operation for the foreseeable future and accordingly, the annual financial statements have been prepared on a going concern basis. This assessment is supported by the Group's budgets for the 2025 financial year. Furthermore, the directors have satisfied themselves that the Group is in a sound financial position and that it has access to sufficient borrowing facilities to meet its foreseeable cash requirements. The directors are not aware of any new material changes that may adversely impact the Group and Company. (note 43 - Going Concern)

6. EVENTS AFTER THE REPORTING PERIOD

The directors are not aware of any material event which occurred after the reporting date and up to the date of this report. (note 44 - Events after the reporting period)

7. AUDITOR

BDO South Africa Incorporated were appointed as auditors for the Group for 2024 in accordance with section 90 of the Companies Act of South Africa.

At the AGM, the shareholders will be requested to reappoint BDO South Africa Incorporated as the independent external auditor of the Group and to confirm Mr Stephen Shaw as the designated engagement audit partner for the 2025 financial period.

8. SECRETARY

The company secretary is Miss A. Booysen.

The Group financial statements set out on pages 84 - 135, which have been prepared on the going concern basis, were approved by the board of directors on 27 May 2024, and were signed on their behalf by:

MCCORMICK, J (JASON)
Chief Executive Officer
27 May 2024

CHURCH, DA
Chief Financial Officer
27 May 2024

Report on the Audit of the Consolidated and Separate Financial Statements

OPINION

We have audited the consolidated and separate financial statements of Exemplar REITail Limited (the Group and the Company) set out on pages 84 to 135, which comprise the consolidated and separate statements of financial position as at 29 February 2024, and the consolidated and separate statements of profit or loss and other comprehensive income, consolidated and separate statements of changes in equity and consolidated and separate statements of cash flows for the year then ended, and notes to the consolidated and separate financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated and separate financial statements present fairly, in all material respects, the consolidated and separate financial position of Exemplar REITail Limited as at 29 February 2024, and its consolidated and separate financial performance and consolidated and separate cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board and the requirements of the Companies Act of South Africa.

BASIS FOR OPINION

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of Consolidated and Separate Financial Statements* section of our report. We are independent of the Group and Company in accordance with the Independent Regulatory Board for Auditors' Code of Professional Conduct for Registered Auditors (IRBA Code) and other independence requirements applicable to performing audits of financial statements in South Africa. We have fulfilled our other ethical responsibilities in accordance with the IRBA Code and in accordance with other ethical requirements applicable to performing audits in South Africa. The IRBA Code is consistent with the corresponding sections of the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards). We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of the most significant in our audit of the consolidated and separate financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

KEY MATTERS	HOW THE MATTER WAS ADDRESSED
Investment property/Fair value movements in Investment property.	We performed the following procedures amongst others: Assessed the competency and objectivity of the independent valuator. This included verifying professional qualifications and registrations and assessing the independence and appropriateness of the valuator used;
Significant judgement and estimates are required by the directors in determining the fair value of investment property.	With the assistance of our valuation expertise, compared the significant assumptions and judgements against historical inputs and market data where available and investigated unexpected movements;
The Portfolio is valued annually by an independent valuator - Quadrant .	For all properties, the calculations were scrutinised for accuracy, the inputs for reasonableness and the valuations recomputed;
The valuations were based on discounted cash flow models. Note 3 Investment property sets out the most significant inputs into valuations, all of which are unobservable.	The forecast revenue applied in the first year of both the discounted cash flow (DCF) model and income capitalisation model was assessed for reasonability. The inputs, used to generate the revenue forecast, were agreed to underlying contracts and compared to the current year revenue for reasonability; The projected property expenses applied in the first year of both the DCF model and income capitalisation model was assessed for reasonability. This was performed by comparison to actual expenses in the current financial period;
The valuation of investment property is considered a matter of most significance to the current your audit of the consolidated and separate financial statements due to the value of the balance, the significant judgements and estimates associated with determining fair value and the sensitivity of the valuations to changes in assumptions.	We assessed the reasonability of revenue and expense growth rates in the DCF model subsequent to the initial forecast year to underlying lease information, available industry data for similar investment properties and our knowledge of the client; and In addition, we assessed the adequacy of the disclosure in the financial statements, including disclosure on significant inputs and sensitivity analysis.

OTHER INFORMATION

The directors are responsible for the other information. The other information comprises the information included in the document titled “Exemplar REITail Limited Annual Financial Statements for the year ended 29 February 2024”, which includes the Directors’ Report, the Audit Committee’s Report and the Company Secretary’s Certificate as required by the Companies Act of South Africa, which we obtained prior to the date of this report, and the Integrated Annual Report, which is expected to be made available to us after that date. The other information does not include the consolidated and separate financial statements and our auditor’s report thereon.

Our opinion on the consolidated and separate financial statements does not cover the other information and we do not express an audit opinion or any form of assurance conclusion thereon.

In connection with our audit of the consolidated and separate financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed on the other information obtained prior to the date of this auditor’s report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS

The directors are responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board and the requirements of the Companies Act of South Africa, and for such internal control as the directors determine is necessary to enable the preparation of the consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, the directors are responsible for assessing the group's and the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intends to liquidate the Group and / or the Company or to cease operations, or have no realistic alternative but to do so.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated and separate financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Groups' and the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and / or the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were most significance in the audit of the consolidated and separate financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT OF OTHER LEGAL AND REGULATORY REQUIREMENTS

In terms of the IRBA Rule published in Government Gazette Number 39475 dated 4 December 2015, we report that BDO South Africa Incorporated has been the auditor of Exemplar REITail Limited for 6 years.

BDO

BDO South Africa Inc.

BDO SOUTH AFRICA INCORPORATED
Registered Auditors

SD SHAW
Director
Registered Auditor

27 May 2024

Wanderers Office Park
52 Corlett Drive
Illovo
2196

STATEMENT OF FINANCIAL POSITION
for the year ended 29 February 2024

		GROUP		COMPANY	
		2024	2023	2024	2023
	Notes	R	R	R	R
Assets					
Non-Current Assets					
Investment property	3	8 508 005 581	8 045 587 084	3 984 991 956	3 777 973 428
Investments in subsidiaries	4	-	-	1 033 370 354	1 027 888 215
Operating lease asset	3	199 790 776	190 144 721	110 071 714	104 110 000
Property, plant and equipment	5	76 879 209	19 864 961	289 855 129	236 154 466
Loans receivable	8	24 867 180	-	24 867 180	-
Derivative financial instruments	6	258 857	-	258 857	-
		8 809 801 603	**8 255 596 766**	**5 443 415 190**	**5 146 126 109**
Current Assets					
Derivative financial instruments	6	-	43 131 204	-	27 838 007
Loans to subsidiaries	7	-	-	2 293 347 577	1 788 080 572
Loans receivable	8	32 393 916	35 191 989	30 256 255	32 480 916
Trade and other receivables	9	75 034 186	70 615 587	36 732 515	29 202 723
Dividend receivable	23	-	-	15 871 102	20 929 442
Cash and cash equivalents	10	42 843 244	59 218 534	27 240 732	46 787 331
		150 271 346	**208 157 314**	**2 403 448 181**	**1 945 318 991**
Total Assets		**8 960 072 949**	**8 463 754 080**	**7 846 863 371**	**7 091 445 100**
Equity and Liabilities					
Equity					
Equity attributable to equity holders of parent					
Stated capital	11	3 310 533 449	3 310 533 449	3 310 533 449	3 310 533 449
Retained income		1 626 388 040	1 371 869 450	784 417 759	679 272 231
Share based payment reserve	12	12 909 297	3 866 247	12 909 297	3 866 247
		4 949 830 786	4 686 269 146	4 107 860 505	3 993 671 927
Non-controlling interest	13	249 003 474	224 400 569	-	-
		5 198 834 260	**4 910 669 715**	**4 107 860 505**	**3 993 671 927**
Liabilities					
Non-Current Liabilities					
Financial liabilities	14	2 977 115 645	2 545 876 967	2 977 115 645	2 545 876 967
Lease liabilities	15	57 161 071	46 394 810	14 082 961	12 980 934
Deferred tax	16	205 830 401	165 863 720	158 565 348	122 480 265
		3 240 107 117	**2 758 135 497**	**3 149 763 954**	**2 681 338 166**
Current Liabilities					
Financial liabilities	14	285 000 000	435 000 000	285 000 000	-
Trade and other payables	17	223 014 220	226 952 850	87 813 570	82 568 871
Lease liabilities	15	4 156 798	3 896 871	1 207 583	1 174 618
Loans from subsidiaries	18	-	-	215 217 759	216 191 518
Dividend payable	33	8 960 554	12 599 147	-	-
Vendor finance payable	42	-	116 500 000	-	116 500 000
		521 131 572	**794 948 868**	**589 238 912**	**416 435 007**
Total Liabilities		**3 761 238 689**	**3 553 084 365**	**3 739 002 866**	**3 097 773 173**
Total Equity and Liabilities		**8 960 072 949**	**8 463 754 080**	**7 846 863 371**	**7 091 445 100**

STATEMENT OF PROFIT AND LOSS AND OTHER COMPREHENSIVE INCOME
for the year ended 29 February 2024

		GROUP		COMPANY	
		2024	2023	2024	2023
	Notes	R	R	R	R
Rental income and recoveries	19	1 219 692 142	1 047 494 888	567 235 028	488 030 137
Property operating costs	20	(435 544 480)	(354 957 853)	(173 890 980)	(175 853 833)
Net property income		**784 147 662**	**692 537 035**	**393 344 048**	**312 176 304**
Other income	21	27 578 848	55 388 755	38 670 771	94 959 573
Administrative expenses and corporate costs		(64 489 978)	(50 981 658)	(57 622 950)	(46 931 617)
Investment income	23	15 901 697	34 666 057	349 048 298	293 974 734
Insurance reimbursement on material loss	24	-	69 165 709	-	69 165 709
Reversal of impairment loss/(impairment loss)	25	-	-	11 799 924	(27 359 300)
Finance costs	26	(287 031 941)	(200 414 261)	(261 388 219)	(179 729 299)
Fair value adjustments on investment property	3	360 758 759	467 611 026	149 130 438	197 042 298
Fair value adjustments on derivative financial instruments	6	(42 872 347)	12 232 239	(27 579 150)	8 909 515
Profit before taxation		**793 992 700**	**1 080 204 902**	**595 403 160**	**722 207 917**
Taxation	27	(39 966 681)	(51 486 212)	(36 085 082)	(38 295 950)
Profit for the period		**754 026 019**	**1 028 718 690**	**559 318 078**	**683 911 967**
Other comprehensive income		-	-	-	-
Total comprehensive income for the period		**754 026 019**	**1 028 718 690**	**559 318 078**	**683 911 967**
Profit attributable to:					
Owners of the parent		708 691 140	975 341 712		
Non-controlling interest	13	45 334 879	53 376 978		
		754 026 019	**1 028 718 690**		
Total comprehensive income attributable to:					
Owners of the parent		708 691 140	975 341 712		
Non-controlling interest	13	45 334 879	53 376 978		
		754 026 018	**1 028 718 690**		
Earnings per share	34				
Basic earnings per share (cents)		213,27445	293,52063		
Diluted earnings per share (cents)		207,16470	288,46391		

STATEMENT OF CHANGES IN EQUITY
for the year ended 29 February 2024

		GROUP					
		Stated capital	Retained income	Share based payment reserve	Total attributable to equity holders of the Company	Non-controlling interest	Total equity
	Notes	R	R	R	R	R	R
Balance at 28 February 2022		**3 310 533 449**	**926 319 234**	**-**	**4 236 852 683**	**263 932 445**	**4 500 785 128**
Profit for the period		-	975 341 712	-	975 341 712	53 376 978	1 028 718 690
Dividends declared	33	-	(468 425 329)	-	(468 425 329)	(23 686 419)	(492 111 748)
IFRS 2 Charge		-	-	3 866 247	3 866 247	-	3 866 247
Acquisition of non-controlling interest	40	-	-	-	-	(69 222 435)	(69 222 435)
Premium paid on acquisition of non-controlling interest	40	-	(61 366 167)	-	(61 366 167)	-	(61 366 167)
Balance at 28 February 2023		**3 310 533 449**	**1 371 869 450**	**3 866 247**	**4 686 269 146**	**224 400 569**	**4 910 669 715**
Profit for the period		-	708 691 140	-	708 691 139	45 334 879	754 026 018
Dividends declared	33	-	(454 172 550)	-	(454 172 550)	(20 732 374)	(474 904 924)
Non-controlling interest arising on acquisition		-	-	-	-	400	400
IFRS 2 Charge		-	-	9 043 050	9 043 050	-	9 043 050
Balance at 29 February 2024		**3 310 533 449**	**1 626 388 040**	**12 909 297**	**4 949 830 786**	**249 003 474**	**5 198 834 260**
Notes		11		12		13	

		COMPANY			
		Stated capital	Retained income	Share based payment reserve	Total equity
	Notes	R	R		R
Balance at 28 February 2022		**3 310 533 449**	**463 785 593**	**-**	**3 774 319 042**
Profit for the period		-	683 911 967	-	683 911 967
Dividends declared and paid		-	(468 425 329)	-	(468 425 329)
IFRS 2 Charge		-		3 866 247	3 866 247
Balance at 28 February 2023		**3 310 533 449**	**679 272 231**	**3 866 247**	**3 993 671 927**
Profit for the period		-	559 318 078	-	559 318 080
Dividends declared	33	-	(454 172 550)	-	(454 172 550)
IFRS 2 Charge		-	-	9 043 050	9 043 050
Balance at 29 February 2024		**3 310 533 449**	**784 417 759**	**12 909 297**	**4 107 860 505**
Notes		11		12	

STATEMENT OF CASH FLOWS
for the year ended 29 February 2024

		GROUP		COMPANY	
		2024	2023	2024	2023
	Notes	R	R	R	R
Cash flows from operating activities					
Cash generated from operations	28	746 437 648	688 955 292	383 316 541	344 133 808
Interest income received	23	15 901 697	34 666 057	103 917 827	89 361 622
Finance costs paid	26	(277 355 456)	(214 274 905)	(258 007 480)	(176 986 465)
Dividend income received	23	-	-	250 188 811	202 768 594
Dividends paid	33	(478 543 517)	(490 731 927)	(454 172 550)	(468 425 329)
Net cash generated from / (used in) operating activities		**6 440 372**	**18 614 517**	**25 243 149**	**(9 147 770)**
Cash flows used in investing activities					
Additions to investment property	3	(98 438 805)	(500 398 423)	(51 884 266)	(210 353 359)
Proceeds from material loss insurance claim	24	-	69 165 709	-	69 165 709
Purchase of property, plant and equipment	5	(59 779 561)	(7 809 619)	(67 153 020)	(60 705 270)
Investments in subsidiaries	4	-	-	(562 623)	(137 345 464)
Loans receivable repaid	31	2 798 073	12 391 932	2 224 661	11 601 332
Loans receivable advanced	31	(24 867 180)	-	(24 867 180)	-
Loans to subsidiaries advanced	30	-	-	(498 716 256)	(689 930 231)
Shareholder loan acquired	30	-	-	(7 099 900)	-
Loans to subsidiaries repaid	30	-	-	7 429 559	456 789 750
Vendor finance settled		(116 500 000)	-	(116 500 000)	-
Net cash used in investing activities		**(296 787 473)**	**(426 650 401)**	**(757 129 025)**	**(560 777 534)**
Cash flows used in financing activities					
Acquisition of non-controlling interest	40	-	(133 282 500)	-	-
Loans from subsidiaries advanced	32	-	-	(3 620 933)	50 596 387
Loans from subsidiaries repaid	32	-	-	2 647 174	(25 092 334)
Repayment of lease liabilities	15	(6 028 189)	(976 920)	(1 686 964)	(548 248)
Proceeds from financial liabilities	29	1 263 000 000	312 000 000	1 263 000 000	312 000 000
Repayment of financial liabilities	29	(983 000 000)	-	(548 000 000)	-
Net cash generated from financing activities		**273 971 811**	**177 740 580**	**712 339 277**	**336 955 805**
Total cash movement for the period		(16 375 290)	(230 295 303)	(19 546 599)	(232 969 499)
Total cash at beginning of the period		59 218 534	289 513 837	46 787 331	279 756 830
Total cash at end of the period	10	**42 843 244**	**59 218 534**	**27 240 732**	**46 787 331**

CORPORATE INFORMATION

Exemplar REITail Limited ("Exemplar" or the "Company") is a corporate REIT incorporated and registered in South Africa.

1. MATERIAL ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these Group and Company financial statements are set out below.

1.1 BASIS OF PREPARATION

The Group and Company financial statements are prepared on the historical cost basis except for investment properties and derivative financial instruments which are measured at fair value. The financial statements are prepared on the going concern basis. They are presented in Rand, which is the Group and Company's functional currency, and all values are rounded to the nearest Rand.

The Group financial statements have been prepared in accordance with, and in compliance with, IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB), the SA financial reporting requirements, the requirements of the Companies Act 71 of 2008 of South Africa, as amended, ("the Companies Act") and the Listings Requirements of the JSE Limited.

The accounting policies are consistent with those applied in the prior periods.

1.2 USE OF ESTIMATES AND JUDGEMENTS

The preparation of financial statements in conformity with IFRS Accounting Standards requires management to make judgements and estimates that affect the application of policies and reported amounts of assets and liabilities, income and expenses, as well as judgements used in accounting for the acquisitions of the asset portfolios and effective dates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or the period of the revision and future periods if the revision affects both current and future periods.

Assumptions and estimation uncertainties

The preparation of the financial statements in accordance with IFRS Accounting Standards requires management to make estimates and assumptions concerning the future as described below. Estimates and assumptions, an integral part of financial reporting, have an impact on the amounts reported for the Group's assets, liabilities, income and expenses.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

Information about assumptions and estimation uncertainties that have a risk of resulting in a material adjustment in the year ended 29 February 2024 is included in the following notes:

Investment property valuation - note 3
The property portfolio is valued externally by a professional valuer on an annual basis using the discounted cash flow method. Cash flow projections are based on estimates of future net rental cash flows, discounted using rates that reflect current market assessments, together with external evidence such as current market rentals for similar properties in the same location.

Future rentals are estimated taking into account existing lease contracts and escalations, location, the condition of the property, lease covenants, current market rentals, conditions and the economy.

Estimation is therefore used in determining the appropriate inputs to estimate the fair value of the investment property.

Impairment of trade and other receivables - note 9
Impairment adjustments are raised against trade receivables in terms of IFRS 9's ECL model. This is achieved by converting an historic ECL into a probability-weighted forward-looking ECL. At year-end, the probability-weighted forward-looking ECL was adjusted to account for the state of the economy. Management has therefore given careful consideration to indicators that their customers may be experiencing financial difficulty, such as later than normal payments or partial payments, and recognise impairment losses or makes realistic provisions based on the losses expected, net of the VAT clawback and deposits or guarantees held.

Judgements
IFRS Accounting Standards requires management to exercise its judgement in the process of applying the Group's accounting policies. Information about the judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the consolidated financial statements is included in the following notes:

Accounting policies
Note 1.3 - Consolidation: in reaching a conclusion on whether the Group has de facto control over an investee *(see Note 4 - Investments in subsidiaries);*
Note 1.4 - Joint arrangements: in assessing the substance of an investor's interest by virtue of contractual agreement *(see note - 41 Joint operations);*
Note 1.10 - Leases: whether an arrangement contains a lease.

1.3 CONSOLIDATION

Basis of consolidation

Subsidiaries

The Group financial statements include the financial statements of the Company and subsidiaries that it controls. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

The Group re-assesses whether or not it controls an investee if the facts and circumstances indicate that there are changes to one or more of the elements of control.

Cost comprises the fair value of any assets transferred, liabilities or obligations assumed and equity instruments issued, less transaction costs.

Investments in subsidiaries in the separate financial statements

In the Company's separate financial statements, investments in subsidiaries are carried at cost less any accumulated impairment losses where necessary.

1.4 JOINT ARRANGEMENTS

A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement.

The Company recognises the following in relation to its interests in a joint operation:
- its assets, including its share of any assets held jointly;
- its liabilities, including its share of any liabilities incurred jointly;
- its share of the revenue from the sale of the output by the joint operation; and
- its share of expenses, including its share of any expenses incurred jointly.

1.5 INVESTMENT PROPERTY

The cost of investment property comprises the purchase price and directly attributable expenditure. Subsequent expenditure relating to investment property is capitalised when it is probable that there will be future economic benefits from the use of the asset. All other subsequent expenditure is recognised as an expense in the period in which it is incurred.

After initial recognition, investment property is measured at fair value. Fair values are determined annually by an external independent registered valuer on the open market value basis. The valuer uses the discounted cash flow method to determine fair value.

Gains or losses arising from changes in the fair values of investment property are included in profit or loss for the year in which they arise. Immediately prior to disposal of investment property, the investment property is revalued to the net sales proceeds and such revaluation is recognised in profit or loss in the period during which it occurs.

Tenant installation costs are capitalised and amortised over the period of the respective lease. The carrying value of tenant installations is included with investment properties.

Lease property - Group as lessee

At the beginning of an arrangement, the Group assesses whether or not it contains a lease. An agreement is or contains a lease if it transfers the right to control the use of an asset identified for a period of time in exchange for consideration.

At initial recognition, the lease liability is measured at the present value of the lease payments. The asset is recognised at the initial amount of the lease liability, plus any lease payments made to the lessor before the lease commencement date, plus any initial direct costs incurred, less any lease incentives received.

1.6 PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment is carried at cost less accumulated depreciation and impairment losses.

The office building is carried at cost during the construction phase. When the asset comes into use the it will be carried at fair value and revalued on an annual basis.

Depreciation is calculated on the straight-line method, to-write off the costs to their residual values over their estimated useful lives. The depreciation rates applicable are as follows:

Item	Average useful life
Computer equipment	3 years
Furniture and fixtures	10 years
Motor vehicles	5 years
Office equipment	5 years
Meter reading equipment	5 years
Solar assets - panels and installation	25 years
Solar assets - inverters and accessories	10 years

The useful lives and residual values of property, plant and equipment are assessed annually.

1.7 FINANCIAL INSTRUMENTS

The Group's financial instruments consist mainly of derivative instruments, trade and other receivables, trade and other payables, cash and borrowings. Financial instruments are initially measured at fair value plus, in the case of financial instruments not measured at fair value through profit and loss, transaction costs.

Subsequent to initial recognition these instruments are measured as set out below:

Cash and equivalents
- Carried at amortised cost.

Derivative financial instruments
- Carried at fair value, with gain or loss on measurement to fair value recognised immediately in profit or loss. Directly attributable transaction costs are recognised in profit or loss when incurred.

Trade and other receivables
- Stated at amortised cost using the effective interest method less accumulated impairment losses.

Trade and other payables
- Stated at amortised cost using the effective interest method.

Related party loans receivable
- Stated at amortised cost using the effective interest method less accumulated impairment losses.

Related party loans payable
- Stated at amortised cost using the effective interest method.

Financial liabilities
- Stated at amortised cost using effect interest method.

Discounting is not applied for all financial instruments carried at amortised cost where the financial effect of the time value of money is not considered to be material, as the fair values of these instruments approximate their carrying values.

Derecognition

Financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised where:
- the contractual rights to receive cash flows from the asset have expired;
- the Group retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a 'pass-through' arrangement; or
- the Group has transferred its rights to receive cash flows from the asset and either:
  - has transferred substantially all the risks and rewards of the asset; or
  - has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Where the Group has transferred its rights to receive cash flow from an asset and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the Group's continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. Where the terms of an existing liability are substantially modified, the exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in profit or loss.

Derivative financial instruments

The Group uses derivative financial instruments to hedge its exposure to interest rate risks arising from financing activities. In accordance with its treasury policy, the Group does not hold or issue derivative financial instruments for trading purposes.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

Interest-bearing borrowings

Interest-bearing borrowings comprise long-term loans from various financial institutions which accrue interest over the pre-determined loan period.

1.8 IMPAIRMENT

Non-financial assets

The carrying amounts of the Group and Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated.

An impairment loss is recognised whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount and is recognised in profit or loss.

The recoverable amount of an asset or a cash-generating unit is the greater of its fair value less costs to sell and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For any asset that does not generate largely independent cash flows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is reversed only to the extent that the carrying amount of the asset does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss has been recognised.

Financial assets

In terms of IFRS 9 an entity is required to recognise an expected credit loss on a financial asset at amortised cost based on unbiased, forward-looking information. Exposures would be divided into the following three stages:

- Stage 1: 12-month expected credit loss will be recognised on exposures where the credit risk has not significantly increased since origination.
- Stage 2: Lifetime expected credit losses will be recognised for exposures with a significant increase in credit risk since origination.
- Stage 3: Lifetime expected credit losses will be recognised on exposures that meet the definition of default.

Significant financial assets are tested for impairment individually. The remaining financial assets are assessed collectively in groups that share similar credit characteristics.

All impairment losses are recognised separately in profit or loss, and disclosed on the face of the Statement of Comprehensive Income if material.

Trade receivables and lease receivables - Note 9

An entity has a policy choice to apply either the simplified approach or the general approach for all lease receivables that result from transactions that are within the scope of IFRS 16. The simplified approach does not require an entity to track the changes in credit risk, but instead, requires the entity to recognise a loss allowance based on lifetime expected credit losses (ECLs) at each reporting date, right from origination.

The Group applies the IFRS 9 simplified approach to measuring expected credit losses using a lifetime expected credit loss provision for trade receivables. To measure expected credit losses on an individual basis, trade receivables are assessed net of the value-added tax clawback and deposit or guarantee held. Arrears aged 60 days and over are in most instances deemed to be irrecoverable and provided for. The expected loss rates are based on the Group's historical credit losses experienced over the period prior to the period end and are reassessed at each reporting date. The historical loss rates are then adjusted for current and forward-looking information on macroeconomic factors affecting the Group's customers, as well as potential changes in the debtors risk profiles. The Group has identified the gross domestic product (GDP), unemployment rate and inflation rate as the key macroeconomic factors.

Trade receivables are written off when internal and initial legal collection processes have been exhausted and a judgement is made that the amount is likely not recoverable. Factors considered when monitoring credit risk and determining write-offs include the financial status of the debtor or counterparty, existence and quality of security, disputes and failure of the debtor to engage on payment plans or untraceable debtors.

Impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. Judgement, based on past history, existing market conditions and forward-looking estimates of economic growth and forecast of retail sales, are used in making these assumptions.

Loans to subsidiaries and loans receivables - Note 7 and 8

A significant increase in credit risk (SICR), in the context of IFRS 9, is a significant change in the estimated default risk. A default event is the failure of a debtor to fulfil an obligation to settle monies owed to the Group in a timely manner. The Group uses a forward-looking approach to assess significant increase in credit and default risk of customers as part of the entity's internal credit risk management practices, that incorporates value judgements, market indicators and dealing with other relevant qualitative factors. Once assessed, the Group will consider write off when it has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof.

A loan is considered to be in default when there is evidence that the borrower is in significant financial difficulty such that it will have insufficient funds to repay the loan on demand. This is assessed based on the number of factors, including various liquidity and solvency ratios.

SICR assessment Is performed qualitatively by reference to the borrower's cash flow and liquid asset position. The risk that the borrower will default on a demand loan depends on whether the subsidiary has sufficient cash or other liquid assets to repay the loan immediately (meaning that the risk of default is very low, possibly close to 0%) or it will not (meaning that the risk of default is very high, possibly close to 100%). A loan is considered to be credit impaired if it meets the definition of a defaulted loan.

Investments in subsidiaries - Note 4

The carrying value of each investment in subsidiary is assessed for impairment in terms of IAS 36 and in instances where the investment is considered to be impaired, the investment was written down to its estimated recoverable amount by way of an impairment loss. The estimated recoverable amount of each subsidiary is calculated by reference to its net asset value as the underlying assets are carried at fair value.

1.9 LEASES

A lease, where the Group acts as a lessor, is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership. A lease is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership.

A lease liability and right of use asset is recognised for all leases where the Group acts as a lessee.

Leases - Group as the lessor

Due to the nature of the Group's lease agreements, they are considered to be operating leases. Operating lease income is recognised as an income on a straight-line basis over the lease term.

Turnover rentals (variable rentals based on the turnover achieved by a tenant) are included in revenue when the amounts can be reliably measured. When a contract includes both lease and non-lease components, the group applies IFRS 15 to allocate the consideration under the contract to each component.

Income for leases is disclosed under rental income and recoveries in profit or loss.

1.10 RENTAL INCOME AND RECOVERIES

Rental income and recoveries comprises gross rental revenue, operating cost recoveries, as well as marketing and parking income, excluding value added taxation.

The Group recognises revenue in accordance with:
- IFRS 16 – Contractual rental income; and
- IFRS 15 – Revenue from cost recoveries.

Rental revenue from investment property is recognised on a straight-line lease basis on commencement of a lease and is measured based on the consideration specified in the contract. Operating cost recoveries, comprising the Group's recovery of costs for providing the tenant with services as determined by the lease agreement, are levied monthly in arrears. Operating cost recoveries are based on consumption and actual expenses incurred and are accounted for in accordance with IFRS 15. Rental and recoveries are billed on a monthly basis and payment is due by the first of the month. Turnover rental, income from marketing and parking is recognised when the amounts can be reliably measured.

1.11 INVESTMENT INCOME

Interest is recognised, in profit and loss, using the effective interest method.

Dividend income is recognised when the right to receive payment is established.

1.12 OTHER INCOME

Administration and management fees received are recognised when the services are rendered.

1.13 PROPERTY OPERATING EXPENSES

Costs incurred under service contracts entered into and property operating expenses are expensed as incurred.

1.14 EMPLOYEE BENEFITS

Short-term employee benefits

The cost of short-term employee benefits, (those payable within 12 months after the service is rendered, such as paid vacation leave and sick leave, bonuses, and non-monetary benefits such as medical care), are recognised in the period in which the service is rendered and are not discounted.

Equity - settled instruments

The fair value of options granted in terms of the employee share scheme is determined on grant date and amortised over the vesting period.

1.15 INCOME TAX

In accordance with the Group's status as a REIT, the dividend declared meets the requirements of a qualifying distribution for the purposes of section 25BB of the Income Tax Act, 58 of 1962, (as amended) (the "Income Tax Act").

As the Group has obtained REIT status effective 12 June 2018, the Group is not liable for capital gains tax on the disposal of directly held properties and local REIT securities. In addition, no deferred tax has been provided on movements in the fair value of investment property as no capital gains tax is payable on disposal of properties due to the REIT legislation. Deferred tax has been provided for capital allowances claimed in respect of investment property acquired in terms of the business acquisitions which allowances will be recouped on the disposal of such assets.

1.16 FINANCE COSTS

Finance costs comprise interest payable on borrowings calculated using the effective interest method.

1.17 SEGMENTAL REPORTING

The Group identifies and presents operating segments based on the information that is provided internally to the Group's management and internal reporting structure which will be determined by the Group's executive committee. A segment is a distinguishable component of the group that is engaged either in providing services (business segment), or in providing services within a particular economic environment (geographical segment), which is subject to risks and returns that are different from those of other segments.

The Group's segments are based on geographical segments and are determined based on the location of the properties, presented by province.

Segment results include revenue and expenses directly attributable to a segment and the relevant portion of Group revenue and expenses that can be allocated on a reasonable basis to a segment. Segmental assets comprise those assets that are directly attributable to the segment or can be allocated to the segment on a reasonable basis.

1.18 EARNINGS PER SHARE

The Group presents basic earnings per share, headline earnings per share, diluted earnings per share and diluted headline earnings per share.

Basic earnings per share is calculated by dividing the profit attributable to equity holders by the weighted average number of shares in issue during the year.

Headline earnings per share is calculated by dividing the headline earnings attributable to equity holders by the weighted average number of shares in issue during the year in accordance with SAICA Circular 01/2023.

Options granted to employees to acquire shares in the Company in terms of the equity-settled share scheme, have a dilutionary effect

Diluted earnings per share and diluted headline earnings per share are calculated respectively by dividing the profit attributable to equity holders and headline earnings attributable to equity holders by the diluted weighted average shares in issue during the year.

2. NEW STANDARDS AND INTERPRETATIONS

2.1 STANDARDS AND INTERPRETATIONS EFFECTIVE AND ADOPTED IN THE CURRENT YEAR

The following amendments are effective for the period beginning 1 March 2023:

- IFRS 17 Insurance Contracts;
- Disclosure of Accounting Policies (Amendments to IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2 Making Materiality Judgements);
- Definition of Accounting Estimates (Amendments to IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors); and
- Deferred Tax related to Assets and Liabilities arising from a Single Transaction (Amendments to IAS 12 Income Taxes).

These amendments to various IFRS Accounting Standards are mandatorily effective for reporting periods beginning on or after 1 January 2023. See the applicable notes for further details on how the amendments affected the Group.

IFRS 17 Insurance Contracts

IFRS 17 was issued by the IASB in 2017 and replaces IFRS 4 for annual reporting period beginning on or after 1 January 2023.

IFRS 17 introduces an internationally consistent approach to the accounting for insurance contracts. Prior to IFRS 17, significant diversity has existed worldwide relating to the accounting for and disclosure of insurance contracts, with IFRS 4 permitting many previous accounting approaches to be followed.

Since IFRS 17 applies to all insurance contracts issued by an entity (with limited scope exclusions), its adoption may have an effect on non-insurers. The Group carried out an assessment of its contracts and operations and concluded that the adoption of IFRS 17 has had no effect on the annual consolidated financial statements of the Group.

Disclosure of Accounting Policies (Amendments to IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2 Making Materiality Judgements)

In February 2021, the IASB issued amendments to IAS 1 and IFRS Practice Statement 2. The amendments aim to make accounting policy disclosures more informative by replacing the requirement to disclose 'significant accounting policies' with 'material accounting policy information'. The amendments also provide guidance under what circumstance, the accounting policy information is likely to be considered material and therefore requiring disclosure.

These amendments have no effect on the measurement or presentation of any items in the Consolidated financial statements of the Group but affect the disclosure of accounting policies of the Group.

Definition of Accounting Estimates (Amendments to IAS 8 Accounting policies, Changes in Accounting Estimates and Errors)

The amendments to IAS 8, which added the definition of accounting estimates, clarify that the effects of a change in an input or measurement technique are changes in accounting estimates, unless resulting from the correction of prior period errors. These amendments clarify how entities make the distinction between changes in accounting estimate, changes in accounting policy and prior period errors.

These amendments had no effect on the consolidated financial statements of the Group.

Deferred Tax related to Assets and Liabilities arising from a Single Transaction (Amendments to IAS 12 Income Taxes)

In May 2021, the IASB issued amendments to IAS 12, which clarify whether the initial recognition exemption applies to certain transactions that result in both an asset and a liability being recognised simultaneously (e.g. a lease in the scope of IFRS 16). The amendments introduce an additional criterion for the initial recognition exemption, whereby the exemption does not apply to the initial recognition of an asset or liability which at the time of the transaction, gives rise to equal taxable and deductible temporary differences.

These amendments had no effect on the annual consolidated financial statements of the Group.

2.2 NEW STANDARDS, INTERPRETATIONS AND AMENDMENTS NOT YET EFFECTIVE

There are a number of standards, amendments to standards, and interpretations which have been issued by the IASB that are effective in future accounting periods that the Group has decided not to adopt early.

The following amendments are effective for the period beginning 1 March 2024:

- Liability in a Sale and Leaseback (Amendments to IFRS 16 Leases);
- Classification of Liabilities as Current or Non-Current (Amendments to IAS 1 Presentation of Financial Statements);
- Non-current Liabilities with Covenants (Amendments to IAS 1 Presentation of Financial Statements); and
- Supplier Finance Arrangements (Amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures)

The following amendments are effective for the period beginning 1 March 2025:

- Lack of Exchangeability (Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates)

The Group does not expect any other standards issued by the IASB, but are yet to be effective, to have a material impact on the Group.

3. INVESTMENT PROPERTY

		GROUP		COMPANY	
		2024	2023	2024	2023
	Notes	R	R	R	R
Net carrying value					
Cost		7 178 554 170	7 076 894 432	3 586 485 896	3 528 597 806
Cumulative fair value adjustments		1 329 451 411	968 692 652	398 506 060	249 375 622
		8 508 005 581	**8 045 587 084**	**3 984 991 956**	**3 777 973 428**
Reconciliation of investment property					
Investment properties at the beginning of the period		8 045 587 084	6 921 601 401	3 777 973 428	3 256 619 505
Additions		67 677 332	349 902 112	51 369 903	21 330 029
Reclassification from property, plant and equipment	5	29 412 105	9 811 114	7 682 328	-
Additions - riot damage		-	188 026 999	-	188 026 999
Additions - tenant installations		2 387 740	2 481 044	514 363	996 331
Tenant installations amortisation	20	(6 434 009)	(6 763 773)	(2 358 399)	(2 564 003)
Change in right-of-use asset		8 616 570	(3 582 838)	679 895	22 269
Properties acquired by group	39	-	116 500 000	-	116 500 000
Fair value adjustments		360 758 759	467 611 026	149 130 438	197 042 298
Balance at the end of the period		**8 508 005 581**	**8 045 587 084**	**3 984 991 956**	**3 777 973 428**
Reconciliation to independent valuation					
Investment property as per valuation		8 646 478 488	8 185 440 124	4 079 773 126	3 867 927 876
Operating lease assets		(199 790 776)	(190 144 721)	(110 071 714)	(104 110 000)
Lease liabilities	15	61 317 869	50 291 681	15 290 544	14 155 552
		8 508 005 581	**8 045 587 084**	**3 984 991 956**	**3 777 973 428**
Reconciliation of additions to investment property					
Additions		67 677 332	300 079 266	51 369 903	21 330 029
Reclassification from property, plant and equipment	5	28 373 733	9 811 114	-	-
Additions - riot damage		-	188 026 999	-	188 026 999
Additions - tenant installations		2 387 740	2 481 044	514 363	996 331
Cash additions to investment property		**98 438 805**	**500 398 423**	**51 884 266**	**210 353 359**

Security over properties

The investment properties have been mortgaged in favour of the lenders as disclosed in note 14. The lenders are further secured by the Company and its subsidiaries in the form of continuing irrevocable and unconditional joint and several guarantees which extend to the ultimate balance of sums payable. The extent of the guarantees given by Phola Park Shopping Centre (Pty) Ltd, Theku Plaza (Pty) Ltd and Mandeni Plaza (Pty) Ltd are limited to R 292 668 311, R 88 758 000 and R 105 704 160 respectively, plus interest and costs.

Details of valuation

All of the investment properties are valued once a year using the discounted cash flow method. The valuations were performed by Quadrant Properties (Pty) Ltd, external independent qualified property valuers, with recent experience in location and category of the investment property being valued. At the financial year end, market related rental income categorised by building location, type and grade, have been used as inputs to the discounted cash flow model.

2023	Significant unobservable inputs and range of estimates used			
Geographical location	Capitalisation rate	Discount rate	Growth projection in revenue	Growth projection in contractual expenses
Gauteng	8.25% - 9.50%	13.50% - 15.00%	5.11% - 6.90%	5.25% - 5.50%
Mpumalanga	8.50% - 12.00%*	14.00% - 17.50%*	4.88% - 9.13%	5.50%
KwaZulu Natal	9.25% - 10.25%	14.75% - 15.75%	5.50%	5.50%
Limpopo	8.75% - 10.50%	14.25% - 15.75%	(1.5%) - 5.61% **	5.25% - 5.50%
Eastern Cape	8.75% - 9.50%	14.25% - 15.00%	4.60% - 5.06%	5.50%

2022	Significant unobservable inputs and range of estimates used			
Geographical location	Capitalisation rate	Discount rate	Growth projection in revenue	Growth projection in contractual expenses
Gauteng	8.25% - 9.50%	13.50% - 15.00%	5.25% - 5.50%	5.25% - 5.50%
Mpumalanga	8.50% - 12.00%*	14.00% - 17.50%*	5.50%	5.50%
KwaZulu Natal	9.25% - 10.25%	14.75% - 15.75%	5.50%	5.50%
Limpopo	8.75% - 10.50%	14.25% - 15.75%	5.25% - 5.50%	5.25% - 5.50%
Eastern Cape	8.75% - 9.50%	14.25% - 15.00%	5.50%	5.50%

** The capitalisation rate and discount rate applied in the valuation of Acornhoek Megacity were 12.00% and 17.50%% (2023: 12.00% and 17.50%) respectively. Excluding Acornhoek Megacity, the capitalisation and discount rate ranges for Mpumalanga would be 8.50% - 9.50% (2023: 8.50% - 9.50%) and 14.00% - 15.00% (2023: 14.00% - 15.00%) respectively.*

*** The growth projection in revenue and risk rate applied to Maake Plaza was -1.5% (2023: 5.25%). Excluding Maake Plaza, the growth projection in revenue and risk rate ranges for Limpopo would be 4.26% - 5.61% (2023: 5.25% - 5.50%). The lower projection in revenue and risk rate is due to the land lease expiring in approximately 4 years.*

The fair value of the investment property has not been adjusted significantly for the purposes of financial reporting, other than for the lease liabilities and operating lease assets that are recognised separately in the statement of financial position.

Inter-relationship between key unobservable inputs and fair value measurements

The valuations of the investment properties are sensitive to changes in the unobservable inputs used in such valuations. Changes to one of the unobservable inputs, while holding the other inputs constant, would have the following effects on the fair value of the investment property and fair value adjustment in profit or loss:

		2024	2023
Input	Change %	R	R
Increase in capitalisation rate	1.00	(890 670 875)	(725 961 612)
Decrease in capitalisation rate	1.00	1 110 153 131	905 211 393
Increase in discount rate	1.00	(617 413 272)	(561 415 646)
Decrease in discount rate	1.00	617 413 272	561 415 646
Increase in projected revenue growth rate	1.00	1 110 153 131	905 211 393
Decrease in projected revenue growth rate	1.00	(890 670 875)	(725 961 612)
Increase in projected expense escalation rate	10.00	(477 774 582)	(556 363 872)
Decrease in projected expenses escalation rate	10.00	477 774 582	556 363 872

The fair value gains and losses are disclosed separately on the statement of profit or loss and other comprehensive income. The fair value of investment property is categorised as a level 3 recurring fair value measurement and there has been no transfer between levels in the current year. For the level 3 reconciliation, refer to the reconciliation of investment property contained within this note.

The effective date of the valuations was 29 February 2024 and 28 February 2023 for the prior financial year.

Weighted average rental per m² for rentable area for the month of March 2024

Property	2024 R/m²	2023 R/m²
Acornhoek Megacity	72,69	77,67
Alex Mall	159,01	152,66
Atteridge Stadium Centre	219,95	208,40
Bizana Walk	164,06	163,02
Blouberg Mall	178,53	166,06
Chris Hani Crossing	214,77	203,87
Diepkloof Square	186,59	174,33
Greater Edendale Mall	120,98	124,41
Emoyeni Mall	123,58	123,40
Jane Furse Plaza	220,70	204,76
Katale Square	141,57	131,92
KwaBhaca Mall	161,06	152,02
Kwagga Mall	172,29	170,15
Lusiki Plaza	150,54	142,14
Maake Plaza	172,91	164,47
Mabopane Square	153,70	145,96
Mall of Thembisa	157,38	148,24
Mamelodi Square	146,46	142,32
Mandeni Mall	156,31	147,37
Modimall	130,69	124,67
Modjadji Plaza	187,23	175,92
Olievenhout Plaza	182,59	174,54
Phola Mall	176,51	166,00
Theku Plaza	169,56	159,27
Thorntree Shopping Centre	176,92	167,64
Tsakane Mall	202,10	198,45

4. INVESTMENTS IN SUBSIDIARIES

The following table lists the entities which are controlled directly by the Company, and the carrying amounts of the investments in the Company's financial statements:

Name of company	Notes	2024 % holding	2024 Carrying amount R	2023 % holding	2023 Carrying amount R
Alex Mall (Pty) Ltd		100.00	174 956 260	100.00	174 956 260
Bizana Walk (Pty) Ltd	13	60.00	648 777	60.00	89 604
Exemplar Leasing (Pty) Ltd		100.00	100	100.00	100
Exemplar Utilities (Pty) Ltd		100.00	100	100.00	100
Farisani Business Enterprise (Pty) Ltd	13	65.00	650	65.00	6 881 058
Jean Junction (Pty) Ltd		100.00	100	-	-
Katale Square (Pty) Ltd		100.00	19 373 775	100.00	19 373 775
KwaBhaca Mall (Pty) Ltd	13	60.00	3 270 109	60.00	3 268 009
Mabopane Square (Pty) Ltd		100.00	36 868 955	100.00	36 868 955
Maake Plaza (Pty) Ltd	25	100.00	54 197 149	100.00	59 809 934
Mall of Thembisa (Pty) Ltd	25 & 40	100.00	140 807 827	100.00	123 395 118
Mandeni Plaza (Pty) Ltd	13	50.00	25 881 595	50.00	25 881 595
Mbhashe LG Mall (Pty) Ltd	13	60.00	600	-	-
Modimall (Pty) Ltd		100.00	63 409 206	100.00	63 409 206
Phola Mall (Pty) Ltd	13	53.00	77 416 382	53.00	77 416 382
Theku Plaza (Pty) Ltd	13	82.50	84 396 835	82.50	84 396 835
Tsakane Mall (Pty) Ltd		100.00	352 141 284	100.00	352 141 284
Vuwani Plaza (Pty) Ltd	13	65.00	650	-	-
			1 033 370 354		**1 027 888 215**

	2024	2023
Reconciliation of investments in subsidiaries		
Year on year movement in investment in subsidiaries	5 482 139	89 986 164
Shareholder loan claim acquired	-	20 000 000
less Reversal of impairment	(17 412 709)	-
add Impairment	5 612 785	27 359 300
Reclassification from investment in subsidiary to loan to subsidiaries	6 880 408	-
Cash investments in subsidiaries	**562 623**	**137 345 464**

The carrying amounts are stated net of impairments (refer to note 25 and note 13).

Mandeni Plaza (Pty) Ltd is considered to be a subsidiary of the Company, as control is evidenced by virtue of the Company's power to appoint or remove the majority of the members of the board of directors. The entity has been consolidated accordingly.

During the previous financial year the Company acquired the non controlling interest in the Mall of Thembisa Pty (Ltd), (refer to note 40).

All subsidiaries are incorporated and have their principal place of business in South Africa.

5. PROPERTY, PLANT AND EQUIPMENT

		GROUP		COMPANY	
		2024	2023	2024	2023
	Notes	R	R	R	R
Computer equipment		602 301	939 653	490 430	756 728
Cost		1 854 981	1 727 986	1 465 841	1 357 892
Accumulated depreciation		(1 252 680)	(788 333)	(975 411)	(601 164)
Furniture and fixtures		321 548	475 979	145 057	192 172
Cost		1 401 973	1 379 754	474 445	452 226
Accumulated depreciation		(1 080 425)	(903 775)	(329 388)	(260 054)
Office equipment		3 254 255	3 589 486	2 400 966	2 598 747
Cost		5 228 261	4 839 880	3 827 866	3 439 485
Accumulated depreciation		(1 974 006)	(1 250 394)	(1 426 900)	(840 738)
Motor vehicles		1 377 236	1 729 982	1 377 236	1 729 982
Cost		2 067 258	2 067 258	2 067 258	2 067 258
Accumulated depreciation		(690 022)	(337 276)	(690 022)	(337 276)
Meter reading and solar equipment		10 939 831	11 987 788	232 147 695	229 734 764
Cost		10 975 793	12 014 164	240 827 597	234 027 126
Accumulated depreciation		(35 962)	(26 376)	(8 679 902)	(4 292 362)
Office building		60 384 038	1 142 073	53 293 745	1 142 073
Cost		60 384 038	1 142 073	53 293 745	1 142 073
Accumulated depreciation		-	-	-	-
		76 879 209	**19 864 961**	**289 855 129**	**236 154 466**
Reconciliation of property, plant and equipment					
Property, plant and equipment at the beginning of the period		19 864 961	23 102 191	236 154 466	179 960 952
Additions		**88 153 294**	**7 809 619**	**67 153 020**	**60 705 270**
Computer equipment		126 995	956 358	107 949	858 833
Furniture and fixtures		22 219	220 356	22 219	103 087
Office equipment		388 381	2 867 038	388 381	2 023 361
Motor vehicles		-	1 369 931	-	1 369 931
Buildings		59 241 966	1 142 073	52 151 671	1 142 073
Meter reading equipment and solar assets		28 373 733	1 253 863	14 482 800	55 207 985
Reclassification of meter reading equipment and solar assets to investment property	3	(29 412 105)	(9 811 114)	(7 682 328)	-
Depreciation		**(1 726 941)**	**(1 235 735)**	**(5 770 029)**	**(4 511 756)**
Computer equipment		(464 347)	(382 706)	(374 247)	(284 348)
Furniture and fixtures		(176 650)	(195 782)	(69 334)	(61 002)
Office equipment		(723 612)	(462 882)	(586 162)	(383 301)
Motor vehicles		(352 746)	(184 825)	(352 746)	(184 825)
Meter reading and solar equipment		(9 586)	(9 540)	(4 387 540)	(3 598 281)
		76 879 209	**19 864 961**	**289 855 129**	**236 154 466**

The office building is carried at cost during the construction phase. When the asset comes into use it will be carried at fair value and revalued on an annual basis.

	GROUP 2024	GROUP 2023	COMPANY 2024	COMPANY 2023
Reconciliation of property, plant and equipment additions				
Additions	88 153 294	7 809 619	67 153 020	60 705 270
Additions purchased in current year reclassified as investment property	(28 373 733)	-	-	-
Cash additions to property, plant and equipment	**59 779 561**	**7 809 619**	**67 153 020**	**60 705 270**

Included in the cost of meter reading and solar equipment is R10 197 747 (2023: R11 966 233) of solar components which have not yet been installed or brought into use. Solar assets of R230 629 850 (2023: R222 833 780) owned by the Company and installed on the roofs of properties held through subsidiaries are classified as property, plant and equipment in the Company (as these solar assets are owned by the Company and not the subsidiaries) and on consolidation are reclassified to investment property.

6. DERIVATIVE FINANCIAL INSTRUMENTS

	GROUP		COMPANY	
	2024	2023	2024	2023
Hedging derivatives	R	R	R	R
Interest rate derivatives	258 857	43 131 204	258 857	27 838 007

2024				
Transaction	**Fixed rate payer**	**Floating rate payer**	**Rate**	**Notional**
Interest rate cap	Exemplar	Counterparty	9.360%	R 500 000 000

2023				
Transaction	**Fixed rate payer**	**Floating rate payer**	**Rate**	**Notional**
Interest rate swap	Exemplar	Counterparty	4.295%	R 850 000 000
Interest rate swap	Mall of Thembisa	Counterparty	4.130%	R 435 000 000

The Group utilises these derivative financial instruments to hedge all, or a portion, of the interest rate risk associated with its borrowings. The principal objective of such arrangements is to minimise the risks and / or costs associated with the Company's operating and financing structure. The Company's interest rate cap matures on 26 May 2026. The Company and Mall of Thembisa (Pty) Ltd interest rate swap arrangements terminated on 11 December 2023 and 15 January 2024 respectively. The Company does not apply hedge accounting in terms of IFRS 9.

The derivative financial instruments were valued by ABSA Bank Limited as being the difference between the present value of interest payments at the fixed rate and the projected interest payments based on the forward yield curve. The Company and the Group subsidiary do not utilise derivatives for speculative or other purposes other than interest rate risk management.

Refer to note 38, Risk management for further details.

7. LOANS TO SUBSIDIARIES

	2024	2023
	R	R
Alex Mall (Pty) Ltd	290 140 385	288 299 090
The loan is unsecured, is interest-free (2023: 0.00%) and has no fixed terms of repayment.		
Bizana Walk (Pty) Ltd	96 912 866	85 733 156
The loan is unsecured, bears interest at the prime rate plus 1.75% (2023: prime plus 2.00%) and has no fixed terms of repayment.		
Exemplar Leasing (Pty) Ltd	-	1 600 000
The loan is unsecured, is interest-free (2023: 0.00%) and has no fixed terms of repayment.		
Exemplar Management (Pty) Ltd	10 000	-
The loan is unsecured, is interest-free (2023: N/A) and has no fixed terms of repayment.		
Farisani Business Enterprise (Pty) Ltd	6 957 885	-
The loan is unsecured, is interest-free (2023: N/A) and has no fixed terms of repayment.		
Jean Junction (Pty) Ltd	7 099 900	-
The loan is unsecured, is interest-free (2023: N/A) and has no fixed terms of repayment.		
Katale Square (Pty) Ltd	93 295 754	96 711 284
The loan is unsecured, is interest-free (2023: 7.15%) and has no fixed terms of repayment.		
KwaBhaca Mall (Pty) Ltd	309 450 189	295 561 570
The loan is unsecured, bears interest at the prime lending rate (2023: prime lending rate) and has no fixed terms of repayment.		
Mabopane Square (Pty) Ltd	120 283 891	120 589 874
The loan is unsecured, is interest-free (2023: 7.15%) and has no fixed terms of repayment.		
Mall of Thembisa (Pty) Ltd	671 656 398	237 921 650
The loan is unsecured, is interest-free (2023: 0.00%) and has no fixed terms of repayment		
Mandeni Plaza (Pty) Ltd	107 320 455	106 204 246
The loan is unsecured, bears interest at 9.40% (2023: 7.15%) and is repayable on demand.		
Mbhashe LG Mall (Pty) Ltd	14 145 191	-
The loan is unsecured, bears interest at the prime rate plus 2.00% interest (2023: N/A) and has no fixed terms of repayment.		
Modimall (Pty) Ltd	187 383 116	189 491 161
The loan is unsecured, is interest-free (2023: 0.00%) and has no fixed terms of repayment.		
Phola Mall (Pty) Ltd	279 692 266	274 721 656
The loan is unsecured, bears interest at 9.40% (2023: 7.15%) and is repayable on demand.		
Theku Plaza (Pty) Ltd	96 326 602	80 309 630
The loan is unsecured, bears interest at 9.40% (2023: 7.15%) and is repayable on demand.		
Tsakane Mall (Pty) Ltd	12 459 672	10 937 255
The loan is unsecured, is interest-free (2023: 7.15%) and has no fixed terms of repayment.		
Vuwani Mall (Pty) Ltd	213 007	-
The loan is unsecured, bears interest at the prime rate plus 2.00% interest (2023: N/A) and has no fixed terms of repayment.		
	2 293 347 577	**1 788 080 572**

The credit risk of these loans is low considering, inter alia, that the subsidiaries property value and net income are expected to remain at or above current levels. The net asset value of each subsidiary is sufficient to cover the value of its loan and therefore management considers the loans recoverable. The loans are repayable on demand and the liquid assets do not cover the loan payable. An assessment is therefore done based on stage 3: lifetime expected credit losses. All available forward-looking information, including estimates of economic growth, the expected value of the investment properties and forecast of retail sales, were taken into account, which indicated that no expected credit loss exist and consequently the loans were not impaired.

8. LOANS RECEIVABLE

	GROUP		COMPANY	
	2024	2023	2024	2023
	R	R	R	R
Non-current loans receivable				
Stilopro (Pty) Ltd - Bizana	17 410 799	-	17 410 799	-
The loan is secured by a cession and pledge of the shares in Bizana Walk (Pty) Ltd, bears interest at the prime rate NACM and is repaid through the dividends received.				
Stilopro (Pty) Ltd - Kwabacha	7 456 381	-	7 456 381	-
The loan is secured by a cession and pledge of the shares in Kwabacha Mall (Pty) Ltd, bears interest at the prime rate NACM and is repaid through the dividends received.				
	24 867 180	**-**	**24 867 180**	**-**
Current loans receivable				
Moemedi Enterprise (Pty) Ltd T/A Roots Katale Square	2 137 661	2 711 073	-	-
The loan is secured by equipment with a cost of R5 805 660, bears interest at 11% NACM and is repayable in monthly instalments.				
Employee share scheme	30 256 255	32 480 916	30 256 255	32 480 916
	32 393 916	**35 191 989**	**30 256 255**	**32 480 916**
Non-current loans receivable	24 867 180		24 867 180	
Current loans receivable	32 393 916		30 256 255	
	57 261 096	**35 191 989**	**55 123 435**	**32 480 916**

The loans to Stilopro, in both instances, relate to cost overruns funded by the Company. The loans will be repaid from the dividends that Stilopro will receive from the respective schemes.

In order to align the interests of the employees with those of the shareholders, the company provides eligible employees with the opportunity to acquire shares. The share debt bears interest from time to time at a rate determined by the directors, currently 8.71% (2023: 6.5%), until repaid in full. Dividends (or other distributions) on the plan shares are applied against the interest and the balance is credited to the outstanding debt.

Number of shares held as security at the beginning of the year	3 475 100	4 350 100	3 475 100	4 350 100
Number of shares released as security during the year	(25 000)	(875 000)	(25 000)	(875 000)
Number of shares held as security at the end of the year	**3 450 100**	**3 475 100**	**3 450 100**	**3 475 100**
Number of shares authorised to be issued under the scheme	10 000 000	10 000 000	10 000 000	10 000 000
Number of shares issued under the scheme	(4 350 100)	(4 350 100)	(4 350 100)	(4 350 100)
Number of shares available for issue under the scheme at the end of the year	**5 649 900**	**5 649 900**	**5 649 900**	**5 649 900**

Should an employee vacate office prior to settlement and the value of the shares falls below the outstanding loan balance, the employee will be obliged to settle the difference.

The credit risk of the employee share scheme loans are low considering, inter alia, that the net value of the shares would be sufficient to cover the share scheme debt. The Moemedi Enterprise (Pty) Ltd loan is also considered a low credit risk as the loan is secured by the assets and fixtures of the Roots Katale Square store. The loans to Stilopro (Pty) Ltd are a low credit risk as the loan will be repaid through the dividends that Stilopro (Pty) Ltd will receive from the Bizana Walk and Kwabacha Mall properties. The loans met the requirements for low risk financial assets and consequently 12-month expected credit losses were evaluated. A probability weighted risk of default during the next 12 months was applied to exposure at default. All available forward-looking information, including profit forecasts, estimates of economic growth and the expected value of the shares, were taken into account, which indicated no expected credit loss and consequently the loans were not impaired.

9. TRADE AND OTHER RECEIVABLES

	GROUP		COMPANY	
	2024	2023	2024	2023
	R	R	R	R
Trade receivables	86 066 892	77 971 294	45 701 794	36 800 589
Expected credit loss of trade receivables	(48 406 880)	(36 398 198)	(25 784 943)	(18 125 264)
	37 660 012	**41 573 096**	**19 916 851**	**18 675 325**
Sundry debtors	10 600 496	1 283 828	5 599 919	467 559
Expected credit loss of sundry debtors	(1 961 577)	-	(1 961 577)	-
	8 638 919	**1 283 828**	**3 638 342**	**467 559**
Deposits	23 300 410	23 071 759	9 218 262	9 123 838
Other prepayments	5 434 845	2 955 086	3 959 060	936 001
Value-added Tax	-	1 731 818	-	-
	75 034 186	**70 615 587**	**36 732 515**	**29 202 723**

All amounts are short term. The net carrying amount of trade and other receivables is considered a reasonable approximation of fair value.

The Group applies the IFRS 9 simplified approach to measuring expected credit losses using a lifetime expected credit loss provision for trade receivables. To measure expected credit losses on an individual basis, trade receivables are assessed net of the value-added tax clawback and deposit or guarantee held. Arrears aged 60 days and over are in most instances deemed to be irrecoverable and provided for. The expected loss rates are based on the Group's historical credit losses experienced over the period prior to the period end and are reassessed at each reporting date. The historical loss rates are then adjusted for current and forward-looking information on macroeconomic factors affecting the Group's customers, as well as potential changes in the debtor's risk profiles. The Group has identified the gross domestic product (GDP), unemployment rate and inflation rate as the key macroeconomic factors.

The ECL provision against sundry debtors relates to an individual debtor whose credit worthiness is in doubt.

Trade receivables	GROUP			
	2024		2023	
Group	Balance	ECL allowance	Balance	ECL allowance
	R	R	R	R
Current	33 114 648	-	38 239 736	-
30 days	2 946 213	-	2 441 800	-
60 days	2 212 617	(613 466)	1 973 047	(1 081 487)
90 days	2 583 718	(2 583 718)	1 979 171	(1 979 171)
120+ days	45 209 696	(45 209 696)	33 337 540	(33 337 540)
	86 066 892	**(48 406 880)**	**77 971 294**	**(36 398 198)**

Trade receivables	COMPANY			
	2024		2023	
Company	Balance	ECL allowance	Balance	ECL allowance
	R	R	R	R
Current	17 771 808	-	17 038 949	-
30 days	1 750 981	-	1 087 037	-
60 days	1 418 110	(1 024 048)	1 131 717	(582 378)
90 days	1 436 048	(1 436 048)	1 044 870	(1 044 870)
120+ days	23 324 847	(23 324 847)	16 498 016	(16 498 016)
	45 701 794	**(25 784 943)**	**36 800 589**	**(18 125 264)**

The ECL allowance is established to anticipate and provision for potential credit losses arising from tenant defaults on rental payments. Changes in tenants' financial circumstances significantly impact ECL estimates. Economic downturns or tenant-specific challenges may lead to higher default probabilities, necessitating adjustments to the ECL allowance. Having reviewed the ECL and specific tenants, there is no significant concentration of credit risk in the current year or in the foreseeable future.

	GROUP		COMPANY	
	2024	2023	2024	2023
Credit loss allowance reconciliation	R	R	R	R
Opening Balance	(36 398 198)	(46 291 797)	(18 125 264)	(22 520 296)
Reversal of allowance for credit notes - July 2021 riots	-	8 696 420	-	3 333 355
Allowance utilised	4 568 345	3 629 639	1 051 429	1 618 588
Allowance raised	(16 577 027)	(2 432 460)	(8 711 108)	(556 911)
Closing balance	(48 406 880)	(36 398 198)	(25 784 943)	(18 125 264)
Deposits				
Electricity	22 719 429	22 499 667	8 805 190	8 779 655
Water	449 052	380 163	373 453	304 564
Diesel	127 729	187 729	37 729	37 729
Telephone	4 200	4 200	1 890	1 890
	23 300 410	23 071 759	9 218 262	9 123 838

The Group has provided the above deposits to its suppliers. The electricity deposits are held by either Eskom or various municipalities. These deposits will remain in place until such time as an account is closed, which would only occur on the sale of a relevant property or it ceases trading. None of the properties are held for sale and all are going concerns. Historically, when accounts have been closed, the deposit has been refunded in full. Therefore, no credit loss allowance has been raised against these deposits.

10. CASH AND CASH EQUIVALENTS

	GROUP		COMPANY	
	2024	2023	2024	2023
	R	R	R	R
Cash on hand	127 951	159 776	62 283	82 836
Bank balances	29 096 265	46 220 735	17 499 071	37 574 841
Tenant deposits	13 619 028	12 838 023	9 679 378	9 129 654
	42 843 244	**59 218 534**	**27 240 732**	**46 787 331**

Cash on deposit is only placed with banks that are AA rated or higher.

Cash and cash equivalents that are not available for use by the Group and Company	5 882 211	23 235 313	4 364 111	23 235 313

Restricted cash and cash equivalents of R 3 747 402 (2023: R3 747 402) are held in a Rand Merchant Bank call account linked to a guarantee issued to the Mbombela Local Municipality and a further R 2 134 809 (2023: R 0) is held in various First National Bank accounts linked to guarantees issued to various municipalities and Eskom.

11. STATED CAPITAL

	GROUP		COMPANY	
	2024	2023	2024	2023
	R	R	R	R
Authorised				
5 000 000 000 ordinary shares with no par value				
Issued				
332 290 686 (2023: 332 290 686) ordinary shares with no par value	**3 310 533 449**	**3 310 533 449**	**3 310 533 449**	**3 310 533 449**
Reconciliation of stated capital				
Reported at beginning of year	3 310 533 449	3 310 533 449	3 310 533 449	3 310 533 449
Reported at end of year	**3 310 533 449**	**3 310 533 449**	**3 310 533 449**	**3 310 533 449**
Reconciliation of number of shares				
Reported at beginning of year	332 290 686	332 290 686	332 290 686	332 290 686
Reported at end of year	**332 290 686**	**332 290 686**	**332 290 686**	**332 290 686**

12. SHARE-BASED PAYMENT RESERVE

The Company operates two share based remuneration schemes for employees: a loan scheme and an equity settled scheme. The loan scheme is further explained in note 8

In terms of the equity settled scheme employees are granted options to acquire shares in the Company at either market price or RNil. The options vest in three equal tranches, 3, 4 and 5 years after grant date. Employees have 2 years in which to exercise their options. Options not exercised within this period lapse. Options which vest at a date subsequent to the date of resignation of employees are forfeited. The options are valued using the Black-Scholes model, the inputs and outputs of the model are shown below:

	GROUP		COMPANY	
	2024	2023	2024	2023
Option pricing model used	**Black-Scholes**	**Black-Scholes**	**Black-Scholes**	**Black-Scholes**
Valuation model inputs:				
Market value (Rands)	12.00	12.00	12.00	12.00
Strike price (Rands)	0.00	0.00	0.00	0.00
Volatility	20.00%	20.00%	20.00%	20.00%
Time to expiry	5, 6 and 7 years	5, 6 and 7 years	5, 6 and 7 years	5, 6 and 7 years
Grant date 13 July 2022				
Risk free rate for 5 years	8.62%	8.62%	8.62%	8.62%
Risk free rate for 6 years	8.94%	8.94%	8.94%	8.94%
Risk free rate for 7 years	9.25%	9.25%	9.25%	9.25%
Dividend yield	10.83%	10.83%	10.83%	10.83%
Grant date 24 May 2023				
Risk free rate for 5 years	11.75%	-	11.75%	-
Risk free rate for 6 years	11.75%	-	11.75%	-
Risk free rate for 7 years	11.75%	-	11.75%	-
Dividend yield	11.76%	-	11.76%	
Grant date 24 July 2023				
Risk free rate for 5 years	11.75%	-	11.75%	-
Risk free rate for 6 years	11.75%	-	11.75%	-
Risk free rate for 7 years	11.75%	-	11.75%	-
Dividend yield	11.76%	-	11.76%	0
Options granted during the year	4 175 000	5 825 000	4 175 000	5 825 000
Options forfeited	(50 000)	(150 000)	(50 000)	(150 000)
Total unexercised options end of year	**9 800 000**	**5 675 000**	**9 800 000**	**5 675 000**
Grant date 13 July 2022	**5 625 000**	**5 675 000**	**5 625 000**	**5 675 000**
Expiring 13 July 2027	1 875 000	1 891 660	1 875 000	1 891 660
Expiring 13 July 2028	1 875 000	1 891 669	1 875 000	1 891 669
Expiring 13 July 2029	1 875 000	1 891 671	1 875 000	1 891 671
Grant date 24 May 2023	**1 925 000**	**-**	**1 925 000**	**-**
Expiring 24 May 2028	641 672	-	641 672	-
Expiring 24 May 2029	641 665	-	641 665	-
Expiring 24 May 2030	641 663	-	641 663	-
Grant date 24 July 2023	**2 250 000**	**-**	**2 250 000**	**-**
Expiring 24 July 2028	749 998	-	749 998	-
Expiring 24 July 2029	750 001	-	750 001	-
Expiring 24 July 2030	750 001	-	750 001	-

	GROUP		COMPANY	
Option premium (Rand/option as per Black-Scholes model output):	**2024**	**2023**	**2024**	**2023**
	R	**R**	**R**	**R**
Expiring 13 July 2027	6,98145	6,98145	6,98145	6,98145
Expiring 13 July 2028	6,26467	6,26467	6,26467	6,26467
Expiring 13 July 2029	5,62149	5,62149	5,62149	5,62149
Expiring 24 May 2028	6,66524	-	6,66524	-
Expiring 24 May 2029	5,92575	-	5,92575	-
Expiring 24 May 2030	5,26829	-	5,26829	-
Expiring 24 July 2028	6,66524	-	6,66524	-
Expiring 24 July 2029	5,92575	-	5,92575	-
Expiring 24 July 2030	5,26829	-	5,26829	-
Total cost (number of shares multiplied by option premium):	**60 230 954**	**35 691 229**	**60 230 954**	**35 691 229**
Expiring 13 July 2027	13 090 219	13 206 530	13 090 219	13 206 530
Expiring 13 July 2028	11 746 265	11 850 691	11 746 265	11 850 691
Expiring 13 July 2029	10 540 293	10 634 008	10 540 293	10 634 008
Expiring 24 May 2028	4 276 901	-	4 276 901	-
Expiring 24 May 2029	3 802 344	-	3 802 344	-
Expiring 24 May 2030	3 380 470	-	3 380 470	-
Expiring 24 July 2028	4 998 920	-	4 998 920	-
Expiring 24 July 2029	4 444 316	-	4 444 316	-
Expiring 24 July 2030	3 951 226	-	3 951 226	-
IFRS2 charge:	**9 043 050**	**3 866 247**	**9 043 050**	**3 866 247**
Expiring 13 July 2027	2 641 306	1 664 385	2 641 306	1 664 385
Expiring 13 July 2028	1 975 115	1 244 593	1 975 115	1 244 593
Expiring 13 July 2029	1 519 144	957 269	1 519 144	957 269
Expiring 24 May 2028	658 526	-	658 526	-
Expiring 24 May 2029	487 881	-	487 881	-
Expiring 24 May 2030	371 785	-	371 785	-
Expiring 24 July 2028	602 610	-	602 610	-
Expiring 24 July 2029	446 461	-	446 461	-
Expiring 24 July 2030	340 222	-	340 222	-

13. NON-CONTROLLING INTEREST

The non-controlling interest of R 249 003 474 (2023: R 224 400 569) represents 50% of the net asset value of Mandeni (see note 4 - Investments in subsidiaries), 47% of the net asset value of Phola, 17.5% of the net asset value of Theku, 40% of the net asset value of Bizana Walk, 40% of the net asset value of KwaBhaca Mall, 40% of the net asset value of Mbhashe LG Mall, 35% of the net assets of Vuwani Plaza and 35% of the net assets of Farisani Business Enterprise. The following is summarised financial information for Mandeni, Phola, Theku, Bizana, KwaBhaca, Mbhashe, Vuwani and Farisani prepared in accordance with IFRS Accounting Standards, adjusted for fair value adjustments on acquisition and differences in Group accounting policies. The information is before inter-Group eliminations.

2024	Bizana Walk Proprietary Limited R	Kwabhaca Mall Proprietary Limited R	Mandeni Plaza Proprietary Limited R	Phola Mall Proprietary Limited R	Theku Plaza Proprietary Limited R	Total R
Extracts from statement of profit and loss and other comprehensive income:						
Rental income and recoveries	25 491 036	52 928 095	33 066 285	88 893 814	44 567 647	244 946 877
Profit / (loss) after taxation	(6 375 603)	6 771 069	11 134 763	64 170 520	53 995 240	129 981 165
Attributable to equity holders of Exemplar	**(3 825 362)**	**4 062 641**	**5 567 382**	**34 010 376**	**44 546 073**	**84 503 698**
Attributable to non-controlling interest	**(2 550 241)**	**2 708 428**	**5 567 382**	**30 160 144**	**9 449 167**	**45 477 467**
Dividends paid to non-controlling interest during the year	-	-	(3 246 122)	(13 617 640)	(3 868 612)	(20 732 374)
Extracts from the statement of financial position:						
Non-current assets	117 252 844	347 553 135	186 763 241	666 557 801	325 000 000	1 666 552 546
Current assets	6 205 533	4 922 501	1 416 246	8 525 139	3 315 939	24 230 110
Non-current liabilities	(7 797 872)	(17 210 952)	(8 738 984)	(14 704 796)	(8 878 586)	(57 331 190)
Current liabilities	(101 793 394)	(320 361 125)	(113 890 376)	(302 645 247)	(110 382 613)	(972 340 032)
Net assets	13 867 111	14 903 559	65 550 127	357 732 897	209 054 740	661 111 434
Net assets attributable to non-controlling interest	**5 546 844**	**5 961 424**	**32 775 064**	**168 134 462**	**36 584 580**	**249 003 474**
Extracts from the statement of cash flows:						
Cash flows from operating activities	(1 294 311)	(13 691 252)	(846 177)	(3 249 373)	(1 756 791)	(20 661 966)
Cash flows from investing activities	(7 912 689)	1 827 187	(264 076)	(383 920)	(14 362 739)	(44 521 762)
Cash flows from financing activities	9 472 905	12 191 068	645 444	4 657 648	16 016 972	66 257 506
Net cash flow	**265 905**	**327 003**	**(464 809)**	**1 024 355**	**(102 558)**	**1 073 778**

13. NON-CONTROLLING INTEREST CONTINUED

2023	Bizana Walk Proprietary Limited R	Kwabhaca Mall Proprietary Limited R	Mandeni Plaza Proprietary Limited R	Phola Mall Proprietary Limited R	Theku Plaza Proprietary Limited R	Total R
Extracts from statement of profit and loss and other comprehensive income:						
Rental income and recoveries	3 337 198	16 122 531	30 403 385	81 017 898	51 717 495	182 598 506
Profit after taxation	20 241 714	8 134 354	7 623 968	64 989 932	43 824 566	144 814 533
Attributable to equity holders of Exemplar	**12 145 028**	**4 880 613**	**3 811 984**	**34 444 664**	**36 155 267**	**91 437 555**
Attributable to non-controlling interest	**8 096 685**	**3 253 742**	**3 811 984**	**30 545 268**	**7 669 299**	**53 376 978**
Dividends paid to non-controlling interest during the year	-	-	(4 561 701)	(15 644 922)	(3 479 797)	(23 686 419)
Extracts from the statement of financial position:						
Non-current assets	116 011 894	336 520 387	181 200 732	626 069 375	279 000 000	1 538 802 389
Current assets	1 611 061	5 573 244	2 704 540	7 960 377	3 532 972	21 382 193
Non-current liabilities	(3 924 287)	(16 142 034)	(7 738 357)	(8 560 157)	(8 846 761)	(45 211 595)
Current liabilities	(93 456 955)	(317 817 244)	(115 258 604)	(302 933 504)	(96 520 359)	(925 986 665)
Net assets	20 241 714	8 134 353	60 908 311	322 536 091	177 165 852	588 986 321
Net assets attributable to non-controlling interest	**8 096 685**	**3 253 741**	**30 454 156**	**151 591 963**	**31 004 024**	**224 400 569**
Extracts from the statement of cash flows:						
Cash flows from operating activities	(5 502 652)	(12 916 548)	15 908 040	46 948 007	34 401 714	78 838 561
Cash flows from investing activities	88 049 633	173 954 050	(8 377 145)	(33 746 074)	(25 411 335)	194 469 130
Cash flows from financing activities	(82 473 472)	(160 516 584)	(6 528 104)	(13 189 823)	(8 143 377)	(270 851 361)
Net cash flow	**73 509**	**520 919**	**1 002 791**	**12 110**	**847 002**	**2 456 331**

14. FINANCIAL LIABILITIES

Held at amortised cost	GROUP		COMPANY	
	2024	2023	2024	2023
	R	R	R	R
ABSA Bank Limited - Facility 1 The loan bears interest at the 3 month JIBAR plus 1.70%, with interest-only quarterly instalments. The facility maturity date was 17 December 2023.	-	435 000 000	-	-
ABSA Bank Limited - Facility D The facility of R 200 million bears interest at prime minus 1.60%, with interest-only monthly instalments. The facility maturity date is 4 November 2024.	100 000 000	56 000 000	100 000 000	56 000 000
ABSA Bank Limited - Facility C The facility of R 609 million bears interest at the 3 month JIBAR plus 1.70%, with interest-only quarterly instalments. The facility maturity date is 4 November 2024. This facility has been refinanced in the current financial year by Facility C1 and Facility H.	-	249 000 000	-	249 000 000
ABSA Bank Limited - Facility C1 The loan bears interest at the 3 month JIBAR plus 1.70%, with interest-only quarterly instalments. The facility maturity date is 4 November 2024.	185 000 000	-	185 000 000	-
ABSA Bank Limited - Facility H The loan bears interest at the 3 month JIBAR plus 1.70%, with interest-only quarterly instalments. The facility maturity date is 4 November 2027.	424 000 000	-	424 000 000	-
ABSA Bank Limited - Facility A1 The loan bears interest at the 3 month JIBAR plus 1.80%, with interest-only quarterly instalments. The facility maturity date is 4 November 2025.	91 000 000	91 000 000	91 000 000	91 000 000
ABSA Bank Limited - Facility B1 The loan bears interest at the 3 month JIBAR plus 1.86%, with interest-only quarterly instalments. The facility maturity date is 4 November 2026.	750 000 000	750 000 000	750 000 000	750 000 000
ABSA Bank Limited - Facility F The loan bears interest at the 3 month JIBAR plus 1.60%, with interest-only quarterly instalments. The facility maturity date is 4 November 2026.	200 000 000	-	200 000 000	-
ABSA Bank Limited - Facility G The loan bears interest at the 3 month JIBAR plus 1.70%, with interest-only quarterly instalments. The facility maturity date is 4 November 2027.	235 000 000	-	235 000 000	-
Nedbank Limited - Facility A2 The loan bears interest at the 3 month JIBAR plus 1.80%, with interest-only quarterly instalments. The facility maturity date is 4 November 2025.	500 000 000	500 000 000	500 000 000	500 000 000
Nedbank Limited - Facility B2 The loan bears interest at the 3 month JIBAR plus 1.86%, with interest-only quarterly instalments. The facility maturity date is 4 November 2026.	100 000 000	100 000 000	100 000 000	100 000 000
Standard Bank South Africa Limited - Facility E The facility of R 200 million bears interest at the 3 month JIBAR plus 1.78%, with interest-only quarterly instalments. The facility maturity date is 4 November 2024.	-	124 000 000		124 000 000
Standard Bank South Africa Limited - Facility A3 The loan bears interest at the 3 month JIBAR plus 1.80%, with interest-only quarterly instalments. The facility maturity date is 4 November 2025.	426 000 000	426 000 000	426 000 000	426 000 000

	GROUP		COMPANY	
	2024	2023	2024	2023
	R	R	R	R
Standard Bank South Africa Limited - Facility B3	**259 000 000**	**259 000 000**	**259 000 000**	**259 000 000**
The loan bears interest at the 3 month JIBAR plus 1.86%, with interest-only quarterly instalments. The facility maturity date is 4 November 2026.				
	3 270 000 000	2 990 000 000	3 270 000 000	2 555 000 000
Prepaid participation fees on facilities	(7 884 355)	(9 123 033)	(7 884 355)	(9 123 033)
	3 262 115 645	2 980 876 967	3 262 115 645	2 545 876 967
Non-current liabilities	2 977 115 645	2 545 876 967	2 977 115 645	2 545 876 967
Current liabilities	285 000 000	435 000 000	285 000 000	-
	3 262 115 645	**2 980 876 967**	**3 262 115 645**	**2 545 876 967**

Security

In terms of a Common Terms Agreement, the above facilities are secured by investment properties held by the Company and by its subsidiaries, with a fair value of R 8 256 124 424 (2023: R 7 213 969 749).

All contracts referencing the Jibar will be actively transitioned to an alternative reference rate once the IBOR reform transition has been finalised.

Available facilities and residual values

The Group ensures that sufficient unutilised borrowing facilities are available for future commitments and operating requirements. Total facilities available to the Group at the reporting date amounted to R 3 570 000 000 (2023: R 3 570 000 000), of which R3 262 115 645 (2023: R 2 980 876 967) had been utilised. The Group's policy is to refinance the residual portion of interest-bearing borrowings as they become due for renewal.

Further details relating to interest-bearing borrowings are disclosed in notes 6 and 38.

15. LEASE LIABILITIES

		GROUP		COMPANY	
Lease payments due		**2024**	**2023**	**2024**	**2023**
	Notes	**R**	**R**	**R**	**R**
- within one year		4 753 541	4 312 348	1 382 146	1 344 246
- in second to fifth year inclusive		22 518 145	20 117 644	6 273 031	5 733 637
- in sixth to tenth year inclusive		39 412 089	32 579 676	9 903 780	9 079 429
- later than ten years		965 450 189	805 330 234	251 647 099	251 366 210
		1 032 133 964	862 339 902	269 206 056	267 523 522
less: future finance charges		(970 816 095)	(812 048 221)	(253 915 512)	(253 367 970)
Present value of lease payments		**61 317 869**	**50 291 681**	**15 290 544**	**14 155 552**
Present value of lease payments due					
- within one year		4 156 798	3 896 871	1 207 583	1 174 618
- in second to fifth year inclusive		14 103 852	12 875 453	3 922 663	3 584 908
- in sixth to tenth year inclusive		13 505 881	11 244 069	3 380 087	3 098 120
- later than ten years		29 551 338	22 275 288	6 780 211	6 297 906
		61 317 869	**50 291 681**	**15 290 544**	**14 155 552**
Reconciliation of lease liability					
Balance at beginning of year		50 291 681	27 838 077	14 155 552	14 681 530
Leases entered into during the year		-	23 408 254	-	-
Adjustment to leases		8 186 220	-	249 545	-
Lease payment		(6 028 189)	(6 156 213)	(1 686 964)	(2 677 126)
CPI adjustment		430 350	22 270	430 350	22 270
Interest		8 437 807	5 179 294	2 142 061	2 128 878
Balance at end of year	3	**61 317 869**	**50 291 681**	**15 290 544**	**14 155 552**
Non-current liabilities		57 161 071	46 394 810	14 082 961	12 980 934
Current liabilities		4 156 798	3 896 871	1 207 583	1 174 618
		61 317 869	**50 291 681**	**15 290 544**	**14 155 552**

Acornhoek Megacity was developed on land subject to a 30 year notarial lease commencing 1 September 2017, with a 20 year option to renew on the same terms and conditions as provided in the current lease. The rental is escalated by 10% per annum and the lease liability has been discounted at a rate of 14.25% per annum.

Diepkloof Square was developed on land subject to a 30 year notarial lease commencing 1 December 2006, with an option to renew for a further 3 equal periods, each of which is 9 years and 11 months. A market related rental will be negotiated between the parties at the time of renewal. The rental is escalated by 4% per annum and the lease liability has been discounted at a rate of 14.50% per annum.

Exemplar head office is subject to a 5 year lease arrangement commencing 1 June 2018. The lease is escalated annually at a rate linked to the average Consumer Price Index and the lease liability has been discounted at a rate of 15.00% per annum. From 1 June 2023 the lease reverted to a month to month lease.

Maake Plaza was developed on land subject to a 22 year notarial lease commencing 1 September 2006. The rental is escalated by 10% per annum and the lease liability has been discounted at a rate of 15.00% per annum.

Mandeni Mall was developed on land subject to a 40 year notarial lease commencing 1 April 2012. The rental is the greater of 2.7% of gross rental income or a base rent amount escalated by 10% per annum. The lease liability has been discounted at a rate of 14.50% per annum.

Phola Mall was developed on land subject to a 50 year notarial lease commencing 1 March 2015. The rental is escalated by 10% per annum and the lease liability has been discounted at a rate of 13.75% per annum.

Bizana Walk was developed on land subject to two 40 year notarial leases commencing 1 December 2022 and 1 January 2023 respectively. The rental is escalated by 6% and 8%. The lease liability has been discounted at a rate of 14.5% per annum.

KwaBhaca Mall was developed on land subject to 5 notarial leases commencing between 1 November 2022 and January 2023. These leases range between 40 to 60 year terms. The rental is escalated by the higher of 6% or CPI. The lease liability has been discounted at a rate of 14.25% per annum.

In all cases, it has been assumed that options to renew are exercised for purposes of the lease liability calculations.

16. DEFERRED TAX

	GROUP		COMPANY	
	2024	2023	2024	2023
	R	R	R	R
Property, plant and equipment	99 138 163	53 482 230	99 138 163	53 491 430
Expected credit loss allowance	(8 159 690)	(5 918 220)	(4 494 936)	(2 936 292)
Prepaid expenses	916 099	797 872	255 239	252 721
Allowance for future expenditure on contracts	36 411	842	-	-
Income received in advance	(7 078 937)	(6 174 640)	(3 439 723)	(2 991 299)
Bonus and leave accruals	(296 650)	(236 030)	(259 735)	(228 417)
Other accruals	(260 812)	(234 393)	(260 812)	(234 393)
Fair value adjustments on derivatives	(4 059 272)	11 645 425	69 891	7 516 262
Capital allowances on investment property	181 272 778	163 899 715	67 557 261	67 610 253
Tax losses	(55 677 689)	(51 399 081)	-	-
Total deferred tax liability	**205 830 401**	**165 863 720**	**158 565 348**	**122 480 265**

Reconciliation of deferred tax liability				
At beginning of year	165 863 720	114 377 508	122 480 265	84 184 315
Property, plant and equipment	45 655 933	35 073 913	45 646 733	34 960 722
Expected credit loss allowance	(2 241 470)	483 314	(1 558 644)	287 114
Prepaid expenses	118 227	26 210	2 518	(128 436)
Allowance for future expenditure on contracts	35 569	(561 129)	-	(433 289)
Income received in advance	(904 297)	834 456	(448 424)	1 007 914
Bonus and leave accruals	(60 620)	49 640	(31 318)	(7 239)
Other accruals	(26 419)	34 294	(26 419)	34 292
Fair value adjustments on derivatives	(15 704 697)	3 302 704	(7 446 371)	2 405 569
Capital allowances on investment property	17 373 063	17 095 779	(52 992)	169 303
Tax losses	(4 278 608)	(4 852 969)	-	-
	205 830 401	**165 863 720**	**158 565 348**	**122 480 265**

17. TRADE AND OTHER PAYABLES

	GROUP		COMPANY	
	2024	2023	2024	2023
	R	R	R	R
Trade payables	28 197 090	47 373 913	18 509 212	18 224 123
Deposits received	39 207 604	37 876 373	19 618 380	18 684 232
Accrued leave pay and bonus	1 245 540	1 042 897	961 980	845 990
Accruals	2 875 643	6 204 289	1 165 297	3 766 676
Rates and utilities accruals	108 849 824	101 066 049	26 251 202	25 430 446
Other payables	7 013 662	1 227 251	4 826 932	661 134
Amounts received in advance	26 218 287	22 869 037	12 739 715	11 078 884
Value-added Tax	9 406 570	9 293 041	3 740 852	3 877 386
	223 014 220	**226 952 850**	**87 813 570**	**82 568 871**

Amounts received in advance relate to rental payments received in advance, these amounts will be realised in following month.

All amounts are short term. The net carrying amount of trade and other payables is considered a reasonable approximation of fair value.

18. LOANS FROM SUBSIDIARIES

	GROUP		COMPANY	
	2024	2023	2024	2023
	R	R	R	R
Exemplar Utilities (Pty) Ltd	-	-	185 964 089	186 036 203
The loan is unsecured, is interest-free (2023: 7.15%) and has no fixed terms of repayment.				
Maake Plaza (Pty) Ltd	-	-	29 253 670	30 155 315
The loan is unsecured, is interest-free (2023: 0.00%) and has no fixed terms of repayment.				
	-	**-**	**215 217 759**	**216 191 518**

19. RENTAL INCOME AND RECOVERIES

Rental and recoveries are billed on a monthly basis and payment is due by the first of the month.

Rental income and turnover rental income are accounted for in terms of IFRS 16. Operating cost recoveries are based on consumption and actual expenses incurred and are accounted for in accordance with IFRS 15.

	GROUP		COMPANY	
	2024	2023	2024	2023
	R	R	R	R
Rental income	784 809 501	687 194 096	370 294 228	331 926 475
COVID-19 credits	-	(3 683)	-	(3 683)
Riot credits	-	(11 614 056)	-	(15 171 125)
Turnover rental income	7 155 815	3 697 749	2 737 336	1 363 842
Recovery income	418 080 771	327 150 232	188 241 750	146 067 816
Operating lease equalisation	9 646 055	41 070 550	5 961 714	23 846 812
	1 219 692 142	**1 047 494 888**	**567 235 028**	**488 030 137**

20. PROPERTY OPERATING COSTS

		GROUP		COMPANY	
		2024	2023	2024	2023
	Notes	R	R	R	R
Accounting fees		86 553	103 918	24 343	6 356
Audit fees		1 362 811	1 333 153	602 034	712 353
Bad debts		16 810 609	2 328 366	10 534 325	505 607
Bank charges		177 478	157 236	98 824	84 327
Cleaning expenses		29 252 367	24 344 036	13 466 886	10 869 405
COVID-19 expenses		-	4 394	-	991
Depreciation		886 903	668 802	577 366	399 121
Employee costs		9 993 093	8 935 429	4 411 111	4 170 229
General expenses		773 957	743 193	389 348	365 414
Insurance		8 556 837	6 570 427	3 584 126	2 924 830
Legal expenses		1 029 018	625 922	467 764	401 270
Marketing		7 174 443	5 972 897	3 080 334	2 187 019
Rates and utilities		293 873 707	240 791 818	106 571 750	122 198 683
Repairs and maintenance		20 931 893	22 216 539	9 969 413	12 714 136
Security expenses		36 602 899	32 067 325	17 022 748	15 109 433
Stationery		235 572	282 040	118 526	136 257
Telephone and fax		817 325	658 470	390 811	284 558
Tenant installations amortisation	3	6 434 009	6 763 773	2 358 399	2 564 003
Travel - Local		545 006	390 115	222 872	219 841
		435 544 480	**354 957 853**	**173 890 980**	**175 853 833**

21. OTHER INCOME

	GROUP		COMPANY	
	2024	2023	2024	2023
	R	R	R	R
Administration and management fees received	25 411 509	31 719 845	26 715 345	31 751 390
Insurance claim on rental loss	-	22 355 312	-	22 355 312
Sundry income	2 167 339	1 313 598	11 955 426	40 852 871
	27 578 848	**55 388 755**	**38 670 771**	**94 959 573**

Administration and management fees relate to fees not eliminated on consolidation and those fees earned from properties outside of the Group, as well as solar development fees and leasing commissions not eliminated on consolidation.

22. PROFIT BEFORE TAXATION

Profit before tax for the period is stated after charging the following, amongst others:

		GROUP		COMPANY	
		2024	2023	2024	2023
	Notes	R	R	R	R
Employee costs		**59 201 922**	**48 756 266**	**45 904 152**	**35 764 612**
IFRS 2 charge on equity settled share scheme	12	9 043 050	3 866 247	9 043 050	3 866 247
Salaries, wages, bonuses and other benefits		50 158 872	44 890 019	36 861 102	31 898 365
Depreciation					
Depreciation of property, plant and equipment	5	1 726 939	1 235 735	5 770 030	4 511 753

23. INVESTMENT INCOME

	GROUP		COMPANY	
	2024	2023	2024	2023
Dividend income	R	R	R	R
Group companies:				
Subsidiaries - Local	-	-	245 130 471	204 613 111
Interest income				
Investments in financial assets:				
Bank and other cash	6 617 788	11 639 164	5 089 975	10 818 351
Employee share scheme	2 736 837	2 660 413	2 736 837	2 660 413
Loans receivable	1 173 432	-	1 173 432	-
Other financial assets	5 373 640	20 366 480	3 139 168	1 579 708
	15 901 697	34 666 057	12 139 412	15 058 472
Loans to Group companies:				
Subsidiaries	-	-	91 778 415	74 303 151
Total interest income	**15 901 697**	**34 666 057**	**103 917 827**	**89 361 623**
Total investment income	**15 901 697**	**34 666 057**	**349 048 298**	**293 974 734**
Reconciliation of dividend income received				
Dividends received in current year	-	-	245 130 471	204 613 111
Dividend receivable prior year	-	-	20 929 442	19 084 925
Dividend receivable current year	-	-	(15 871 102)	(20 929 442)
Cash dividend income received	**-**	**-**	**250 188 811**	**202 768 594**

24. INSURANCE CLAIM ON MATERIAL LOSS

	GROUP		COMPANY	
	2024	2023	2024	2023
	R	R	R	R
Insurance claim received on material loss	-	69 165 709	-	69 165 709

This amount relates to the cost to rebuild the centres damaged during the July 2021 riots.

25. REVERSAL OF IMPAIRMENT LOSS / (IMPAIRMENT LOSS)

2024	Notes	Maake Plaza (Pty) Ltd	Mall of Thembisa (Pty) Ltd	Totals
Net asset value	4	54 197 149	164 728 039	218 925 188
Net asset value limited to original investment in subsidiary for impairment purposes		-	(23 920 212)	(23 920 212)
Investment in subsidiary - opening balance		(59 809 934)	(123 395 118)	(183 205 052)
(Impairment loss) / Reversal of impairment loss		**(5 612 785)**	**17 412 709**	**11 799 924**

2023	Notes	Maake Plaza (Pty) Ltd	Mall of Thembisa (Pty) Ltd	Totals
Net asset value	4	59 809 934	123 395 118	183 205 052
Investment in subsidiary - opening balance		(69 756 525)	(140 807 827)	(210 564 352)
(Impairment loss) / Reversal of impairment loss		**(9 946 591)**	**(17 412 709)**	**(27 359 300)**

With respect to Maake Plaza (Pty) Ltd, the fair value of the investment decreases annually as the land lease expires in 2028, resulting in the above impairment loss for the current and prior financial year.

The impairment of the investment in the Mall of Thembisa Pty (Ltd) has been reversed, as the recoverable amount exceeds the investment in the subsidiary.

Net asset value is considered to be the recoverable amount as the underlying assets in the subsidiaries are carried at fair value.

26. FINANCE COSTS

		GROUP		COMPANY	
		2024	2023	2024	2023
	Notes	R	R	R	R
Interest bearing borrowings		272 975 059	188 838 581	253 788 174	161 228 190
Amortisation of participation fees on facilities		5 438 221	2 742 834	5 438 221	2 742 834
Imputed interest on lease liabilities	15	8 437 807	5 179 294	2 142 061	2 128 878
Other interest paid		180 854	3 653 552	19 763	13 629 397
Total finance costs		**287 031 941**	**200 414 261**	**261 388 219**	**179 729 299**
Reconciliation of finance costs from operating activities					
Total finance costs		287 031 941	200 414 261	261 388 219	179 729 299
Imputed interest on lease liabilities		(8 437 807)	-	(2 142 061)	-
Movement in prepaid participation fees on facilities		(1 238 678)	(2 742 834)	(1 238 678)	(2 742 834)
Capitalised borrowing costs		-	16 603 478	-	-
Finance costs from operating activities		**277 355 456**	**214 274 905**	**258 007 480**	**176 986 465**

27. TAXATION

Major components of the income tax expense

	GROUP		COMPANY	
	2024	2023	2024	2023
Deferred	R	R	R	R
Property, plant and equipment	45 655 933	35 073 913	45 646 731	34 960 722
Expected credit loss allowance	(2 230 955)	483 314	(1 558 643)	287 114
Prepaid expenses	129 390	26 210	2 519	(128 436)
Allowance for future expenditure on contracts	35 569	(561 129)	-	(433 289)
Income received in advance	(943 865)	834 456	(448 424)	1 007 914
Bonus and leave accruals	(60 620)	49 640	(31 317)	(7 239)
Other accruals	(26 419)	34 294	(26 419)	34 292
Fair value movements on derivatives	(15 704 697)	3 302 704	(7 446 371)	2 405 569
Capital allowances	20 132 214	17 095 779	(52 994)	169 303
Tax loss	(7 019 869)	(4 852 969)	-	-
Originating and reversing temporary differences	**39 966 681**	**51 486 212**	**36 085 082**	**38 295 950**

Reconciliation of the tax expense

	GROUP 2024	GROUP 2023	COMPANY 2024	COMPANY 2023
Reconciliation between applicable tax rate and average effective tax rate				
Applicable tax rate	27.00%	28.00%	27.00%	28.00%
Tax effect of adjustments on taxable income				
Permanent difference on tax deductible REIT dividend (s25BB qualifying deduction)	(16.06)%	(16.69)%	(18.07)%	(17.94)%
Permanent difference on fair value adjustments	(9.38)%	(12.12)%	(6.93)%	(7.63)%
Permanent difference on operating lease equalisation adjustments	(0.25)%	(1.06)%	(0.28)%	(0.92)%
Permanent difference on impairment loss / (reversal)	(0.31)%	0.00%	(0.55)%	1.06%
Permanent difference on S12B allowance	(0.24)%	-	(0.43)%	-
Permanent difference on lease liabilities	-	0.09%	-	-
Permanent difference on insurance claim proceeds - material loss	-	(1.79)%	-	(2.68)%
Deferred tax asset not recognised	-	(0.21)%	-	-
Substantively enacted tax rate change	-	(0.28)%	-	(0.42)%
Originating temporary differences	2.79%	-	5.46%	-
Originating and reversing temporary differences on tax loss	0.06%	-	-	-
(Over) / under provision of deferred tax for prior periods	-	8.83%	-	5.85%
	3.61%	**4.77%**	**6.21%**	**5.31%**

28. CASH GENERATED FROM OPERATIONS

		GROUP		COMPANY	
		2024	2023	2024	2023
	Notes	R	R	R	R
Profit before taxation		793 992 700	1 080 204 902	595 403 160	722 207 917
Adjustments for:					
Depreciation and amortisation	3 & 22	8 160 948	11 582 346	8 128 429	7 053 487
Share-based payment charge	12	9 043 050	3 866 247	9 043 050	3 866 247
Dividend income	23	-	-	(245 130 471)	(204 613 111)
Interest income	23	(15 901 697)	(34 666 057)	(103 917 827)	(89 361 623)
Finance costs	26	287 031 941	200 414 261	261 388 219	179 729 299
Insurance claim on material loss	24	-	(69 165 709)	-	(69 165 709)
Impairment loss / (reversal of impairment loss)	25	-	-	(11 799 924)	27 359 300
Fair value adjustments on investment property	3	(360 758 759)	(467 611 026)	(149 130 438)	(197 042 298)
Movement in lease liabilities	15	-	22 270	-	22 270
Movement in lease equalisation	3	(9 646 055)	(41 070 550)	(5 961 714)	(23 846 812)
Fair value adjustments on derivative financial instruments	6	42 872 347	(12 232 239)	27 579 150	(8 909 515)
Changes in working capital:					
Trade and other receivables	9	(4 418 197)	(13 490 411)	(7 529 792)	(1 812 873)
Trade and other payables	17	(3 938 630)	31 101 258	5 244 699	(1 352 771)
		746 437 648	**688 955 292**	**383 316 541**	**344 133 808**

29. RECONCILLIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

		GROUP		COMPANY	
		2024	2023	2024	2023
	Notes	R	R	R	R
Balance at beginning of year		2 980 876 967	2 666 134 133	2 545 876 967	2 231 134 133
Movement in prepaid participation fees on facilities		1 238 678	2 742 834	1 238 678	2 742 834
Proceeds from financial liabilities		1 263 000 000	312 000 000	1 263 000 000	312 000 000
Repayment of financial liabilities		(983 000 000)	-	(548 000 000)	-
Balance at end of year	14	**3 262 115 645**	**2 980 876 967**	**3 262 115 645**	**2 545 876 967**

30. RECONCILLIATION OF LOANS TO SUBSIDIARIES FROM INVESTING ACTIVITIES

		GROUP		COMPANY	
		2024	2023	2024	2023
	Notes	R	R	R	R
Balance at beginning of year		-	-	1 788 080 572	1 534 940 090
Increase in loans to subsidiaries		**-**	**-**	**505 267 005**	**253 140 482**
Repayment of subsidiary loans		-	-	(7 429 559)	(456 789 750)
Advances of subsidiary loans		-	-	498 716 256	689 930 231
Amount reclassified from investment in subsidiary to loan to subsidiary		-	-	6 880 408	-
Loans to subsidiaries acquired		-	-	7 099 900	20 000 000
Balance at end of year	7	**-**	**-**	**2 293 347 577**	**1 788 080 572**

31. RECONCILLIATION OF LOANS RECEIVABLE ARISING FROM INVESTING ACTIVITIES

		GROUP		COMPANY	
		2024	2023	2024	2023
	Notes	R	R	R	R
Balance at beginning of year		35 191 989	47 583 921	32 480 916	44 082 248
Increase in loans receivable		**22 069 107**	**(12 391 932)**	**22 642 519**	**(11 601 332)**
Repayment of loans receivable		(2 798 073)	(12 391 932)	(2 224 661)	(11 601 332)
Advances of loans receivable		24 867 180	-	24 867 180	-
Balance at end of year	8	**57 261 096**	**35 191 989**	**55 123 435**	**32 480 916**

32. RECONCILIATION OF LOANS FROM SUBSIDIARIES ARISING FROM FINANCING ACTIVITIES

		GROUP		COMPANY	
		2024	2023	2024	2023
	Notes	R	R	R	R
Balance at beginning of year		-	-	(216 191 518)	(190 687 465)
Increase in loans from subsidiaries		**-**	**-**	**973 759**	**(25 504 053)**
Repayment of subsidiary loans		-	-	(2 647 174)	25 092 334
Advances of subsidiary loans		-	-	3 620 933	(50 596 387)
Balance at end of year	18	**-**	**-**	**(215 217 759)**	**(216 191 518)**

33. DIVIDENDS PAID

	GROUP		COMPANY	
	2024	2023	2024	2023
	R	R	R	R
Shareholders of Exemplar	(454 172 550)	(468 425 329)	(454 172 550)	(468 425 329)
Dividends payable - prior year	(12 599 147)	(11 219 326)	-	-
Dividends payable - current year	8 960 554	12 599 147	-	-
Non-controlling interest	(20 732 374)	(23 686 419)	-	-
	(478 543 517)	**(490 731 927)**	**(454 172 550)**	**(468 425 329)**
Dividends paid per share (cents)				
Shareholders of Exemplar	136,67929	140,96854	136,67929	140,96854
Dividends payable - prior year	3,79160	3,37636	-	-
Dividends payable - current year	(2,69660)	(3,79160)	-	-
Non-controlling interest	6,23923	7,12822	-	-
	144,01352	**147,68152**	**136,67929**	**140,96854**

Dividends are paid from operating profits.

34. EARNINGS AND HEADLINE EARNINGS

Reconciliation of basic earnings to headline earnings	Notes	Gross amount	Tax	Non-controlling interest	Net amount
			2024		
Profit before tax for the year		793 992 700	(39 966 681)	(45 334 879)	708 691 140
Fair value adjustment to investment properties	3	(360 758 759)	-	29 233 969	(331 524 790)
Headline earnings		**433 233 941**	**(39 966 681)**	**(16 100 910)**	**377 166 350**
Notes			27		
Number of shares in issue					332 290 686
Weighted average number of shares in issue					332 290 686
Diluted weighted average number of shares in issue					342 090 686
Basic earnings per share (cents)					213,27445
Headline earnings per share (cents)					113,50494
Diluted earnings per share (cents)					207,16470
Diluted headline earnings per share (cents)					110,25332

Reconciliation of basic earnings to headline earnings	Notes	Gross amount	Tax	Non-controlling interest	Net amount
			2023		
Profit before tax for the year		1 080 204 902	(51 486 212)	(53 376 978)	975 341 712
Fair value adjustment to investment properties	3	(467 611 026)	-	31 712 680	(435 898 346)
Insurance claim on material loss	24	(69 165 709)	-	-	(69 165 709)
Headline earnings		**543 428 167**	**(51 486 212)**	**(21 664 298)**	**470 277 657**
Notes			27		
Number of shares in issue					332 290 686
Weighted average number of shares in issue					332 290 686
Diluted weighted average number of shares in issue					338 115 686
Basic earnings per share (cents)					293,52063
Headline earnings per share (cents)					141,52598
Diluted earnings per share (cents)					288,46391
Diluted headline earnings per share (cents)					139,08780

35. DIRECTORS' EMOLUMENTS

	2024			2023
	R	R	R	R
Executive **Executive directors remuneration**	**Salary[1]**	**Distribution equivalents[2]**	**2024 Total remuneration**	**2023 Total remuneration**
Church, DA	4 375 089		4 375 089	3 969 396
McCormick, J (Jason)	2 187 545	1 366 793	3 554 338	3 394 383
McCormick, J (John)	2 187 545		2 187 545	1 984 698
	8 750 179	**1 366 793**	**10 116 972**	**9 348 477**

[1] Includes pension fund, life cover, travel and cell phone allowance where applicable
[2] Amounts earned in respect of the distribution paid under the two share schemes

Directors interest in share loan scheme	2024 Total	2023 Total
Number of shares issued under share loan scheme		
McCormick, J (Jason) (Indirect beneficial)	1 000 000	1 000 000
Loan amount owing under share loan scheme (Rands)		
McCormick, J (Jason)	8 788 490	9 363 863
Interest paid under share loan scheme (Rands)		
McCormick, J (Jason)	791 420	633 469

Directors interest in share scheme	**2024 Total**	**2023 Total**
Number of shares granted under share scheme		
Church, DA (indirect beneficial)	2 000 000	2 000 000
McCormick, J (Jason) (Indirect beneficial)	2 000 000	-
Related IFRS 2 charge (Rands)		
Church, DA	2 162 315	2 162 315
McCormick, J (Jason)	2 048 858	-

	2024		**2023**	
	R	**R**	**R**	**R**
Non-executive	**Directors' fees**	**Total**	**Directors' fees**	**Total**
Azzopardi, GVC	470 693	470 693	439 900	439 900
Berkeley, FM	607 931	607 931	568 160	568 160
Katzenellenbogen, PJ	528 537	528 537	493 960	493 960
Mandindi, N	419 654	419 654	392 200	392 200
Maponya, EP	470 693	470 693	439 900	439 900
	2 497 508	**2 497 508**	**2 334 120**	**2 334 120**

36. RELATED PARTIES

Relationships

Subsidiaries — Refer to note 4

Exemplar Leasing (Pty) Ltd holds a mandate from Exemplar REITail Limited to perform all leasing related activities for the Group's property portfolio as well as other properties that are managed, but not owned by Exemplar.

Exemplar Utilities (Pty) Ltd holds a mandate from Exemplar REITail Limited to perform all utility monitoring and billing related activities for the Group's property portfolio as well as other properties that are managed, but not owned by Exemplar.

Shareholder with significant influence — Jason McCormick
The John McCormick Family Trust
McCormick Property Development (Pty) Ltd

Related party balances		**GROUP**		**COMPANY**	
		2024	**2023**	**2024**	**2023**
	Notes	**R**	**R**	**R**	**R**
Loan accounts - Owing (to) by related parties					
Alex Mall (Pty) Ltd	7	-	-	290 140 385	288 299 090
Bizana Walk (Pty) Ltd	7			96 912 866	85 733 156
Exemplar Leasing (Pty) Ltd	7	-	-	-	1 600 000
Exemplar Management (Pty) Ltd	7	-	-	10 000	-
Exemplar Utilities (Pty) Ltd	18	-	-	(185 964 089)	(186 036 203)
Farisani Business Enterprise (Pty) Ltd	7	-	-	6 957 885	-
Jason McCormick - Share Scheme	35	8 788 490	9 363 863	8 788 490	9 363 863
Jean Junction (Pty) Ltd	7	-	-	7 099 900	-
Katale Square (Pty) Ltd	7	-	-	93 295 754	96 711 285
KwaBhaca Mall (Pty) Ltd	7	-	-	309 450 189	295 561 570
Maake Plaza (Pty) Ltd	18	-	-	(29 253 670)	(30 155 315)
Mabopane Square (Pty) Ltd	7	-	-	120 283 891	120 589 874
Mall of Thembisa (Pty) Ltd	7	-	-	671 656 398	237 921 650
Mandeni Plaza (Pty) Ltd	7	-	-	107 320 455	106 204 246
Mbhashe LG Mall (Pty) Ltd	7	-	-	14 145 191	-
Modimall (Pty) Ltd	7	-	-	187 383 116	189 491 161
Phola Mall (Pty) Ltd	7	-	-	279 692 266	274 721 654
Theku Plaza (Pty) Ltd	7	-	-	96 326 602	80 309 630
Tsakane Mall (Pty) Ltd	7	-	-	12 459 672	10 937 255
Vuwani (Pty) Ltd	7	-	-	213 007	-

		GROUP		COMPANY	
		2024	2023	2024	2023
	Notes	R	R	R	R
Related party transactions					
Interest received from / (paid to) related parties		**-**	**-**	**12 585 442**	**4 404 578**
Bizana Walk (Pty) Ltd		-	-	-	(12 848 245)
Exemplar Utilities (Pty) Ltd		791 419	633 469	791 419	633 469
Jason McCormick - Share Scheme	35	-	-	-	6 841 869
Katale Square (Pty) Ltd		-	-	35 147 558	19 460 021
KwaBhaca Mall (Pty) Ltd		-	-	-	8 420 738
Mabopane Square (Pty) Ltd		-	-	9 934 868	7 509 998
Mandeni Plaza (Pty) Ltd		-	-	25 997 631	19 581 948
Phola Mall (Pty) Ltd		-	-	8 113 028	5 704 999
Theku Plaza (Pty) Ltd		-	-	8 113 028	5 704 999
Commission received from / related parties					
Exemplar Leasing (Pty) Ltd		-	-	1 462 874	6 960 899
Management fees received from related parties					
Alex Mall (Pty) Ltd		-	-	3 289 593	2 460 939
Bizana Walk (Pty) Ltd		-	-	305 308	45 415
Katale Square (Pty) Ltd		-	-	514 766	475 272
KwaBhaca Mall (Pty) Ltd		-	-	761 708	291 577
Maake Plaza (Pty) Ltd		-	-	93 056	291 205
Mabopane Square (Pty) Ltd		-	-	1 115 490	780 371
Mall of Thembisa (Pty) Ltd		-	-	4 136 099	3 670 616
Mandeni Plaza (Pty) Ltd		-	-	387 062	723 773
Modimall (Pty) Ltd		-	-	1 198 479	1 110 973
Phola Mall (Pty) Ltd		-	-	1 133 103	2 004 983
Theku Plaza (Pty) Ltd		-	-	892 720	981 253
Tsakane Mall (Pty) Ltd		-	-	1 486 340	1 417 135
Purchase of solar assets from related parties					
Exemplar Utilities (Pty) Ltd		-	-		23 833 156
Purchase of 50% undivided share in Mamelodi Square from a related party					
McCormick Property Development (Pty) Ltd	39	-	116 500 000	-	116 500 000
Purchase of 100% share in Jean Junction from a related party					
The John McCormick Family Trust	39	7 100 000	-	7 100 000	-
Rooftop rent paid to related parties					
Alex Mall (Pty) Ltd		-	-	(178 407)	(169 911)
Katale Square (Pty) Ltd		-	-	(75 411)	(71 820)
Mabopane Square (Pty) Ltd		-	-	(94 641)	(90 134)
Mall Of Thembisa (Pty) Ltd		-	-	(375 071)	(357 210)
Phola Mall (Pty) Ltd		-	-	(188 250)	(179 285)
Modimall (Pty) Ltd		-	-	(223 522)	(109 035)
Theku Plaza		-	-	(141 684)	(124 185)
Tsakane Mall (Pty) Ltd		-	-	(86 934)	(82 467)

	GROUP		COMPANY	
	2024	2023	2024	2023
	R	R	R	R
Electricity income received from related parties				
Alex Mall (Pty) Ltd	-	-	3 131 610	2 657 184
Katale Square (Pty) Ltd	-	-	1 304 070	1 092 426
Mabopane Square (Pty) Ltd	-	-	1 324 530	1 188 505
Mall Of Thembisa (Pty) Ltd	-	-	7 771 092	6 874 715
Mamelodi Square (Pty Ltd)	-	-	2 548 988	-
Modimall (Pty) Ltd	-	-	6 871 727	2 753 572
Phola Mall (Pty) Ltd	-	-	3 484 999	2 765 453
Theku Plaza (Pty) Ltd	-	-	2 234 285	1 567 087
Tsakane Mall (Pty) Ltd	-	-	2 718 162	1 027 953
Dividends received from related parties				
Alex Mall (Pty) Ltd	-	-	59 651 294	62 752 896
Katale Square (Pty) Ltd	-	-	12 774 469	2 824 987
Maake Plaza (Pty) Ltd	-	-	9 066 645	7 631 521
Mabopane Square (Pty) Ltd	-	-	14 604 017	5 314 888
Mall of Thembisa (Pty) Ltd	-	-	47 984 748	38 015 106
Mandeni Plaza (Pty) Ltd	-	-	3 246 122	4 561 701
Modimall (Pty) Ltd	-	-	25 801 955	13 805 570
Phola Mall (Pty) Ltd	-	-	15 356 062	17 642 146
Theku Plaza (Pty) Ltd	-	-	18 237 741	16 404 756
Tsakane Mall (Pty) Ltd	-	-	38 407 417	35 659 541
Rent and operating costs paid to related parties				
The John McCormick Family Trust	(1 563 422)	(1 451 842)	(1 563 422)	(1 451 842)

37. LEASE PAYMENTS RECEIVABLE

Lease payments comprise contractual rental income from investment properties and fixed operating recoveries due in terms of signed lease agreements.

	GROUP		COMPANY	
	2024	2023	2024	2023
	R	R	R	R
Receivable within year one	803 497 481	740 512 046	354 571 599	333 733 285
Receivable within year two	666 276 041	606 165 228	272 161 981	269 715 535
Receivable within year three	491 497 758	457 520 933	190 262 885	180 397 676
Receivable within year four	343 339 148	311 063 865	133 452 528	113 157 626
Receivable within year five	198 916 999	215 655 351	78 641 176	79 707 465
Receivable beyond five years	477 610 086	548 682 761	306 041 706	339 461 371
	2 981 137 513	**2 879 600 184**	**1 335 131 875**	**1 316 172 958**

The Group lets a number of retail properties under operating leases. Leases typically run for an average period of three to ten years, with an escalation rate ranging between 5 and 8 %.

38. RISK MANAGEMENT

Categories of financial instruments

		GROUP			
Categories of financial assets		**Fair value through profit or loss**	**Amortised cost**	**Non-financial assets**	**Total**
2024	**Notes**	**R**	**R**	**R**	**R**
Derivative financial instruments	6	258 857	-	-	258 857
Loans receivable	8	-	57 261 096	-	57 261 096
Trade and other receivables	9	-	46 298 931	28 735 255	75 034 186
Cash and cash equivalents	10	-	42 843 244	-	42 843 244
		258 857	**146 403 271**	**28 735 255**	**175 397 383**

		Fair value through profit or loss	**Amortised cost**	**Non-financial assets**	**Total**
2023		**R**	**R**	**R**	**R**
Derivative financial instruments	6	43 131 204	-	-	43 131 204
Loans receivable	8	-	35 191 989	-	35 191 989
Trade and other receivables	9	-	42 856 924	27 758 663	70 615 587
Cash and cash equivalents	10	-	59 218 534	-	59 218 534
		43 131 204	**137 267 447**	**27 758 663**	**208 157 314**

Categories of financial liabilities		**Fair value through profit or loss**	**Amortised cost**	**Non-financial assets**	**Total**
2024		**R**	**R**	**R**	**R**
Financial liabilities	14	-	3 270 000 000	(7 884 355)	3 262 115 645
Trade and other payables	17	-	146 936 219	76 078 001	223 014 220
Lease liabilities	15	-	61 317 869	-	61 317 869
Dividends payable	33	-	8 960 554	-	8 960 554
		-	**3 487 214 642**	**68 193 646**	**3 555 408 288**

2023	Notes	Fair value through profit or loss R	Amortised cost R	Non-financial assets R	Total R
Financial liabilities	14	-	2 990 000 000	(9 123 033)	2 980 876 967
Trade and other payables	17	-	155 871 502	71 081 348	226 952 850
Lease liabilities	15	-	50 291 681	-	50 291 681
Dividends payable	33	-	12 599 147	-	12 599 147
Vendor finance payable	42	-	116 500 000	-	116 500 000
		-	**3 325 262 330**	**61 958 315**	**3 387 220 645**

Categories of financial instruments

		COMPANY			
Categories of financial assets		Fair value through profit or loss	Amortised cost	Non-financial assets	Total
2024		R	R	R	R
Derivative financial instruments	6	258 857	-	-	258 857
Loans to subsidiaries	7	-	2 293 347 577	-	2 293 347 577
Loans receivable	8	-	55 123 435	-	55 123 435
Trade and other receivables	9	-	23 555 193	13 177 322	36 732 515
Cash and cash equivalents	10	-	27 240 732	-	27 240 732
Dividend receivable		-	15 871 102	-	15 871 102
		258 857	**2 415 138 039**	**13 177 322**	**2 428 574 218**

2023		Fair value through profit or loss R	Amortised cost R	Non-financial assets R	Total R
Derivative financial instruments	6	27 838 007	-	-	27 838 007
Loans to subsidiaries	7	-	1 788 080 572	-	1 788 080 572
Loans receivable	8	-	32 480 916	-	32 480 916
Trade and other receivables	9	-	19 142 884	10 059 839	29 202 723
Cash and cash equivalents	10	-	46 787 331	-	46 787 331
Dividend receivable		-	20 929 442	-	20 929 442
		27 838 007	**1 907 421 145**	**10 059 839**	**1 945 318 991**

Categories of financial liabilities		Fair value through profit or loss	Amortised cost	Non-financial assets	Total
2024		R	R	R	R
Financial liabilities	14	-	3 270 000 000	(7 884 355)	3 262 115 645
Lease liabilities	15	-	15 290 544	-	15 290 544
Trade and other payables	17	-	50 752 643	37 060 927	87 813 570
Loans from subsidiaries	18	-	215 217 759	-	215 217 759
		-	**3 551 260 946**	**29 176 572**	**3 580 437 518**

2023	Notes	Fair value through profit or loss R	Amortised cost R	Non-financial liabilities R	Total R
Financial liabilities	14	-	2 555 000 000	(9 123 033)	2 545 876 967
Lease liabilities	15	-	14 155 552	-	14 155 552
Trade and other payables	17	-	48 082 379	34 486 492	82 568 871
Loans from subsidiaries	18	-	216 191 518	-	216 191 518
Vendor finance	42	-	116 500 000	-	116 500 000
		-	**2 949 929 449**	**25 363 459**	**2 975 292 908**

Pre-tax gains and losses on financial instruments

GROUP

Gains and losses on financial assets 2024		Fair value through profit or loss R	Amortised cost R	Total R
Interest income	23	-	15 901 697	15 901 697
Loss on fair value of derivative financial instruments		(42 872 347)	-	(42 872 347)
		(42 872 347)	**15 901 697**	**(26 970 650)**

2023		Fair value through profit or loss R	Amortised cost R	Total R
Interest income	23	-	34 666 057	34 666 057
Gain on fair value of derivative financial instruments		12 232 239	-	12 232 239
		12 232 239	**34 666 057**	**46 898 296**

Gains and losses on financial liabilities 2024		Fair value through profit or loss R	Amortised cost R	Total R
Finance costs	26	-	(287 031 941)	(287 031 941)
		-	**(287 031 941)**	**(287 031 941)**

2023		Fair value through profit or loss R	Amortised cost R	Total R
Finance costs	26	-	(200 414 261)	(200 414 261)
		-	**(200 414 261)**	**(200 414 261)**

COMPANY

Gains and losses on financial assets 2024		Fair value through profit or loss R	Amortised cost R	Total R
Interest income	23	-	103 917 827	103 917 827
Loss on fair value of derivative financial instruments		(27 579 150)	-	(27 579 150)
		(27 579 150)	**103 917 827**	**76 338 677**

2023	Notes	Fair value through profit or loss R	Amortised cost R	Total R
Interest income	23	-	89 361 623	89 361 623
Gain on fair value of derivative financial instruments		8 909 515	-	8 909 515
		8 909 515	**89 361 623**	**98 271 138**

2024		Fair value through profit or loss	Amortised cost	Total
Gains and losses on financial liabilities		R	R	R
Finance costs	26	-	(261 388 219)	(261 388 219)
		-	**(261 388 219)**	**(261 388 219)**

2023		Fair value through profit or loss	Amortised cost	Total
Gains and losses on financial liabilities		R	R	R
Finance costs	26	-	(179 729 299)	(179 729 299)
		-	**(179 729 299)**	**(179 729 299)**

Capital risk management

The Group's objective when managing capital is to safeguard the Group's ability to continue as a going concern in order to provide returns to shareholders and benefits for other stakeholders, as well as maintain an optimal capital structure to reduce the cost of capital.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. The capital structure is managed, inter alia, through ensuring that the Group has sufficient headroom to all loan covenants, hedging interest rates when cost effective, reviewing cashflow forecasts and monitoring debtors balances.

The capital structure of the Group consists of debt, which includes the borrowings disclosed in notes 14, cash and cash equivalents disclosed in notes 10, lease liabilities in note 15, trade and other payables in note 17, loans from subsidiaries in note 18 and equity as disclosed in the statement of financial position.

		GROUP		COMPANY	
		2024	2023	2024	2023
	Notes	R	R	R	R
Loans from subsidiaries	18	-	-	215 217 759	216 191 518
Financial liabilities	14	3 270 000 000	2 990 000 000	3 270 000 000	2 555 000 000
Lease liabilities	15	61 317 869	50 291 681	15 290 544	14 155 552
Trade and other payables	17	146 936 219	155 871 502	50 752 643	48 082 379
Total borrowings		**3 478 254 088**	**3 196 163 183**	**3 551 260 946**	**2 833 429 449**
Cash and cash equivalents	10	(42 843 244)	(59 218 534)	(27 240 732)	(46 787 331)
Net borrowings		**3 435 410 844**	**3 136 944 649**	**3 524 020 214**	**2 786 642 118**

The Group's loan agreements are subject to covenant clauses, comprising certain key financial ratios. The financial loan covenants comprise a Loan-to-Value Ratio that does not at any time exceed 50%, and an Interest Cover Ratio that is at all times at least 2.00 times. Neither of these covenants were breached during the current or prior financial year.

SA REIT loan to value	**2024**	**2023**
	R	**R**
Gross Debt	3 262 115 645	3 097 376 967
Less:		
Cash and cash equivalents	(42 843 244)	(59 218 534)
Derivative financial instruments	(258 857)	(43 131 204)
Net debt	**3 219 013 544**	**2 995 027 229**
Total assets per statement of financial position	8 960 072 949	8 463 754 080
Less:		
Cash and cash equivalents	(42 843 244)	(59 218 534)
Derivative financial instruments	(258 857)	(43 131 204)
Staff share scheme loans	(30 256 255)	(32 480 916)
Trade and other receivables	(75 034 186)	(70 615 587)
Carrying amount of property-related assets	8 811 680 407	8 258 307 839
	8 811 680 406	**8 258 307 839**
SA REIT loan to value	**36.5%**	**36.3%**

Financial risk management

The Group is exposed to the following risks from its use of financial instruments:

- Credit risk;
- Liquidity risk; and
- Interest rate risk.

The Group's management policies are designed to ensure that there is an acceptable level of risk within the Group as a whole.

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations.

The Group and Company are exposed to credit risk on loans receivable, trade and other receivables and cash and cash equivalents.

Credit risk for exposures other than those arising on cash and cash equivalents, are managed by making use of credit approvals, limits and monitoring. The Group only deals with reputable counterparties with consistent payment histories. Sufficient collateral or guarantees are also obtained when necessary. Each counterparty is assessed individually for creditworthiness before terms and conditions are offered, which involves making use of information submitted by the counterparties as well as external bureau data (where available). Counterparty credit limits are in place and are reviewed and approved by credit management committees. The exposure to credit risk and the creditworthiness of counterparties is continuously monitored. Furthermore, cash on deposit is only placed with banks that are AA rated or higher.

Impairment of financial assets

The Group has two types of financial assets that are subject to the expected credit loss model:

- Trade and other receivables; and
- Loans receivable.

Trade and other receivables and loans receivable

The Group applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade and other receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due.

The expected loss rates are based on the payment profiles over a period of 12 months before 28 February 2023 and the corresponding historical credit losses experienced within this period. To measure expected credit losses on an individual basis, trade receivables are assessed net of the value-added tax clawback and deposit or guarantee held. Arrears aged 60 days and over are in most instances deemed to be irrecoverable and provided for. The expected loss rates are based on the Group's historical credit losses experienced over the period prior to the period end and are reassessed at each reporting date. Refer to note 9 - Trade and other receivables for the key macroeconomic factors identified by the Group, and the adjustments to the historical loss rates based on expected changes in these factors.

The group uses a general approach to measure all loans receivable per note 8. Under this approach, loans receivable are initially recognized at fair value, which typically equals the amount disbursed, and subsequently measured at amortized cost using the effective interest method.

On that basis, the loss allowance as at 29 February 2024 was determined as follows for both trade receivables and loans receivable.

Financial assets exposed to credit risk at year end were as follows:

		GROUP		
		Gross carrying amount	Credit loss allowance	Amortised cost
2024	**Notes**	**R**	**R**	**R**
Loans receivable	8	32 393 916	-	32 393 916
Trade receivables	9	86 066 892	(48 406 880)	37 660 012
Other receivables	9	10 600 496	(1 961 577)	8 638 919
Cash and cash equivalents	10	42 843 244	-	42 843 244
		171 904 548	**(50 368 457)**	**121 536 091**

		Gross carrying amount	Credit loss allowance	Amortised cost
2023		**R**	**R**	**R**
Loans receivable	8	35 191 989	-	35 191 989
Trade receivables	9	77 971 294	(36 398 198)	41 573 096
Other receivables	9	1 283 828	-	1 283 828
Cash and cash equivalents	10	59 218 534	-	59 218 534
		173 665 645	**(36 398 198)**	**137 267 447**

		COMPANY		
		Gross carrying amount	Credit loss allowance	Amortised cost
2024		**R**	**R**	**R**
Loans to subsidiaries	7	2 293 347 577	-	2 293 347 577
Loans receivable	8	30 256 255	-	30 256 255
Trade receivables	9	45 701 794	(25 784 943)	19 916 851
Other receivables	9	5 599 919	(1 961 577)	3 638 342
Cash and cash equivalents	10	27 240 732	-	27 240 732
		2 402 146 277	**(27 746 520)**	**2 374 399 757**

		Gross carrying amount	Credit loss allowance	Amortised cost
2023		**R**	**R**	**R**
Loans to subsidiaries	7	1 788 080 572	-	1 788 080 572
Loans receivable	8	32 480 916	-	32 480 916
Trade receivables	9	36 800 589	(18 125 264)	18 675 325
Other receivables	9	467 559	-	467 559
Cash and cash equivalents	10	46 787 331	-	46 787 331
		1 904 616 967	**(18 125 264)**	**1 886 491 703**

Liquidity risk

The Group is exposed to liquidity risk as a result of future payment commitments, detailed below.

The Group mitigates its liquidity risk by effectively managing its working capital, capital expenditure and cash flows. The financing resources comprise a mixture of cash generated from operations and long and short-term borrowings. Committed borrowing facilities are available for meeting liquidity requirements and the Company manages the liquidity risk through an ongoing review of commitments and credit facilities. Cash flow forecasts and budgets are prepared and adequate utilised borrowing facilities, disclosed in notes 10 and 14, are monitored.

Although the current liabilities exceed the current assets, due to the provisions raised and the current portion of financial liabilities, the financials statements have been prepared on a going concern basis as the entity has sufficient undrawn debt facilities, R300,000,000 at year end, and the fact that the company has been able to refinance all debt as it has come due historically and is well supported by the lender base.

The maturity profile of the contractual cash flows of financial liabilities, and financial assets held to mitigate the risk, are presented in the following table. The cash flows are undiscounted contractual amounts.

		GROUP				
		Less than 1 year	1 to 2 years	2 to 3 years	3 to 5 years	Total
2024	**Notes**	**R**	**R**	**R**	**R**	**R**
Non-current assets						
Derivative financial instruments	6	-	-	258 857	-	258 857
Non-current liabilities						
Financial liabilities	14	-	(1 223 796 780)	(1 710 385 090)	(924 366 120)	(3 858 547 990)
Current liabilities						
Trade and other payables	17	(146 936 219)	-	-	-	(146 936 219)
Dividend payable	14	(8 960 554)	-	-	-	(8 960 554)
Financial liabilities	42	(313 873 950)	-	-	-	(313 873 950)
Total Liabilities		**(469 770 723)**	**(1 223 796 780)**	**(1 710 385 090)**	**(924 366 120)**	**(4 328 318 713)**
2023						
Current assets						
Derivative financial instruments	6	-	30 898 965	-	-	30 898 965
Non-current liabilities						
Financial liabilities	14	(207 833 630)	(728 195 155)	(1 293 335 759)	(1 129 140 705)	(3 358 505 249)
Current liabilities						
Trade and other payables	17	(155 871 502)	-	-	-	(155 871 502)
Dividend payable	33	(12 599 147)	-	-	-	(12 599 147)
Financial liabilities	14	(457 645 623)	-	-	-	(457 645 623)
Vendor finance payable	42	(116 500 000)	-	-	-	(116 500 000)
Total Liabilities		**(950 449 902)**	**(728 195 155)**	**(1 293 335 759)**	**(1 129 140 705)**	**(4 101 121 521)**

		COMPANY				
		Less than 1 year	1 to 2 years	2 to 3 years	3 to 5 years	Total
2024	**Notes**	**R**	**R**		**R**	**R**
Current assets						
Derivative financial instruments	6	-	258 857	258 857	-	517 714
Non-current liabilities						
Financial liabilities	14	-	(1 223 796 780)	(1 710 385 090)	(924 366 120)	(3 858 547 990)
Current liabilities						
Trade and other payables	17	(50 752 643)	-	-	-	(50 752 643)
Loans from subsidiaries	18	(215 217 759)	-	-	-	(215 217 759)
Financial liabilities	14	(313 873 950)	-	-	-	-
Vendor finance payable	42	-	-	-	-	-
Total Liabilities		**(579 844 352)**	**(1 223 796 780)**	**(1 710 385 090)**	**(924 366 120)**	**(4 124 518 392)**
2023						
Current assets						
Derivative financial instruments	6	-	27 838 007	-	-	27 838 007
Non-current liabilities						
Financial liabilities	14	(207 833 630)	(728 195 155)	(1 293 335 759)	(1 129 140 705)	(3 358 505 235)
Current liabilities						
Trade and other payables	17	(48 082 379)	-	-	-	(48 082 379)
Loans from subsidiaries	18	(216 191 518)	-	-	-	(216 191 518)
Vendor finance payable	42	(116 500 000)	-	-	-	(116 500 000)
Total Liabilities		**(588 607 527)**	**(728 195 155)**	**(1 293 335 759)**	**(1 129 140 705)**	**(3 739 279 132)**

Interest rate risk
Fluctuations in the interest rates impact on the value of investments, financing activities and interest rate swaps, giving rise to interest rate risk.

The interest rate risk arises primarily from long-term borrowings, which bear interest at rates linked to 3 month Jibar and the prime lending rate. The Company's weighted average cost of borrowing is 3 month JIBAR plus 1.79% (2023: 3 month JIBAR plus 1.905%), excluding the amortisation of hedging costs and participation fees. The Group strategy is well-managed and monitored, and 14.0% (2023: 43.1%) of Group debt is hedged by way of an interest rate cap. The Company and Mall of Thembisa (Pty) Ltd interest rate swaps terminated on 11 December 2023 and 15 January 2024 respectively, as disclosed in note 6. Monitoring of international and local economic climate and aligning development and hedging strategy with views of future rate movements further mitigates the risk.

A 1% increase in the effective interest rate applicable to interest-bearing borrowings, would have resulted in an increase in finance charges of R32 621 156 (2023: R 27 633 770) before tax.

Fair value hierarchy for financial instruments and investment property
The fair value hierarchy reflects the significance of the inputs used in making fair value measurements. IFRS 13 requires that an entity disclose for each class of financial instrument and investment property measured at fair value, the level of fair value hierarchy into which the fair value measurements are categorised in their entirety.

The fair value hierarchy has the following levels:
Level 1 - fair value is determined from quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2 - fair value is determined through the use of valuation techniques based on observable inputs, either directly or indirectly.
Level 3 - fair value is determined through the use of valuation techniques using significant inputs (refer note 3 for assumptions applied to valuation of investment property).

		GROUP			
		Fair value	Level 1	Level 2	Level 3
2024	**Notes**	**R**	**R**	**R**	**R**
Assets					
Investment properties	3	8 646 478 488	-	-	8 646 478 488
Derivative financial instruments	6	-	-	-	-
2023					
Assets					
Investment properties	3	8 185 440 124	-	-	8 185 440 124
Derivative financial instruments	3	43 131 204	-	43 131 204	-

		COMPANY			
		Fair value	Level 1	Level 2	Level 3
2024		**R**	**R**	**R**	**R**
Assets					
Investment properties	3	4 079 773 126	-	-	4 079 773 126
Derivative financial instruments	6	-	-	-	-
2023					
Assets					
Investment properties	3	3 867 927 876	-	-	3 867 927 876
Derivative financial instruments	6	27 838 007	-	27 838 007	-

There have been no transfers between levels 1, 2 and 3 during the financial year.

Refer to notes 3 and 6 for the relevant valuation methods, inputs and assumptions made.

39. ACQUISITION OF ASSETS AND LIABILITIES BY THE GROUP

During the current year, Exemplar acquired 100% of the shares in Jean Junction (Pty) Ltd, the property owning company in which the new Exemplar REITail head office will be housed, for R100 and the shareholder's claim for R7,099,900

In the prior year, Exemplar acquired a 50% undivided share in Mamelodi Square which was settled in the current year for cash of R116,500,000.

40. ACQUISITION OF NON-CONTROLLING INTEREST

In the prior financial year the Company acquired the non-controlling interest in Mall of Thembisa (Pty) Ltd.

	GROUP		COMPANY	
	2024	2023	2024	2023
	R	R	R	R
Purchase price of 49.9% of the shares	-	113 000 000	-	113 000 000
Loan claim acquired	-	20 000 000	-	20 000 000
Transaction costs	-	282 500	-	282 500
Cash paid	-	133 282 500	-	133 282 500
Utilisation of provision for interest	-	(2 693 898)	-	(2 693 898)
	-	130 588 602	-	130 588 602
Non-controlling interest	-	69 222 435	-	69 222 435
Premium paid on acquisition	-	61 366 167	-	61 366 167

41. JOINT OPERATIONS

Profits and losses resulting from the transactions with the joint operations are recognised in the Group's consolidated annual financial statements only to the extent of interests that are not related to the Group.

The Group accounts for the assets, liabilities, revenues and expenses relating to joint operations in accordance with the IFRS Accounting Standard applicable to the particular assets, liabilities, revenues and expenses.

In the separate annual financial statements of the Company, interests in joint operations are accounted for in the same manner.

	2024	2023
Joint operations comprise co-ownerships in the following properties:	%	%
Acornhoek Megacity	43.98	43.98
Chris Hani Crossing	50.00	50.00
Jane Furse Plaza	29.83	29.83
Kwagga Mall	43.51	43.51
Maake Plaza	30.00	30.00
Modjadji Plaza	70.00	70.00
Mamelodi Square	50.00	50.00
Tsakane Mall	50.00	50.00

Exemplar's share of profit and loss and net assets:

	2024	2023
Statement of profit or loss and other comprehensive income	R	R
Rental income and recoveries	262 290 852	226 830 716
Straight-line lease income adjustments	(706 714)	(240 095)
Property operating costs	(101 782 954)	(80 181 608)
Fair value adjustment to investment properties	**61 854 172**	**81 279 890**
Other income	130 977	223
Interest income	2 698 576	1 427 674
Finance costs	(716 162)	(666 586)
Profit before taxation	223 768 747	228 450 215
Profit before taxation	**223 768 747**	**228 450 215**
Statement of financial position		
Opening fair value of property assets	1 884 823 327	1 686 492 960
Additions	1 432 694	2 178 219
Acquisitions	-	116 500 000
Net movement in tenant installations	(835 679)	(1 067 292)
Fair value adjustment	61 854 172	81 813 110
Lease liability	4 951 600	(320 356)
Operating lease asset	(706 714)	(773 315)
Closing fair value of property assets	1 951 519 400	1 884 823 327
Property, plant and equipment	775 691	984 153
Current assets	572 739 011	369 672 362
Total assets	**2 525 034 102**	**2 255 479 842**
Equity	2 429 076 211	2 331 933 528
Deferred taxation	45 362 677	(45 909 109)
Non-Current Liabilities	4 918 526	-
Current liabilities	45 676 688	(30 544 578)
Total equity and liabilities	**2 525 034 102**	**2 255 479 842**

All joint operations have their principal place of business in South Africa.

42. VENDOR FINANCE PAYABLE

This loan is attributable to the purchase of 50% undivided share in Mamelodi Square Proprietary Limited. The loan was settled in the current financial year.

43. GOING CONCERN

The current liabilities exceed the current assets by R370 860 226, mainly as a result of the current portion of the financial liabilities. Having assessed the forecast for the period ending 28 February 2025, the fact that the Group has available undrawn facilities of R300 million and that the Group has proven track record of refinancing debt as it matures, the directors have satisfied themselves that the Group is in a sound financial position and that it has adequate financial resources to continue in operation for the foreseeable future. Accordingly, the annual financial statements have been prepared on a going concern basis. The directors are not aware of any material changes that may adversely impact the Group and / or Company.

44. EVENTS AFTER THE REPORTING PERIOD

The directors are not aware of any material event which occurred after the reporting date and up to the date of this report.

45. CONTINGENCIES

The claim made by a competing developer and disclosed in prior financial years is ongoing. Our Special Plea of Prescription against the Plaintiff's action was set down for hearing for the end of the April 2024. However, as the Plaintiff hasn't delivered certain documents requested from them for purposes of preparing for trial, the Special Plea trial was not ripe for hearing and had to be removed from the court roll. We will apply for a new date for the hearing of our Special Plea which we expect to be at the end of 2024. We are confident that we will be successful in our Special Plea.

ANNEXURE A
SEGMENT REPORT

SEGMENT ANALYSIS

The Group identifies and presents operating segments based on information that is provided to the Group's management and internal reporting structure as determined by the Group's executive committee. The Group's management reviews the performance of its investment properties on an individual basis and due to the entire portfolio being retail, has taken a decision to aggregate operating segments and disclose such reportable segments on a geographical basis, being:

- Mpumalanga;
- KwaZulu-Natal;
- Limpopo; and
- Eastern Cape.

The measurement policies the Group uses for segment reporting under IFRS 8 are the same as those used in its financial statements.

2024	GLA m²	Investment property R	Rental income and recoveries R	Property operating expenses R	Change in fair values R	Net Property income including fair value adjustments R
Gauteng	181 133	4 263 330 203	587 749 645	(177 366 663)	197 394 254	607 777 236
Mpumalanga	85 924	1 592 199 988	217 350 796	(85 223 263)	57 738 389	189 865 922
KwaZulu-Natal	55 421	874 381 625	147 100 628	(63 929 807)	13 039 985	96 210 805
Limpopo	52 639	1 064 497 720	154 115 252	(64 696 544)	76 382 621	165 801 329
Eastern Cape	39 414	713 596 045	113 375 821	(44 328 203)	16 203 510	85 251 128
	414 530	**8 508 005 581**	**1 219 692 142**	**(435 544 480)**	**360 758 759**	**1 144 906 421**

2023	GLA m²	Investment property R	Rental income and recoveries R	Property operating expenses R	Change in fair values R	Net Property income including fair value adjustments R
Gauteng	181 170	4 080 196 799	533 441 123	(154 236 602)	222 739 633	601 944 154
Mpumalanga	85 924	1 532 263 973	204 777 424	(78 134 896)	83 295 725	209 938 253
KwaZulu-Natal	48 770	799 635 619	117 074 857	(43 011 293)	45 903 471	119 967 035
Limpopo	52 664	963 137 346	139 504 645	(56 908 506)	68 809 446	151 405 585
Eastern Cape	39 414	670 353 347	52 696 839	(22 666 556)	46 862 751	76 893 034
	407 942	**8 045 587 084**	**1 047 494 888**	**(354 957 853)**	**467 611 026**	**1 160 148 061**

DISTRIBUTABLE EARNINGS RECONCILIATION

The following annexure does not form part of the IFRS financial statements:

	GROUP	
	2024	2023
	R	R
Net property income including fair value adjustments	**1 144 906 421**	**1 160 148 061**
Other income	27 578 848	55 388 755
Administrative expenses and corporate costs	(64 489 978)	(50 981 658)
Investment income	15 901 697	34 666 057
Finance costs	(287 031 941)	(200 414 261)
Insurance claim received on material loss	-	69 165 709
Fair value adjustment to derivative financial instruments	(42 872 347)	12 232 239
Taxation	(39 966 681)	(51 486 212)
Total comprehensive income	**754 026 019**	**1 028 718 690**
Distributable earnings reconciliation		
Total comprehensive income	**754 026 019**	**1 028 718 690**
Distributable earnings adjustments:		
Attributable to non-controlling interests	(45 334 879)	(53 376 978)
Fair value adjustment to derivative financial instruments	42 872 347	(12 232 239)
Fair value adjustment to investment properties	(360 758 759)	(467 611 026)
Non-controlling interest in fair value adjustment to investment properties	29 233 969	31 712 680
Straight-line lease income adjustments	(9 646 055)	(41 070 550)
Non-controlling interest in straight-line lease income adjustments	1 744 697	1 935 297
Lease liability adjustment - rent paid	(5 056 347)	(3 606 716)
Lease liability adjustment - interest on lease	8 437 807	5 179 294
Non-controlling interest in lease liability adjustments	(899 803)	(952 067)
Settlement costs of derivative financial instruments amortised	-	(5 015 642)
Insurance claim on material loss	-	(69 165 709)
Deferred tax movement	39 966 681	51 486 212
Non-controlling interest in deferred tax movement	(1 955 859)	(932 496)
IFRS2 Charge on Share Scheme	9 043 050	3 866 247
Distributable income	**461 672 868**	**468 934 998**
Interim dividend paid	**213 570 532**	**228 332 980**
Dividend per share (cents)	64,27220	68,71483
Number of shares	332 290 686	332 290 686
Final distribution	**248 102 336**	**240 602 018**
Final dividend	189 514 514	240 602 018
Dividend per share (cents)	57,03275	72,40709
Number of shares	332 290 686	332 290 686
Return of contributed tax capital	58 587 822	-
Return of contributed tax capital (cents)	17,63150	-
Number of shares	332 290 686	-
Total distribution for the year	**461 672 868**	**468 934 998**
Dividend per share for the year (cents)	121,30495	141,12192
Return of contributed tax capital per share for the year (cents)	17,63150	-
Total distribution per share for the year (cents)	**138,93645**	**141,12192**

SHAREHOLDER INFORMATION


EDENDALE
MALL
AUTO SPARES
NGK

SHAREHOLDER ANALYSIS

Analysis of ordinary shareholders as at 23 February 2024

Shareholder spread	Number of shareholders	% of total shareholders	Number of shares	% of issued capital
1 - 1 000 shares	39	27.66	9 333	-
1 001 - 10 000 shares	26	18.44	127 212	0.04
10 001 - 100 000 shares	41	29.08	1 691 945	0.51
100 001 - 1 000 000 shares	13	9.22	3 658 344	1.10
Over 1 000 000 shares	22	15.60	326 803 852	98.35
Total	**141**	**100.00**	**332 290 686**	**100.00**
Distribution of shareholders				
Individuals	98	69.50	6 523 552	1.96
Private companies	34	24.12	319 418 328	9.13
Trusts	8	5.67	6 348 803	1.91
Close corporations	1	0.71	3	-
Total	**141**	**100.00**	**332 290 686**	**100.00**
Shareholder type				
Non-public shareholders				
Directors and associates of a director	10	7.09	256 844 444	77.30
Public shareholders	131	92.91	75 446 242	22.70
Total	**141**	**100.00**	**332 290 686**	**100.00**
Shareholders holding 3% or more				
McCormick Property Development Pty Ltd			190 318 534	57.27
Diepkloof Plaza Pty Ltd			16 440 379	4.95
Edendale Mall Pty Ltd			16 417 648	4.94
Blouberg Mall Pty Ltd			14 557 154	4.38
Olievenhout Plaza Pty Ltd			2 810 228	3.86
Seclari Pty Ltd			12 009 630	3.61
Safdev SSDC Commercial Pty Ltd			11 996 742	3.61
Total			**274 550 315**	**82.62**

SHAREHOLDER DIARY

Record date for receipt of notice purposes	Friday, 7 June 2024
Posting date	Tuesday, 18 June 2024
Last day to trade in order to be eligible to vote	Tuesday, 2 July 2024
Record date for voting purposes	Friday, 5 July 2024
For administration purposes, forms of proxy to be lodged by 15h00 on	Monday, 15 July 2024
AGM to be held at 15h00 on	Tuesday, 16 July 2024
Results of AGM released on SENS on or before	Wednesday, 17 July 2024

NOTICE OF ANNUAL GENERAL MEETING

Exemplar REITail Limited
(Incorporated in the Republic of South Africa)

Registration number: 2018/022591/06
Approved as a REIT by the JSE
JSE share code: EXP
ISIN: ZAE000257549
LEI: 3789000558287E37F130
('Exemplar' or the 'Company')

Notice is hereby given that the annual general meeting **("AGM")** of shareholders of Exemplar will be held at the Company's registered office, 204 Von Willich Avenue, Clubview, Centurion, on Tuesday, 16 July 2024 at 15h00, for the purpose of considering and, if deemed fit, adopting with or without modification, the resolutions set out below, and dealing with such other business as may lawfully be dealt with at the AGM.

If you are in doubt as to what action you should take arising from the following resolutions, please consult your CSDP, stockbroker, banker, attorney, accountant or other professional advisor immediately.

ORDINARY RESOLUTIONS

ORDINARY RESOLUTION 1: RE-ELECTION OF DIRECTORS RETIRING BY ROTATION
"Resolved that the following directors who retire by rotation in accordance with the Company's memorandum of incorporation and who, being eligible, offer themselves for re-election, be re-elected as directors of the Company, each by way of a separate vote:
1.1 Jason McCormick;
1.2 Elias P Maponya; and
1.3 Nonyameko Mandindi"

The abbreviated curricula vitae of the aforementioned directors is available on pages 53 to 54 of the IAR of which this notice forms part.

The board has considered the performance and contribution to the Company of each of the aforementioned directors and recommends that each of the directors is re-elected as a director of the Company.

In order for ordinary resolutions 1.1 to 1.3 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 these resolutions.

ORDINARY RESOLUTION 2: RE-APPOINTMENT OF EXTERNAL AUDITOR
"Resolved that BDO South Africa Incorporated, together with Stephen Shaw as the engagement audit partner, be and are hereby re-appointed as the external auditor of the Company from the conclusion of this AGM."

The Audit and Risk Committee has recommended BDO South Africa Incorporated for re-appointment as independent auditors of the Company, pursuant to section 90(2)(c) of the Companies Act, and further confirms that their appointment, together with the engagement audit partner, Stephen Shaw, is in accordance with paragraph 3.84(g)(ii) of the JSE Listings Requirements.

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.

ORDINARY RESOLUTION 3: RE-APPOINTMENT OF MEMBERS OF THE AUDIT AND RISK COMMITTEE

"Resolved that the members of the Company's Audit and Risk Committee set out below be and are hereby re-appointed, each by way of a separate vote, with effect from the end of this AGM, in terms of section 94(2) of the Companies Act:

3.1 Peter J Katzenellenbogen;

3.2 Frank M Berkeley; and

3.3 Elias P Maponya,

all of whom are independent non-executive directors"

The abbreviated curricula vitae of each of the Audit and Risk Committee members is available on page 54 of the IAR of which this notice forms part.

In order for ordinary resolutions 3.1 - 3.3 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 these resolutions.

ORDINARY RESOLUTION 4: GENERAL AUTHORITY TO ISSUE SHARES FOR CASH

"Resolved that, subject to the restrictions set out below and subject to the provisions of the Companies Act, the JSE Listings Requirements, and the Company's memorandum of incorporation, the directors of the Company be and are hereby authorised, until this authority lapses at the next AGM or 15 months from the date on which this resolution is passed, whichever is the earlier date, to allot and issue shares of the Company for cash, on the basis that:

a) the allotment and issue of shares must be made to persons qualifying as public shareholders and not to related parties, as defined in the JSE Listings Requirements, provided that if the Company undertakes an equity raise via a bookbuild process, shares may be allotted and issued to related parties on the basis that such related parties may only participate in the equity raise at the maximum bid price at which they are prepared to take up shares or at the book close price in accordance with the provisions contained in paragraph 5.52(f) of the JSE Listings Requirements;
b) the shares which are the subject of the issue for cash must be of a class already in issue or, where this is not the case, must be limited to such shares or rights that are convertible into a class already in issue;
c) the total aggregate number of shares which may be issued for cash in terms of this authority may not exceed 33 229 068 shares, being 10% of the Company's issued shares as at the date of notice of this AGM. Accordingly, any shares issued under this authority prior to this authority lapsing shall be deducted from the 33 229 068 shares the Company is authorised to issue in terms of this authority for the purpose of determining the remaining number of shares that may be issued in terms of this authority;
d) in the event of a sub-division or consolidation of shares prior to this authority lapsing, the existing authority shall be adjusted accordingly to represent the same allocation ratio;
e) the maximum discount at which the shares may be issued is 10% to the weighted average traded price of such shares measured over the 30 business days prior to the date that the price of the issue (the "reference period") is agreed between the Company and the party subscribing for the shares (the "reference price"), provided that the reference price shall be reduced by the amount of any dividend if:
    - the "ex" date for shareholders to be recorded on the share register in order to receive the relevant dividend occurs during the reference period; and/or
    - the shares to be issued shall only be issued after the "ex" date; and
f) after the Company has issued shares for cash which represent, on a cumulative basis, within the period that this authority is valid, 5% or more of the number of shares in issue prior to that issue, the Company shall publish an announcement containing full details of the issue, including the number of shares issued, the average discount to the weighted average trade price of the shares over the 30 days prior to the date that the issue is agreed in writing and an explanation, including supporting information (if any), of the intended use of the funds."

In terms of the JSE Listings Requirements, in order for ordinary resolution 4 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.

ORDINARY RESOLUTION 5: AMENDMENT TO THE 2022 SHARE INCENTIVE SCHEME

"Resolved that, in accordance with Schedule 14 of the JSE Listings Requirements, the Company hereby approves the following amendments to the Exemplar share scheme adopted in 2022, namely –

5.1 the deletion of the following references to "business rescue" which have been deleted in clause 7.6 of the share scheme –

7.6 If the Company is placed in ~~business rescue or~~ liquidation, then this Plan shall ipso facto lapse as from the date of ~~business rescue or~~ liquidation and any Award which has not been settled shall ipso facto lapse from that date."; and

5.2 the insertion of a new clause 8.9 which reads as follows:

"8.9 For so long as a Participant is still employed by the Group, such Participant may not transfer, encumber or otherwise transact in or deal with the Shares after the acquisition of ownership of the Shares in terms of the Plan Rules without the Company's express written consent."; and

5.3 the insertion of a new clause 9.2A which reads as follows:

*"9.2A.1 Upon written request by a Participant, the Company may, in its sole discretion, make a loan **("the Loan")** to such Participant to fund the income tax liability of the Participant arising in terms of section 8C of the Income Tax Act **("the Tax Liability")** pursuant to an Award, or Shares acquired in terms of an Award, vesting **("the Subject Award").** By requesting the Loan, the Participant agrees to the terms of the Loan as set out in this clause 9.2A provided that where such Participant is married in community of property, he/she shall provide the written consent of his/her spouse to the terms of this clause 9.2A at the time of making his/her request as contemplated in this clause 9.2A.*

9.2A.2 The amount of the Loan shall be an amount equal to the Tax Liability, or such portion thereof, as determined by the Company in its sole discretion.

*9.2A.3 The Loan shall be advanced to the Participant by the Company making payment, in readily available cash, to the bank account of the Participant, by no later than 5 (five) Business Days before the Tax Liability is due **("Advance Date").***

9.2A.4 The Loan shall bear interest at a rate to be determined by the Board at the commencement of each financial year or as soon as reasonably possible thereafter, within its sole discretion, but with the intention being that the interest rate should approximate the Company's average debt-funding rate. Interest shall accrue and be calculated on a daily basis. Accrued but unpaid interest shall be compounded monthly in arrears.

*9.2.A.5 The Participant agrees to cede, in securitatem debiti as a continuing security for the due, proper and timeous payment and performance in full of all amounts owing by the Participant in terms of the Loan including interest thereon, the Shares forming the subject matter of the Subject Award **("the Cession")** and the Company agrees to accept the Cession upon exercising its discretion to advance the Loan to the Participant, with the following terms:*

*9.2A.5.1 The Cession operates as a security cession and not as an out and out or outright cession and the Participant will retain bare ownership of the Shares forming the subject matter of the Subject Award **("Ceded Shares").***

9.2A.5.2 The Cession shall take place on the Advance Date. No additional acts are required to create or perfect the Cession.

9.2A.5.3 The Cession shall terminate upon full and final payment of all amounts owing by the Participant in respect of the Loan, including all interest thereon, having been received by the Company.

9.2A.5.4 The Participant agrees to keep the Ceded Shares free of all encumbrances (other than as recorded in this clause 9.2A.4).

9.2A.5.5 The Participant agrees to deliver a written instruction to its applicable central securities depository participant or broker, as the case may be, to make an entry in terms of section 39 of the Financial Markets Act, 2012, reflecting the Cession in respect of the Ceded Shares.

9.2A.5.6 Subject to the Plan Rules, the Companies Act and the JSE Listings Requirements, the Participant shall be entitled to freely dispose of the Ceded Shares *at their market value, provided that the full sale proceeds shall be utilised firstly in settlement of all amounts owing by the Participant in respect of the Loan, together with accrued interest thereon, or provided that alternative security has been provided by agreement with the Company.*

9.2A.5.7 All amounts received by or accrued to the Participant in respect of the Ceded Shares shall immediately be applied by the Participant in repayment of the Loan together with accrued interest thereon ***("Required Repayments")****. The Participant shall be entitled, but not obliged, to make payments in addition to the Required Repayments in repayment of the Loan together with accrued interest thereon* ***("Voluntary Repayments")****. Any Required Repayments and/or Voluntary Repayments shall be applied, firstly, towards settlement of accrued interest, and thereafter in reduction of the capital amount outstanding under the Loan. Notwithstanding the aforementioned, the Loan, together with accrued interest thereon, shall be finally repaid by no later than the expiry of 7 (seven) years from the Advance Date, provided that in the event that the Participant ceases to be an Eligible Employee or in the event that a Participant breaches any of the terms of the Loan as set out in this clause 9.2A, the Loan, together with accrued interest thereon, shall immediately become repayable upon such event occurring."*

The purpose of the proposed amendment set out in paragraph 5.1 is to ensure that awards made under the 2022 share incentive scheme will no longer automatically lapse upon the commencement of business rescue, with the effect that awards will remain in place subject to the ordinary legal principles appliable to the business rescue process.

The purpose of the proposed amendment set out in paragraph 5.2 is to ensure that share scheme participants, whilst remaining in the employ of the Group, require the consent of the Company prior to transferring any shares acquired in terms of the share scheme, thereby ensuring the alignment of the interests of such participants with that of the Group.

The purpose of the proposed amendment set out in paragraph 5.3 is to enable the provision of discretionary loan funding by the Company to share scheme participants to enable such participants to fund taxes arising as a result of the vesting of an award.

In order for ordinary resolutions 5.1 to 5.3 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 these resolutions, in accordance with Schedule 14 of the JSE Listings Requirements.

ORDINARY RESOLUTION 6: AMENDMENT TO THE 2018 SHARE PURCHASE PLAN

"Resolved that, in accordance with Schedule 14 of the JSE Listings Requirements, the Company hereby approves the following amendment to the Exemplar share purchase plan adopted in 2018, namely the deletion of the following sentence which has been struck in par 13.3.2 of the share purchase plan –

13.3.2 save as provided in rule 13.3.1, this Plan shall ipso facto lapse as from the date of liquidation.

~~*For the purposes hereof "date of liquidation" shall mean the date upon which any application (whether provisional or final) for the liquidation of the Company is lodged at the relevant court."*~~

The purpose of the proposed amendment is to align the wording of the 2018 share purchase plan with the wording of the 2022 share incentive scheme in terms of which the "date of liquidation" is deleted, such that the concept will be interpreted in accordance with the applicable legal principles.

In order for ordinary resolution 6 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, in accordance with Schedule 14 of the JSE Listings Requirements.

ORDINARY RESOLUTION 7: AUTHORISATION TO SIGN DOCUMENTS

"Resolved that any executive director and/or the company secretary of the Company be and is hereby authorised to sign all such documents and do all such things as may be necessary or incidental to the implementation of ordinary resolutions 1 to 6, the non-binding advisory resolutions 1-2, and special resolutions 1-4, which are passed by the shareholders in accordance with and subject to the terms thereof."

In order for ordinary resolution 7 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.

NON-BINDING ADVISORY RESOLUTIONS

NON-BINDING ADVISORY RESOLUTION 1: APPROVAL OF REMUNERATION POLICY
"Resolved that, by way of a non-binding advisory vote, the Company's remuneration policy, a summary of which has been presented to shareholders in the Company's IAR on page 61, be and is hereby approved."

NON-BINDING ADVISORY RESOLUTION 2: APPROVAL OF REMUNERATION IMPLEMENTATION REPORT
"Resolved that, by way of a non-binding advisory vote, the Company's remuneration implementation report, which has been presented to shareholders in the Company's IAR from page 62, be and is hereby approved."

In line with King IV and the JSE Listings Requirements, the remuneration policy and the remuneration implementation report must be tabled at each AGM, with both subject to separate non-binding advisory votes. This allows shareholders to express their views on the Company's remuneration structures and policies.

In the event that either the remuneration policy or the remuneration implementation report, or both, are voted against by 25% or more of the voting rights exercised by shareholders, the board is committed to actively engage with shareholders in order to address all legitimate and reasonable objections and concerns.

SPECIAL RESOLUTIONS

SPECIAL RESOLUTION 1: APPROVAL OF FEES PAYABLE TO NON-EXECUTIVE DIRECTORS

"Resolved, as a special resolution in terms of section 66(9) of the Companies Act, as read with section 65(11)(h) of the Companies Act, and subject to the provisions of the Company's memorandum of incorporation, that the Company be and is hereby authorised to pay remuneration to its non-executive directors for their service as directors for a period of two years from the passing of this resolution or until its renewal, whichever is the earlier date, as detailed in the following table. The proposed remuneration excludes value added tax (VAT), which will be added by the directors in accordance with current VAT legislation, where applicable."

Proposed fees for FY2025

	Frank M Berkeley	Peter J Katzenellenbogen	Gregory VC Azzopardi	Elias P Maponya	Nonyameko Mandindi
	Chair of the board	*Lead independent director & chair of audit and risk committee*	*Chair of remuneration committee*		*Chair of social and ethics committee*
	(R)	(R)	(R)	(R)	(R)
BOARD					
Chair	630 000				
Other non-executive directors		472 000	412 000	412 000	412 000
AUDIT AND RISK COMMITTEE					
Chair		124 000			
Other members	75 000			75 000	
REMUNERATION COMMITTEE					
Chair			75 000		
Other members	45 000	45 000			
SOCIAL AND ETHICS COMMITTEE					
Chair					50 000
Other members			31 000	31 000	
TOTAL	**750 000**	**641 000**	**518 000**	**518 000**	**462 000**

The above rates have been proposed to ensure that the remuneration of non-executive directors remains competitive, in order to enable the Company to retain and attract persons of the calibre, appropriate skills and experience required in order to make meaningful contributions to the Company. The remuneration proposed is considered to be both fair and reasonable and in the best interests of the Company.

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 for and effect of special resolution 1

The reason for special resolution 1 is to obtain shareholder approval by way of a special resolution in accordance with section 66(9) of the Companies Act for the payment by the Company of remuneration to each of the non-executive directors of the Company for each non-executive director's services as a non-executive director in the amounts set out under special resolution 1.

SPECIAL RESOLUTION 2: GENERAL AUTHORITY TO REPURCHASE SHARES

"Resolved, as a special resolution that, subject to the Companies Act, the JSE Listings Requirements and the restrictions set out below, the Company or any subsidiary of the Company, be and are hereby authorised by way of a general authority to acquire, from time to time, the ordinary shares issued by the Company, in terms of sections 46 and 48 of the Companies Act, and provided that:

a) any acquisition of shares shall be implemented through the order book of the JSE and without prior arrangement;
b) this general authority shall be valid until the Company's next AGM, provided that it shall not extend beyond 15 months from the date of passing this special resolution;
c) the Company (or any subsidiary) is duly authorised by its memorandum of incorporation to do so;
d) acquisitions of shares in the aggregate in any one financial year may not exceed 20% (or 10% where the acquisitions are effected by a subsidiary) of the Company's issued ordinary share capital as at the date of passing this special resolution;
e) in determining the price at which shares issued by the Company are acquired by it or any of its subsidiaries in terms of this general authority, the maximum premium at which such shares may be acquired will be 10% above the weighted average of the market value on the JSE over the five business days immediately preceding the repurchase of such shares;

f) at any point in time the Company (or any subsidiary) may appoint only one agent to effect repurchases on its behalf;
g) repurchases may not take place during a prohibited period as contemplated in the JSE Listings Requirements, unless a repurchase programme is in place, where the dates and quantities of shares to be repurchased during the prohibited period are fixed, and full details of the programme have been submitted to the JSE in writing prior to commencement of the prohibited period;
h) an announcement will be published as soon as the Company or any of its subsidiaries have acquired shares constituting, on a cumulative basis, 3% of the number of shares in issue prior to the granting of the repurchase authority and pursuant to which the aforesaid threshold is reached, and for each 3% in aggregate acquired thereafter, containing full details of such repurchases; and
i) the board of directors of the Company must resolve that the repurchase is authorised, the Company and its subsidiaries have passed the solvency and liquidity test, as set out in section 4 of the Companies Act, and since that test was performed, there have been no material changes to the financial position of the Group."

In accordance with the JSE Listings Requirements, the directors record that although there is no immediate intention to effect a repurchase of the shares of the Company, the directors will utilise this general authority to repurchase shares as and when suitable opportunities present themselves, which may require expeditious and immediate action.

The directors undertake that, after considering the maximum number of shares that may be repurchased and the price at which the repurchases may take place pursuant to the general authority, for a period of 12 months after the date of notice of this AGM:

a) the Company and the Group will, in the ordinary course of business, be able to pay its debts;
b) the consolidated assets of the Company and the Group fairly valued in accordance with International Financial Reporting Standards, will exceed the consolidated liabilities of the Company and the Group fairly valued in accordance with International Financial Reporting Standards; and
c) the Company's and the Group's share capital, reserves and working capital will be adequate for ordinary business purposes.

In order for special resolution 2 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 for and effect of special resolution 2
The reason for special resolution 2 is to afford the directors of the Company (or a subsidiary of the Company) general authority to effect a repurchase of the Company's shares on the JSE. The effect of the resolution will be that the directors will have the authority, subject to the JSE Listings Requirements and the Companies Act, to effect repurchases of the Company's shares on the JSE.

Additional information required in terms of the JSE Listings Requirements
For purposes of this general authority, the following additional information, some of which may appear elsewhere in the IAR of which this notice forms part, is provided in terms of paragraph 11.26 of the JSE Listings Requirements:

- Major shareholders:
  Refer to the shareholder analysis on page 140 of the IAR.

- Material changes:
  Other than the facts and developments reported on in the IAR of which this notice forms part, there have been no material changes in the affairs or financial position of the Company and its subsidiaries since the date of signature of the audit report for the financial year ended 29 February 2024 and up to the date of this notice.

- Share capital of the Company:
  Refer to page 77 of the IAR.

- Directors' responsibility statement:
  The directors, whose names appear on page 55 of the IAR of which this notice forms part, collectively and individually accept full responsibility for the accuracy of the information pertaining to this special resolution 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 the special resolution contains all information required by the Companies Act and the JSE Listings Requirements.

SPECIAL RESOLUTION 3: FINANCIAL ASSISTANCE IN TERMS OF SECTION 45 OF THE COMPANIES ACT
"Resolved that, to the extent required by the Companies Act, the board may, subject to compliance with the requirements of the Company's memorandum of incorporation, the Companies Act and the JSE Listings Requirements, authorise the Company to provide direct or indirect financial assistance as contemplated in section 45 of the Companies Act, by way of loans, guarantees, the provision of security or otherwise, to a director or prescribed officer of the Company or of a related or inter-related company (as defined in the Companies Act), or to any of its present or future subsidiaries and/or any other company or corporation that is or becomes related or inter-related (as defined in the Companies Act) to the Company, or to a member of a related or inter-related corporation (as defined in the Companies Act), or to a person related to any such company, corporation, director, prescribed officer or member, for any purpose or in connection with any matter, such authority to endure for a period of two years from the date of the passing of this special resolution."

In order for special resolution 3 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 for and effect of special resolution 3
The Company would like the ability to provide financial assistance, if necessary, in accordance with section 45 of the Companies Act. Therefore, the reason for and effect of special resolution 3 is to permit the Company to provide direct or indirect financial assistance (within the meaning attributed to that term in section 45 of the Companies Act) to the persons referred to in special resolution 3.

SPECIAL RESOLUTION 4: FINANCIAL ASSISTANCE IN TERMS OF SECTION 44 OF THE COMPANIES ACT
"Resolved that, to the extent required by the Companies Act, the board may, subject to compliance with the requirements of the Company's memorandum of incorporation, the Companies Act and the JSE Listings Requirements, authorise the Company to provide direct or indirect financial assistance as contemplated in section 44 of the Companies Act, by way of a loan, guarantee, the provision of security or otherwise, to any person, for the purpose of or in connection with the subscription of any option or any securities issued or to be issued by the Company or a related or inter-related company (as defined in the Companies Act), or for the purchase of any securities of the Company or a related or inter-related company (as defined in the Companies Act), such authority to endure for a period of two years from the date of the passing of this special resolution."

In order for special resolution 4 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 for and effect of special resolution 4
The Company would like the ability to provide financial assistance, if necessary, in accordance with section 44 of the Companies Act. Therefore, the reason for and effect of special resolution 4 is to permit the Company to provide financial assistance (within the meaning attributed to that term in section 44 of the Companies Act) to the persons and for the purposes referred to in special resolution 4.

Important dates and times

Record date for receipt of notice purposes	Friday, 7 June 2024
Posting date	Tuesday, 18 June 2024
Last day to trade in order to be eligible to vote	Tuesday, 2 July 2024
Record date for voting purposes	Friday, 5 July 2024
For administration purposes, forms of proxy to be lodged by 15h00 on	Monday, 15 July 2024
AGM to be held at 15h00 on	Tuesday, 16 July 2024
Results of AGM released on SENS on or before	Thursday, 18 July 2024

Attendance and participation at the meeting
The date on which shareholders must be recorded as such in the register maintained by the transfer secretaries, for purposes of being entitled to attend, participate in and vote at the AGM is Friday, 5 July 2024.

Quorum
The quorum, for the purposes of considering the resolutions to be proposed at the AGM, shall consist of three shareholders of the Company, present in person or represented by proxy, and entitled to vote at the meeting. In addition, a quorum shall comprise 25% of all voting rights entitled to be exercised by shareholders in respect of the resolutions to be proposed at the meeting.

Voting and proxies
In terms of section 62(3)(e) of the Companies Act, a shareholder who is entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and participate in and vote at the AGM in the place of the shareholder, by completing the form of proxy in accordance with the instructions set out therein, and a proxy need not be a shareholder of the Company.

A form of proxy is attached for the convenience of any Exemplar shareholder holding certificated shares who cannot attend the AGM, but who wishes to be represented thereat. Forms of proxy may also be obtained on request from the Company's registered office. For administrative purposes, the completed forms of proxy should be deposited at or emailed to the office of the transfer secretaries, so as to be received by 15h00 on Monday, 15 July 2024 to allow for processing of the proxy forms. Alternatively, the form of proxy may be handed to the chair of the AGM or to the transfer secretaries at the AGM at any time prior to the commencement of the AGM or prior to voting on any resolution proposed at the AGM. Any shareholder who completes and lodges a form of proxy will nevertheless be entitled to vote in person at the AGM, should the shareholder subsequently decide to do so.

Shareholders who have dematerialised their shares through a Central Securities Depository Participant **("CSDP")** or broker and who wish to attend the AGM, must instruct their CSDP or broker to issue them with the necessary letter of representation to attend.

Dematerialised shareholders who have elected "own name" registration in the sub-register through a CSDP and who are unable to attend, but wish to vote at the AGM of shareholders, must complete and return the attached form of proxy and lodge it with the transfer secretaries of the Company by 15h00 on Monday, 15 July 2024 to allow for processing. Alternatively, the form of proxy may be handed to the chair of the AGM at any time prior to the commencement of the AGM or prior to voting on any resolution proposed at the AGM. All beneficial owners whose shares have been dematerialised through a CSDP or broker other than with "own name" registration, must provide the CSDP or broker with their voting instructions in terms of their custody agreement should they wish to vote at the AGM. Alternatively, they may request the CSDP or broker to provide them with a letter of representation, in terms of their custody agreements, should they wish to attend the AGM. Such shareholder must not complete the attached form of proxy.

In terms of section 63(1) of the Companies Act, meeting participants will be required to provide identification to the reasonable satisfaction of the chair of the AGM and the chair must be reasonably satisfied that the right of any person to participate in and vote (whether as a shareholder or as a proxy for a shareholder) has been reasonably satisfied. Accordingly, valid identification is required in order to verify the participants who are entitled to participate in, vote and speak at the meeting – this applies to both shareholders and proxies. Shareholders and proxies should, therefore, ensure that such identification is available on the day of the meeting. Acceptable forms of identification include valid identity documents, drivers' licences and passports.

In order to more effectively record the votes and give effect to the intentions of shareholders, voting on all resolutions will be conducted by way of a poll.

Electronic participation

Shareholders or their proxies may participate in the meeting electronically. Shareholders or their proxies who wish to participate in the AGM electronically will be required to advise the Company thereof by no later than 15h00 on Monday, 15 July 2024, by submitting, by email to the company secretary at ananda@exemplarreit.co.za, relevant contact details including an email address, cellular number and landline, as well as full details of the shareholder's title to the shares issued by the Company together with proof of identity, in the form of copies of identity documents and share certificates (in the case of certificated shareholders), and written confirmation from the shareholder's CSDP (in the case of dematerialised shareholders) confirming the shareholder's title to the dematerialised shares. Upon receipt of the required information, the shareholder concerned will be provided with a unique link and instructions to access the AGM electronically.

Shareholders who wish to participate in the AGM electronically must note that they will not be able to vote during the AGM. Such shareholders, should they wish to have their vote counted at the AGM, must, to the extent applicable (i) complete the form of proxy; or (ii) contact their CSDP or broker, as set out above.

ANANDA BOOYSEN
Company secretary

FORM OF PROXY

EXEMPLAR

Exemplar REITail Limited
(Incorporated in the Republic of South Africa)

(FOR USE BY CERTIFICATED AND OWN-NAME DEMATERIALISED SHAREHOLDERS ONLY)

Registration number: 2018/022591/06
Approved as a REIT by the JSE
JSE share code: EXP
ISIN: ZAE000257549
LEI: 3789000558287E37F130
('Exemplar' or the 'Company')

For use by shareholders of the Company holding certificated shares and/or dematerialised shareholders who have selected "own name" registration, at the AGM of the Company to be held at the Company's registered office, 204 Von Willich Avenue, Clubview, Centurion, on Tuesday, 16 July 2024 at 15h00 (or at any postponement or adjournment thereof).

Not for use by dematerialised shareholders who have not selected "own name" registration. Such shareholders must contact their CSDP or broker timeously if they wish to attend and vote at the AGM 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 instructions should they not wish to attend the AGM in order for the CSDP or broker to vote in accordance with their instructions at the AGM.

I/We ______________________________ (names in block letters)

of ______________________________ (address in block letters)

being the holder/s of ____________________ shares in the Company, do hereby appoint:

____________________ of ____________________ or failing him/her,

____________________ of ____________________ or failing him/her,

the chair of the AGM,

as my/our proxy to attend and speak and to vote for me/us and on my/our behalf at the AGM and at any adjournment or postponement thereof, for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed at the AGM, and to vote on the resolutions in respect of the ordinary shares registered in my/our name(s), in the following manner:

RESOLUTIONS	*FOR	*AGAINST	*ABSTAIN
ORDINARY RESOLUTIONS			
Ordinary resolution 1: Re-election of directors retiring by rotation:			
1.1 Jason McCormick			
1.2 Elias P Maponya			
1.3 Nonyameko Mandindi			
Ordinary resolution 2: Re-appointment of external auditor			
Ordinary resolution 3: Re-appointment of members of the Audit and Risk Committee:			
3.1 Peter J Katzenellenbogen			
3.2 Frank M Berkeley			
3.3 Elias P Maponya			
Ordinary resolution 4: General authority to issue shares for cash			
Ordinary resolution 5: Amendment to the 2022 share incentive scheme			
5.1 deletion of "business rescue" in clause 7.6			
5.2 insertion of a new clause 8.9			
5.3 insertion of a new clause 9.2A			
Ordinary resolution 6: Amendment to the 2018 share purchase plan			
Ordinary resolution 7: Authorisation to sign documents			
NON-BINDING ADVISORY RESOLUTIONS			
Non-binding advisory resolution 1: Approval of remuneration policy			
Non-binding advisory resolution 2: Approval of remuneration implementation report			
SPECIAL RESOLUTIONS			
Special resolution 1: Approval of fees payable to non-executive directors			
Special resolution 2: General authority to repurchase shares			
Special resolution 3: Financial assistance in terms of section 45 of the Companies Act			
Special resolution 4: Financial assistance in terms of section 44 of the Companies Act			

** One vote per share held by shareholders, recorded in the register on the record date.*

Signed at: ______________________________ on ________________ 2024

Full name(s) and capacity: ______________________________

Signature: ______________________________

Assisted by (where applicable): ______________________________

Please read the notes to the form of proxy on the reverse side hereof.

NOTES TO THE FORM OF PROXY

1. Shareholders that are certificated shareholders or "own name" dematerialised shareholders entitled to attend and vote at the AGM may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space(s) provided, with or without deleting "the chair of the AGM", but any such deletion must be initialled by the shareholder(s). Such proxy(ies) may participate in, speak and vote at the AGM in the place of that shareholder at the AGM. The person whose name stands first on the form of proxy and who is present at the meeting will be entitled to act as proxy to the exclusion of those whose names follow. If no proxy is named on a lodged form of proxy, the chair shall be deemed to be the proxy.
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. If duly authorised, companies and other corporate bodies who are shareholders of the Company having shares registered in their own name may, instead of completing this form of proxy, appoint a representative to represent them and exercise all of their rights at the meeting by giving written notice of the appointment of that representative. This notice will not be effective at the AGM unless it is accompanied by a duly certified copy of the resolution or other authority in terms of which that representative is appointed and is received at Computershare Investor Services Proprietary Limited, at Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, or emailed to proxy@computershare.co.za, by 15h00 on Monday, 15 July 2024.
4. A shareholder's instructions to the proxy must be indicated by means of a tick or a cross in the appropriate box provided. Failure to comply with the above will be deemed to authorise the proxy to vote or to abstain from voting at the AGM as he/she deems fit in respect of all the shareholder's votes exercisable thereat relating to the resolutions proposed in this form of proxy.
5. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the AGM and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so.
6. A shareholder may revoke the proxy appointment by cancelling it in writing, or making a later inconsistent appointment of a proxy, and delivering a copy of the revocation instrument to the proxy, and to the Company. 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.
7. The chair of the AGM may reject or accept any form of proxy which is completed and/or received other than in compliance with these notes.
8. Any alteration to this form of proxy, other than a deletion of alternatives, must be initialled by the signatory/ies.
9. 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 the Company or the transfer secretaries or waived by the chair of the AGM.
10. Where there are joint registered holders of any shares, the vote of the first joint holder who tenders a vote, as determined by the order in which the names stand in the register of shareholders, will be accepted and only that holder whose name appears first in the register in respect of such shares needs to sign this form of proxy.
11. This form of proxy may be used at any adjournment or postponement of the AGM, including any postponement due to a lack of quorum, unless withdrawn by the shareholder.
12. The aforegoing notes contain a summary of the relevant provisions of section 58 of the Companies Act.

Forms of proxy should be lodged at, posted, faxed or emailed to the transfer secretaries, Computershare Investor Services Proprietary Limited:

to be received, for administrative purposes, by 15h00 on Monday, 15 July 2024.

Alternatively, the form of proxy may be handed to the chair of the AGM or the transfer secretaries prior to the commencement of the AGM or prior to voting on any resolution proposed at the AGM.

HAND DELIVERIES TO:
Rosebank Towers
15 Biermann Avenue
Rosebank
2196
South Africa

POSTAL DELIVERIES TO:
Computershare Investor Services Proprietary Limited
Private Bag X9000
Saxonwold
2132
South Africa

FAX TO: F +27 11 688 5238
EMAIL TO: Proxy@Computershare.co.za

ACRONYMS AND DEFINITIONS

AFS	Annual financial statements
AGM	Annual general meeting
Audit and Risk Committee	The audit and risk committee of the Company being a committee of the Exemplar board
B-BBEE	Broad-based black economic empowerment
board	The board of directors of Exemplar
CAGR	Compound annual growth rate
CEO	Chief executive officer
CFO	Chief financial officer
Companies Act	Companies Act, No 71 of 2008
CPS	Cents per share
CSDP	Central Securities Depository Participant
CSI	Corporate social investment
DPS	Distribution per share
EPS	Earnings per share
ESG	Environmental, social and governance
Exemplar or the Company	Exemplar REITail Limited
FY2021	Financial year ended 28 February 2021
FY2022	Financial year ended 28 February 2022
FY2023	Financial year ending 28 February 2023
FY2024	Financial year ending 29 February 2024
FY2025	Financial year ending 28 February 2025
GLA	Gross lettable area
Group	Exemplar and its subsidiaries
IAR	Integrated annual report
IFRS Accounting Standards	IFRS® Accounting Standards as issued by the International Accounting Standards Board (IFRS Accounting Standards)
International <IR> Framework	The International Integrated Reporting Framework of the International Integrated Reporting Council
JIBAR	Johannesburg Interbank Acceptance Rate
JSE	JSE Limited
JSE Listings Requirements	JSE Limited Listings Requirements
King IV	King IV Report on Corporate Governance™ for South Africa, 2016
LTI	Long-term incentive
LTV	Loan-to-value ratio
MPD	McCormick Property Development (Pty) Ltd
NAV	Net asset value
NPI	Net property income
PV	Photovoltaic
REIT	Real estate investment trust
Remco or Remuneration Committee	The remuneration committee of the Company being a committee of the Exemplar board
SENS	Stock Exchange News Service of the JSE
Social and Ethics Committee	The social and ethics committee, being a committee of the Exemplar board

CORPORATE INFORMATION

REGISTERED OFFICE AND BUSINESS ADDRESS
204 Von Willich Avenue
Clubview
Centurion
0157
+27 12 660 3020
info@exemplarreit.co.za

COMPANY SECRETARY
Ananda Booysen BA(Hons) LLB LLM
+27 12 660 3020
ananda@exemplarreit.co.za

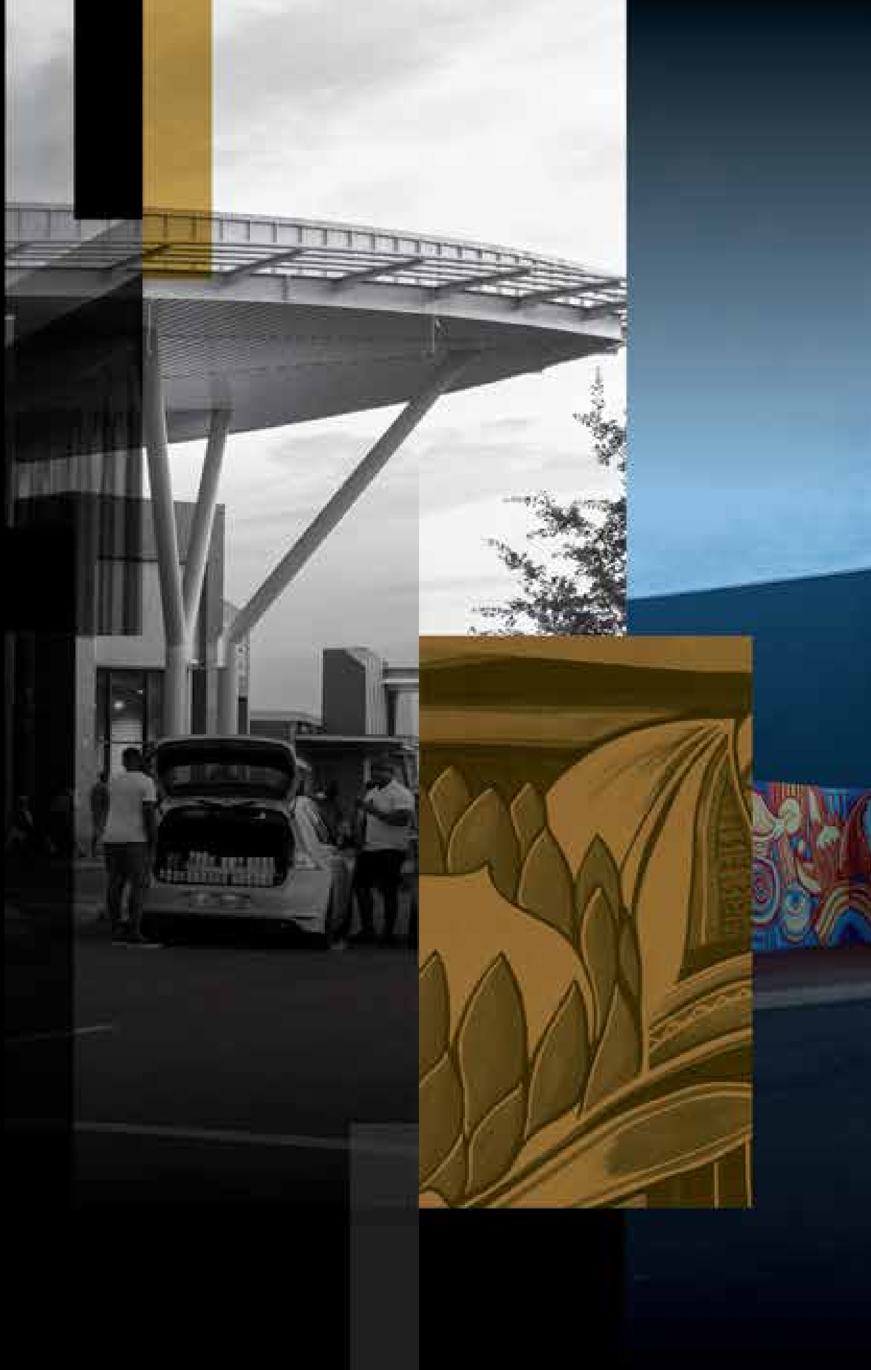
TRANSFER SECRETARIES
Computershare Investor Services Proprietary Limited
Rosebank Towers, 15 Biermann Avenue
Rosebank, Johannesburg, 2196
Private Bag X9000, Saxonwold, 2132
+27 11 370 5000

CORPORATE ADVISOR AND SPONSOR
Java Capital
6th Floor, 1 Park Lane, Wierda Valley
Sandton, 2196
+27 11 722 3050

AUDITOR
BDO South Africa Incorporated
Wanderers Office Park, 52 Corlett Drive
Illovo, 2196
+27 11 488 1700

Exemplar REITail Limited
(Incorporated in the Republic of South Africa)

Registration number: 2018/022591/06
Approved as a REIT by the JSE
JSE share code: EXP
ISIN: ZAE000257549
LEI: 3789000558287E37F130



EXEMPLAR

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EXEMPLAR REITAIL LIMITED
204 Von Willich Avenue
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012 660 3020
info@exemplarREIT.co.za

EXEMPLAR

www.exemplarREIT.co.za

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