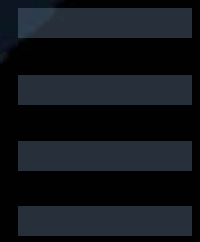




EXEMPLAR



INTEGRATED ANNUAL REPORT  
for the year ended 28 February 2025



*Mbhashe LG Mall is the  
third retail development  
developed by Exemplar,  
following KwaBhaca  
Mall and Bizana Walk,  
in the Eastern Cape.*



MBHASHE LG MALL  
EASTERN CAPE



IBHASHI  
LG  
MALL



TSHAKHUMA MALL  
LIMPOPO



# INTEGRATED ANNUAL REPORT

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**TSHAKHUMA MALL**  
LIMPOPO



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# ABOUT EXEMPLAR



# 2025 HIGHLIGHTS

**FINAL DISTRIBUTION OF  
83,2 CENTS PER SHARE (CPS)**  
for the six months ended 28 February 2025,  
bringing the total distribution  
to **153,4 CPS**

Compound annual growth rate (CAGR) in  
distributions since listing of **11.2%**

Net asset value (NAV) of **R16,69 PER SHARE**  
**AN INCREASE OF 13.2%**

Loan-to-value ratio (LTV) of  
**38.6%**

**58.5%** of total facilities  
hedged at an average all-in rate of  
**8.94%**

  
**FINANCIAL  
CAPITAL**

Acquisition of  
**EERSTE RIVIER MALL**  
WESTERN CAPE

Development of  
**MBHASHE LG MALL**  
DUTYWA, EASTERN CAPE

  
**MANUFACTURED  
CAPITAL**





## NATURAL CAPITAL

Increased investment in rooftop photovoltaic (PV) systems, increasing the portfolio's installed capacity to **31,21 MW<sub>DC</sub> from 24,22 MW<sub>DC</sub>**



## SOCIAL AND RELATIONSHIP CAPITAL



**R5,1 million**  
worth of contributions

ALEX MALL  
GAUTENG

# ABOUT THIS REPORT

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

## SCOPE AND BOUNDARY

This IAR focuses on the financial year ended 28 February 2025 (FY2025 or period under review). It encompasses information about Exemplar's governance and business practices and how those contribute to value creation for all stakeholders.

Specific details about acquisitions, investments in subsidiaries, joint ventures and jointly controlled assets can be found in the Group & Company financial statements (AFS) from page 76.

## ASSURANCE AND REPORTING PRINCIPLES

The requirements of the King IV Report on Corporate Governance™ for South Africa, 2016 (King IV)<sup>1</sup>, 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 72.

## MATERIALITY

Exemplar's FY2025 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 determine the information included in this report, prioritising opportunities, risks, and challenges that could affect the Company's ability to create and sustain value for all stakeholders. These material matters shape the Company's strategy and business model, as well as those of its subsidiaries (the Group).

As part of the Group's business planning process, executive management identifies, evaluates, and prioritises material matters. Once approved by the board of directors, these matters are continuously reviewed to ensure Exemplar's strategic relevance in an evolving operating environment.

The Company remains focused on the development of township and rural retail assets while prioritising the ownership and management of same. In addition, acquisitions have become a key focus area.

The provision of sustainable and affordable rooftop solar alternatives, as well as water and waste utilities continue to be strategic priorities throughout the Exemplar portfolio.

## FORWARD-LOOKING STATEMENTS

This IAR includes 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.

**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](mailto:info@exemplarreit.co.za).

Previous reports are available at  
**Investor Relations - Exemplar**  
[exemplarreit.co.za](http://exemplarreit.co.za)

## 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 67), 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 FY2025.

## BOARD OF DIRECTORS

### EXECUTIVE DIRECTORS

**Jason McCormick**  
CEO

**Duncan A Church**  
CFO

**John McCormick**  
Executive director

### NON-EXECUTIVE DIRECTORS

**Frank M Berkeley**  
Chair

**Peter J Katzenellenbogen**  
Lead independent director

**Nonyameko Mandindi**  
Independent  
non-executive director

**Elias P Maponya**  
Independent  
non-executive director

**Gregory VC Azzopardi**  
Independent  
non-executive director

## HOW TO NAVIGATE THIS REPORT



FINANCIAL CAPITAL



HUMAN CAPITAL



SOCIAL AND RELATIONSHIP CAPITAL



INTELLECTUAL CAPITAL



MANUFACTURED CAPITAL



NATURAL CAPITAL

# WHO WE ARE

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

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

A commitment to sustainable rental levels, efficient operational cost management, and viable development models assists in delivering distribution growth.

The Company was listed as a real estate investment trust (REIT) on the JSE in June 2018.

Exemplar is the only listed fund in the country exclusively focused on creating retail opportunities in the township and rural retail space.

## PURPOSE

To provide sustainable, convenient and essential retail opportunities to previously under-served areas.

## VISION

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

## MISSION

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

## OWN FOR THE LONG-TERM

Exemplar focuses on long-term asset ownership, leveraging its strategic relationship with McCormick Property Development (Pty) Ltd (MPD) to acquire assets that align with its portfolio through arm's length transactions.

## 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.

*Exemplar provides sustainable retail essentials to local communities, creating a positive socio-economic impact.*

## INTERNALLY MANAGED

An inherent knowledge and understanding of its operating markets, coupled with an integral understanding of its asset base from greenfield development stage ensures Exemplar has an unparalleled understanding of its portfolio within the market sector.

## SELL

Developments and acquisitions are not done with a view to sell; however, recycling of capital is seen as an important 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.



## 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 Exemplar's approach to property development and offers a pipeline of quality development opportunities.



### 02 OWNERSHIP

We own a portfolio of 27 assets spanning 438 996sqm across six provinces (Gauteng, Mpumalanga, Limpopo, Eastern Cape, Western Cape and KwaZulu-Natal).



### 03 HANDS-ON MANAGEMENT

With an additional 242 940sqm under asset management, the Exemplar team provides unsurpassed service and experience for key stakeholders, including its co-owners, tenants and community members.



### 04 TEAM

The Exemplar team has been involved with the majority of its assets from pre-development stage. The resultant knowledge, per asset, assists with optimal asset management and development.



### 05 LEASING

Identifying optimal tenant layout and mix is a key strategic priority for the Group.

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



### 06 SOLAR PV AND UTILITIES

Extensive investment in solar PV and in-house utilities management has decreased the reliance on municipal services and increased the self-sufficiency of the portfolio.



### 07 CHANGE FOR GOOD

Our goal is to uplift and upskill our communities by driving positive #changeforgood at an asset level.



PHOLA MALL  
MPUMALANGA

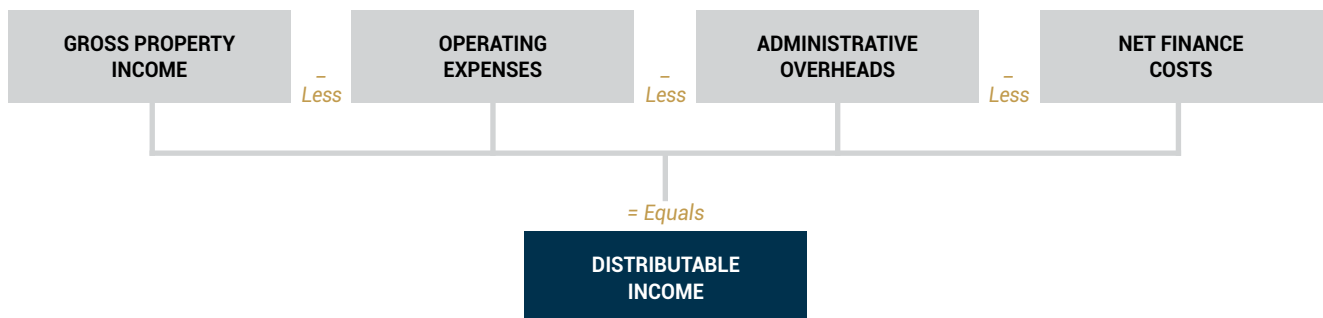
# INVESTMENT CASE AND MARKET POSITIONING

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

The Company views property investment as a long-term venture that fosters real and sustainable value creation. All strategic and investment decisions are made with a balanced consideration of short-, medium-, and long-term objectives to ensure sustained growth.

Exemplar aims to distribute 100% of its distributable income, ensuring it closely aligns with cash generated from operations.

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



Exemplar provides a stable investment opportunity with 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 allows 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 85.60% of the portfolio being A-rated tenants.

The Exemplar team possesses deep institutional knowledge of the portfolio and the markets in which we operate. This, combined with a community-centric management approach, enables us to take a hands-on role in managing our assets while prioritising long-term sustainability.

Conservative asset development, undersizing assets relative to market demand and adopting a phased approach to

expansion and redevelopment, has allowed us to navigate economic downturns more effectively while maintaining sustainable rental levels.

Our strong relationships with tenants – most of whom trade at healthy rent-to-turnover and occupancy cost ratios – along with a portfolio that is not over-rented, ensure our resilience within our market niche. With these fundamentals in place, we are well-positioned to deliver 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.



Our well-positioned and well-managed business has culminated in an exceptional set of results.

The LTV is 38.6%, 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 other REITs have shied away from – pay dividends equivalent to distributable income.

The FY2025 distribution totals 153,4 cps. We expect distributions 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
- Group & Company culture
- In-house property and asset management team
- Ability to adapt and innovate
- Strategic relationship with MPD

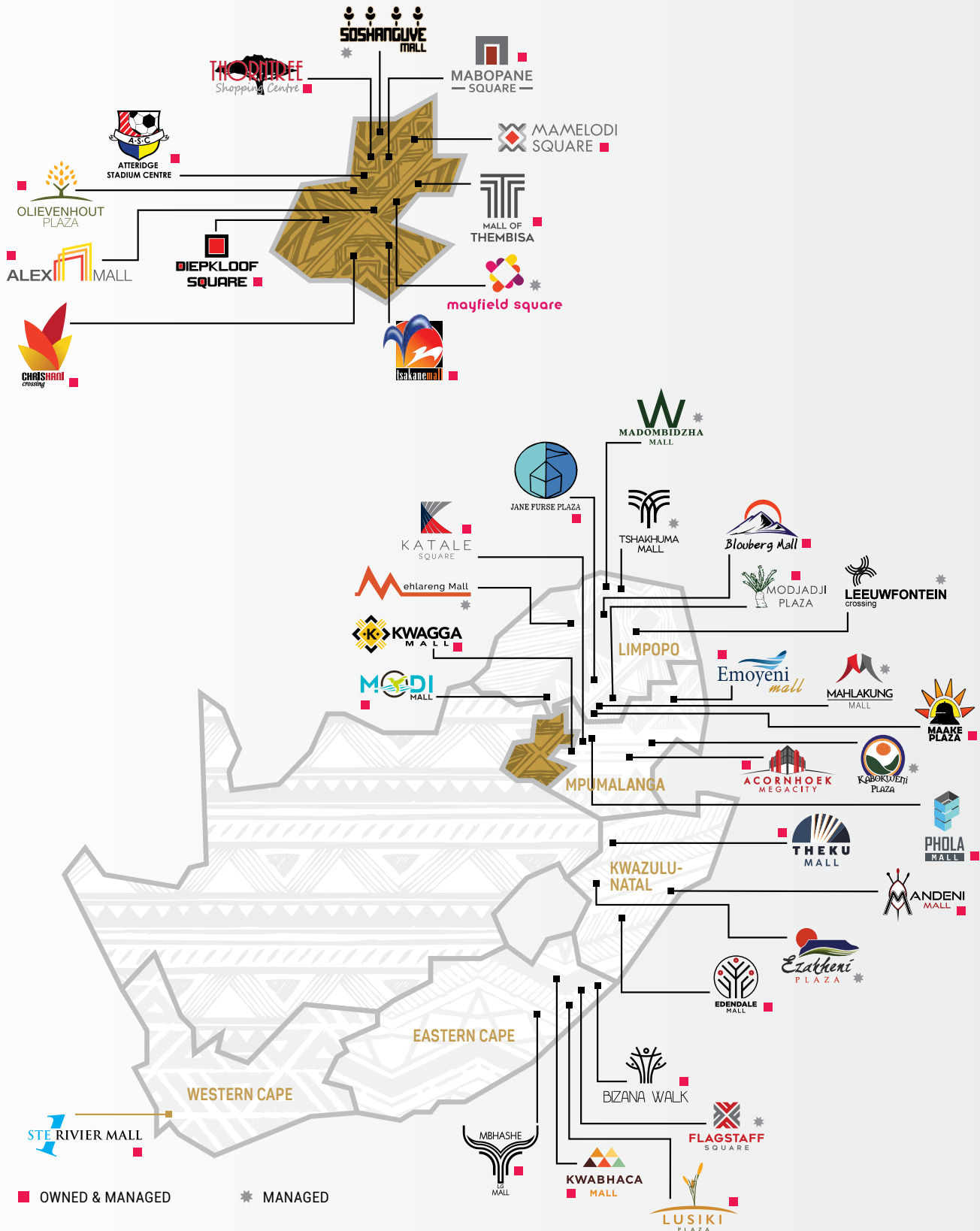
### VALUE-CREATING BUSINESS ACTIVITIES

- 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

MBHASHE LG MALL  
EASTERN CAPE

# INVESTMENT PORTFOLIO

The Exemplar portfolio has a footprint across six provinces, encompassing 438 996sqm of owned assets and an additional 242 940sqm under management.





## OWNED & MANAGED

### GAUTENG

#### Alex Mall

29 136sqm  
Alexandra  
Economic interest 100%

#### Atteridge Stadium Centre

4 797sqm  
Atteridgeville  
Economic interest 100%

#### Chris Hani Crossing

40 739sqm  
Vosloorus  
Economic interest 50%

#### Diepkloof Square

15 416sqm  
Soweto  
Economic interest 100%

#### Mabopane Square

10 398sqm  
Mabopane  
Economic interest 100%

#### Mall of Thembisa

44 556sqm  
Thembisa  
Economic interest 100%

#### Mamelodi Square

16 441sqm  
Mamelodi  
Economic interest 50%

#### Olievenhout Plaza

16 314sqm  
Olievenhoutbosch  
Economic interest 100%

### Thorntree Shopping Centre

15 620sqm  
Soshanguve  
Economic interest 100%

### Tsakane Mall

32 073sqm  
East Rand  
Economic interest 50%

### LIMPOPO

#### Blouberg Mall

13 333sqm  
Bochum  
Economic interest 100%

#### Jane Furse Plaza

18 904sqm  
Jane Furse  
Economic interest 29.83%

#### Maake Plaza

14 394sqm  
Tzaneen  
Economic interest 30%

#### Modi Mall

22 810sqm  
Modimolle  
Economic interest 100%

#### Modjadji Plaza

9 769sqm  
Ga-Kgapane  
Economic interest 70%

### MPUMALANGA

#### Acornhoek Megacity

25 201sqm  
Bushbuckridge  
Economic interest 43.98%

#### Emoyeni Mall

23 427sqm  
Emoyeni  
Economic interest 100%

#### Katale Square

8 734sqm  
Marapyane  
Economic interest 100%

#### Kwagga Mall

34 447sqm  
Kwaggafontein  
Economic interest 43.51%

#### Phola Mall

27 694sqm  
KwaMhlanga  
Economic interest 53%

### KWAZULU-NATAL

#### Edendale Mall

28 733sqm  
Pietermaritzburg  
Economic interest 100%

#### Mandeni Mall

11 881sqm  
Mandeni  
Economic interest 50%

#### Theku Mall

22 703sqm  
Newcastle  
Economic interest 82.5%

### EASTERN CAPE

#### Bizana Walk

6 879sqm  
Bizana  
Economic interest 60%

#### KwaBhaca Mall

18 922sqm  
KwaBhaca  
Economic interest 60%

#### Lusiki Plaza

13 597sqm  
Lusikisiki  
Economic interest 100%

#### Mbhashe LG Mall

*opened March 2025*  
19 651sqm  
Dutywa  
Economic interest 60%

### WESTERN CAPE

#### Eerste Rivier Mall

Eersterivier  
16 552sqm  
Economic interest 100%

## MANAGED

### GAUTENG

#### Soshanguve Value Centre

7 491sqm  
Soshanguve

#### Mayfield Square

23 804sqm  
Daveyton

### LIMPOPO

#### Leeuwfontein Crossing

*opened May 2025*  
9 003sqm  
Leeuwfontein

#### Madombidzha Mall

9 353sqm  
Madombidzha

#### Mahlakung Mall

10 410sqm  
Metz

#### Mehlareng Mall

9 706sqm  
Mehlareng

#### Tshakhuma Mall

11 288sqm  
Tshakhuma

### MPUMALANGA

#### Kaboweni Plaza

14 567sqm  
Kabokweni

### KWAZULU-NATAL

#### Ezakheni Plaza

12 250sqm  
Ladysmith

### EASTERN CAPE

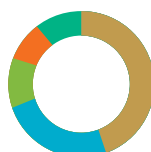
#### Flagstaff Square

10 943sqm  
Flagstaff

The full portfolio under management consists of 38 retail properties, averaging 17 946sqm in size, with individual assets ranging from 4 796sqm to 44 556sqm.

At the reporting date, the fair value of Exemplar's portfolio of investment properties was R10,092 billion.

## TENANTS BY GEOGRAPHIC SEGMENT % GLA




Gauteng: 41.20%  
Mpumalanga: 19.57%  
KwaZulu-Natal: 14.42%  
Eastern & Western Cape: 12.74%  
Limpopo: 12.07%

## TENANTS BY GEOGRAPHIC SEGMENT % REVENUE




Gauteng: 47.46%  
Mpumalanga: 16.76%  
Limpopo: 13.00%  
KwaZulu-Natal: 12.74%  
Eastern & Western Cape: 10.04%

 **9.4% increase**  
in rental and recovery income before  
operating lease equalisation

Weighted average investment property  
capitalisation rate of  
**9.12%**

Fair value of Exemplar's portion of  
investment properties:

**R10,092 billion**

 Weighted average basic rental of  
**R170,01 per sqm**



## CASE STUDY THEKU – FROM PLAZA TO MALL

**The transformation from Theku Plaza to Theku Mall was completed in October 2024.**

Located in Osisweni, Newcastle, in KwaZulu-Natal, work began on the redevelopment of Theku Plaza into an enclosed Mall in early 2024.

The original 14 807sqm Plaza was opened in 2013 and anchored by Shoprite. The Plaza was a single-level strip mall with limited fashion and health options in the tenant mix. Severely damaged in the July 2021 riots, it was completely rebuilt and fully trading again by December of that same year.

Rebuilt to its original size, retail demand continued to surge and a decision was taken to enclose the centre, bring in an additional grocery anchor of 4 200sqm, and increase the total GLA to 22 703sqm.

Theku Mall now boasts an impressive grocery component of 8 850sqm, approximately 39% of the overall development, with SuperSpar being added as an additional anchor to Shoprite and Roots.

The updated tenant mix presents the first real fashion lineup in the area, with over 90% of the tenants comprising national brands, including the Mr Price Group, TFG, Studio 88, and Pepkor Holdings with Truworths and Identity set to trade in FY2026.

Originally developed by MPD, the Plaza was included in the Exemplar portfolio when it listed in June 2018. The Company owns 82.5% of the centre and managed the full redevelopment.

## TENANT GRADING

### CATEGORY A 85.60%



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, Boxer, 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 3.00%



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, Nizams, Delicious Fish & Chips and Pedros.

### CATEGORY C 11.40%



This category consists of local tenants and sole proprietors such as doctors, pharmacists and hair salons.

## LEASE EXPIRY PROFILE

|                | By GLA (%) | By revenue (%) |
|----------------|------------|----------------|
| Vacant         | 3.03       | n/a            |
| Monthly        | 1.68       | 1.01           |
| FY2026         | 23.85      | 25.18          |
| FY2027         | 14.12      | 15.76          |
| FY2028         | 23.86      | 25.67          |
| FY2029         | 14.33      | 14.10          |
| FY2030 onwards | 19.13      | 18.28          |

# CHAIR'S REPORT

*It is with a sense of great privilege that I write this report as chair of Exemplar REITail for the financial year ended February 2025. Once again, the Exemplar team has exceeded expectations and, indeed has excelled in producing financial results that stand out from our peers in the industry.*

I was thinking about the reasons for this very commendable performance and I believe it can be attributed to two things – strategy and culture. The strategy that was decided upon prior to listing in 2018 has been our compass for the last seven years and has largely been adhered to with regular reviews and adjustments to cater for changed circumstances, and our continual update of our view of the future. The determination and implementation of an appropriate strategic plan is probably more important in the property industry than in any other industry because it is so incredibly difficult to change course due to the immovable nature of our assets that are constructed or acquired for the long term. Because we cannot apply our assets to produce a different product or move our product to a different market, we have to get it right first time, which in the economic and political environment in which we operate in South Africa is a major challenge for the participants in the property industry. The one thing of which we can be absolutely certain is that we won't always get it right. To be successful, however, we have to get it right a lot more often than we get it wrong, and thus far we believe Exemplar has succeeded in achieving that goal.

The formulation of an appropriate strategy requires a combination of understanding the present, guessing the future and knowing your industry and business intimately. What is just as, or even more difficult in achieving success is implementing your chosen strategy effectively and economically.

I have concluded that in today's world there are no trade secrets that can be protected over the medium to long term and exploited by a company, because almost all information is freely available to everyone as a result of the internet, increasingly powerful search engines and the advent of artificial intelligence. The most obvious example of this is the financial services industry, where all products are essentially the same across all banks and the only distinguishing factors are costs and service levels. In the industry our knowledge of local markets and the ability

to create quality, well-located assets and manage them effectively does give us the ability to distinguish ourselves from our competitors to some degree.

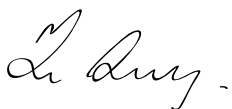
The only factor that can give a company a sustained competitive advantage over the medium to long term is the culture that has been created, nurtured and protected within that company. Almost everything else can be replicated, but a good culture takes years to create and must be continually cherished and reinforced because ultimately your culture is your only distinguishing factor. It is in this area that I believe Exemplar has really excelled and our culture has allowed us to implement our strategy so successfully. It is a culture of collaboration, humility, embracing and managing risk, suppressing egos to find the best solution, celebrating excellence and demanding top performance while at the same time caring for each other and helping one another to succeed. In everything we do, we strive to be values-driven and the benefits of this approach continue to bear fruit after seven years of being a listed company.

In Jason's CEO report, he details in his inimitable style his perspective on the last year, the growth in assets, the benefits of the new head office (I knew the team could build top quality shopping centres, but did not appreciate that they had the talent to create such a spectacular and efficient office building), the amazing people in Exemplar and his view of the future.

In Duncan's CFO report, he summarises the financial performance of the Company, which makes for very impressive reading and an outstanding record since listing in 2018, notwithstanding the negative impact of COVID-19, and the punitively high real interest rates that South Africa is still experiencing.

I would like to thank the board of directors for their support, enthusiasm and wisdom; the executive for their outstanding leadership, commitment and sheer hard work; and all of the people in our Company for the skill and dedication that they have displayed and which has been instrumental in our success. I would also like to pay tribute to John McCormick, who is the founder of this business and epitomises the culture that has been created in Exemplar. Although John celebrated his eightieth birthday in 2024 he is still very active in Exemplar and remains an inspiration to us all with his incredible drive, energy, intellect, knowledge, wisdom and compassion – an icon in the industry and a true role model for us all.





**FRANK M BERKELEY**  
Chair



# CEO'S REPORT

*I have been looking forward to writing this year's CEO report, highlighting another phenomenal set of results from Exemplar, framed within the far more positive economic environment that South Africa found itself in at the end of our FY2025.*

The strength of Exemplar's business is highlighted by another year of double-digit growth in distributions, showing a 10.4% growth over the prior period. This statistic is made all the more remarkable when one considers that the full effect of the falling interest rates is yet to show in our numbers.

That "Trumponomics" has since turned the world upside down is another story altogether. Whilst there is no doubt that the fallout will have negative repercussions for our local market, the Exemplar portfolio has shown its resilience through all the "black swan events" of the past five years – a fact highlighted by the 11.2% CAGR of Exemplar's dividend distributions since listing, through both COVID-19, the "July Riots" and the highest interest rates in 16 years.

From our side, we remain focused on those things that we can control and continue to do all in our power to maintain this positive trend through whatever the future may hold.



## FY2025 IN REVIEW

Following the peaceful elections in 2024, the positivity was compounded by the political maturity shown during the formation of the GNU, with the hopes of greater transparency and accountability in the public sector, significantly boosting domestic confidence.

Loadshedding miraculously disappeared from the country before the elections and, contrary to popular belief, the lights stayed on well beyond the elections themselves. The effect of this factor alone boosted the confidence of retailers, and we saw a significant uptake in our leasing activity – specifically for greenfield developments, demand for which had previously contracted in lockstep with our electricity supply.

Corporate confidence was further boosted as interest rates started to fall from the highest levels since Exemplar listed. From the very first cut, confidence was breathed back into the market, and we saw retailers' trade figures stabilise and improve.

Exemplar's retailers showed inflation-beating growth across all categories, boding well for our collective future with an average like-for-like turnover increase of 7.16% across the portfolio. In terms of specific categories, Grocers showed an admirable, 6.94% increase, with fashion increasing 6.14% and Fast Food – a bellwether for discretionary spend – rising an impressive 12.94%. The interest rate cut was a relief for the Exemplar business too, having been especially affected by the high rates due to its unhedged position over a portion of the previous period. With the improving rates, Exemplar closed out a new series of hedges and I'm pleased to report that Exemplar is now the most hedged in its history – with 58.5% of our book hedged at an average all-in rate of 8.94%, with these hedges expiring between July and December 2027.

Including the hedges, Exemplar's weighted average cost of debt is 9.06% at the time of writing.

Personally, the big news from the year was the expansion of Exemplar's balance sheet being very much in line with what we outlined during our investor roadshow at the end of FY2023 – despite not having raised any new equity capital following that roadshow.

R1,56 billion was added to Exemplar's balance sheet over the year, breaking through the R10 billion milestone to end the year at R10,5 billion. This was caused by a mix of positive property valuations, the addition of a further 31 027sqm to the portfolio through in-house development and Exemplar's maiden acquisition of a third-party-developed asset, the 16 522sqm Eerste Rivier Mall.

## NEW DEVELOPMENTS

The year saw Exemplar ramp up developments within the REIT with three developments of note – Exemplar's new head office, the expansion of Theku Plaza and the development of Mbhashe LG Mall which launched successfully in March, just post year-end.

### NEW HEAD OFFICE

Exemplar moved into its stunning new head office in May 2024, which from the outset, has been an incredible change for our people. The impact on staff morale has been significant with a palpable increase in energy throughout the office that has shown no signs of letting up since.

The architect succeeded in implementing the brief of creating a modern, functional office space that would pay homage to our heritage head office – the thatched "farmhouse" enveloped within a dense green urban forest had been our commercial home for the past four decades.

To recreate the "urban forest", we planted over 200 indigenous trees, over 7 275 indigenous plants, 9 000sqm of indigenous lawns and over 18 000sqm of indigenous "veld grass" which created the ecological footprint within which the new head office now finds itself.

With a further brief of "bringing the green inside," we maximised the natural light and green spaces within the office, providing a bright, airy and oxygen-rich environment in which to work. Beyond the pure working environment, substantial effort was expended on the social spaces within the office. It has been gratifying seeing how the staff have embraced these areas, with these spaces now filled with staff having the collaborative "watercooler conversations," during breaks that help drive innovation, taking the Company forward to greater heights.

Beyond the improved working environment, we finally have space for the additional staff that we needed to bring on board to help service our expanded (and continuously expanding) portfolio. Whilst the effect of this can be seen in the higher head office and staff costs, I have no doubt this will be more than offset by the increased capacity that the additional headcount has provided.

As the asset is for self-use, it is carried at fair value in the balance sheet.

## THEKU PLAZA REDEVELOPMENT

The expansion and rebranding of Theku Plaza into Theku Mall has been a roaring success. Historically housing one of the strongest-trading Shoprites within the portfolio, the addition of a powerful 4 200sqm SuperSpar to Theku has completely transformed the asset, with anchor trade increasing 102.5% (off an already high base) since opening.

With an average of 720 000 shoppers per month, the asset continues to trade incredibly well and is now undoubtedly one of the flagships of the Exemplar portfolio.

## MBHASHE LG MALL

Opening in the month after our year end, Mbhashe LG Mall is a 19 651sqm fully-enclosed mall within the town of Dutywa in the Eastern Cape.

Dual anchored by Shoprite and Boxer, the mall houses the best tenant mix of any centre within the old Transkei (outside of Mthatha) with the full range of fashion, financial and fast-food stores. The asset is fully let and stands as a shining beacon of modern convenience adjacent to the CBD and promises to continue Exemplar's track record of strong trading developments within this rural province.

Mbhashe LG Mall is now the third asset to be developed by Exemplar within the Eastern Cape and, as it was not yet open and trading at year-end, is carried at cost in the Statement of Assets and Liabilities. I expect it to trade well and for this to be reflected in its valuation as a going concern over time.

## PURCHASE OF OUR FIRST THIRD-PARTY-DEVELOPED ASSET: EERSTE RIVIER MALL

Of particular excitement for me was the purchase of Eerste Rivier Mall – Exemplar's first-ever asset developed by someone other than MPD. Beyond signalling to the market that Exemplar is not simply a repository of McCormick developments, the upside potential of this asset is astounding.

Eerste Rivier Mall houses one of the strongest-trading Shoprites within the Western Cape Province, despite it having been neglected from both an asset and facilities management standpoint over the past decade. With a mishmash tenant mix and in desperate need of the most basic maintenance regimes (never mind a full refurbishment) the centre still trades exceptionally well, with its Shoprite's trade smashing our own records to be the highest-trading anchor within the Exemplar portfolio this past December.

Purchased at an attractive forward yield of 10%, the purchase price was all the more attractive when considering the interest in, and demand for, Western Cape assets.

With a rental through rate of only R170/sqm and significant additional development bulk available on the site, it promises some weighty upside as we apply our management and development expertise to the asset to extract further value in the years to come.

## FURTHER PURCHASES OF THIRD-PARTY ASSETS

At the time of writing, Exemplar is in the final stages of concluding the purchase of four additional third-party retail assets servicing township and rural markets. Three of these are operational malls, with one holding significant expansion potential, and one a greenfield development site.

As these purchases are yet to be unconditional, I defer any further discussion on these until such time as they are finalised.

## EFFECT OF DEVELOPMENT AND ACQUISITIONS ON OUR LTV

Given the significant momentum in our development and acquisition activity, and that all this activity has been debt funded, it is pleasing to report that our LTV has only increased marginally to 38.6% – a very comfortable place to be, given the current uncertainty in the global economy.

Given our higher levels of hedging, coupled with where we find ourselves in the interest rate cycle, we remain confident that we are conservatively geared at these levels with sufficient headroom to comfortably debt fund the four further third-party retail assets mentioned above.

## EXPANDED MANAGEMENT PORTFOLIO

Exemplar's management portfolio has been boosted beyond its own assets with the addition of a further two new retail developments taken under its management wing over the past year. Developed and owned by MPD, both Mehlareng and Madombidzha Malls are now managed by Exemplar and fit neatly into its Limpopo management region. These additions took the total assets under management to 38 at the time of reporting, with that number expected to rise to exceed 40 in the near future, driving further scale efficiencies into the management business.



## OUR PEOPLE

As always, my thanks go out to our people who have put in another incredible performance over the past year, allowing us to table these phenomenal results.

Special mention needs to be made of the Project Development and Management teams who ensured that all our developments were delivered on time and on budget – through some of the wettest build periods that I can remember.

My thanks again to the board of directors who continue to provide sage guidance to the executive, ensuring that we are adequately aware of the “bigger picture” around us whilst we keep our eyes on the road.

## OUR FUTURE

Whilst the effect of Trump and his flip-flopping on policies and tariffs has yet to be fully understood, in respect of the factors that we can control, the future looks brighter today than it has at any time since our listing in 2018.

With interest rates having peaked, and Exemplar's debt extensively hedged, we expect the effect of interest rates to be more subdued than in the prior periods, providing the perfect springboard for further acquisitions and developments in the year to come.

With four new developments totaling 83 288sqm GLA now let and “shovel ready” (within the Exemplar and MPD development pipelines) and destined to enter the Exemplar management portfolio within the next 16 months, we are blessed to have the new head office to continually expand the business into. With Exemplar's staff all motivated by the positive upswing in the business, I can unequivocally say that the future is more than just bright, and that I expect our performance to be more than exemplary.

**Nkosi sikelel 'iAfrika**

**JASON MCCORMICK**  
Chief Executive Officer



**MAMELODI SQUARE**  
**GAUTENG**

# INVESTMENT AND GROWTH STRATEGY

## ACQUISITIONS AND DEVELOPMENTS

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

Of the 27 properties in our portfolio, only two were developed by Exemplar (KwaBhaca Mall and Bizana Walk in the Eastern Cape). The others were developed by and acquired from MPD, Exemplar's controlling shareholder, while Eerste Rivier Mall was acquired from an unrelated third party.

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.

Mbhashe LG Mall in the Eastern Cape was completed and opened in March 2025, whilst the expansion of Theku Plaza to Theku Mall in KwaZulu-Natal was completed in October 2024. The acquisition of Eerste Rivier Mall in the Western Cape was successfully concluded in November 2024.

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 also continue to invest, where possible, in the self-supply of water to minimise our exposure to unreliable municipal service delivery.

Refer to pages 40 to 43 of this IAR for the full sustainability report.





MALL OF THEM BISA  
GAUTENG

# BUSINESS MODEL

## INPUTS



### FINANCIAL CAPITAL

- Equity of R5,6 billion
- Total facilities of R4,3 billion
- Effective capital management and allocation



### HUMAN CAPITAL

- 129 permanent staff members employed by the Group
- Established skill set: combined experience of 906 years within the Group managing the portfolio
- A diverse, dynamic and multi-skilled team
- Collaborative, community-centric approach



### SOCIAL AND RELATIONSHIP CAPITAL

- Strategic partnership with MPD
- Ongoing investment and interaction within the communities in which our assets are based
- Diverse tenant profile
- Symbiotic tenant relationships



### INTELLECTUAL CAPITAL

- Active asset management
- Effective operations management and systems
- Ability to innovate and adapt



### MANUFACTURED CAPITAL

- Ownership of 27 developments with a total GLA of 438 996sqm
- Additional 242 940sqm under management
- Strategic acquisition opportunities
- Planned property upgrades and refurbishments
- Non-GLA income potential
- Total number of stores under management: 2 013



### 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

ACQUIRE AND DEVELOP

INTERNALLY MANAGED

SELL

For more information regarding our business activities, refer to pages 12 and 13.

*Exemplar's business model outlines how value is generated and sustained through the effective management of interconnected capital resources. The efficient use of these inputs in daily operations directly influences value creation and long-term preservation.*



## OUTPUTS

**A dedicated retail portfolio concentrated solely within the township and rural retail 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 shoppers
- Increases tenant/shopper interaction

## CAPITAL OUTCOMES



### FINANCIAL CAPITAL

- Net property income before fair value adjustments of R864,5 million
- Final distribution of 83,2 cps (full-year distribution of 153,4 cps)
- NAV per share of R16,69
- LTV of 38.6%
- Weighted average cost of borrowing 9.06%



### HUMAN CAPITAL

- Minimal staff turnover
- Group & Company culture
- Staff development and growth plans in place



### SOCIAL AND RELATIONSHIP CAPITAL

- Increased brand recognition
- Well respected in the industry
- Ongoing community development and investment initiatives



### INTELLECTUAL CAPITAL

- Creation, development and hosting of the Township Retail Investment Summit (TRIS), a thought leadership platform



### MANUFACTURED CAPITAL

- Fair value of Exemplar's portion of investment properties: R10,092 billion
- Development and opening of Mbhashe LG Mall in Eastern Cape
- Weighted average basic rental of R170,01/sqm/month
- Average anchor trading density of R5 132/sqm/month



### NATURAL CAPITAL

- Installed capacity of 31,21 MW<sub>DC</sub>
- Responsible waste management
- Exemplar Utilities (Pty) Ltd billing and meter reading optimisation
- Composting
- Sustainable water harvesting



## CASE STUDY



## TRIS, THE TOWNSHIP RETAIL INVESTMENT SUMMIT



**Exemplar and Nedbank Corporate and Investment Banking (CIB) Property Finance partnered for the third annual TRIS event which hosted 160 delegates at Alex Mall in October 2024.**

TRIS 2024 provided a platform for investors, developers, retailers, government, and community leaders to collaborate and unlock the potential of under-served areas, while exploring how strategic investments can reshape township economies by fostering entrepreneurship and stimulating sustainable economic growth.

A TRIS 2024 highlight was the Kasipreneur Competition, where township entrepreneurs pitched their ideas to industry experts. Winners, including Girl Boss Africa, Moko Originals and Afro Tribe Hair Studio, showcased the innovation within

township economies. The competition, a TRIS initiative, aims to spotlight and support emerging businesses in townships by providing them with a platform to gain visibility and connect with potential investors and partners.

The overall winner was Girl Boss Africa, a hair care and beauty brand that focuses on supporting, empowering and uplifting young girls between the ages of 16 and 28 through retail and employment. Their model affords girls the opportunity to sell Girl Boss Africa products while still working or studying.

As part of their TRIS prize package, Girl Boss Africa is expected to open a retail outlet in one of the assets in Exemplar's Gauteng portfolio in FY2026.



# 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 are proactive in our approach to creating stakeholder value.

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

Exemplar endeavours to exceed expectations at every level of stakeholder engagement.

|           |                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|-----------|----------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Sh</b> | <b>Shareholders</b>              | <p>We communicate with our shareholders through our IARs, results announcements, press releases and Stock Exchange News Service (SENS) announcements.</p> <p>Information is also provided via:</p> <p><b>w</b> <a href="http://www.exemplarREIT.co.za">www.exemplarREIT.co.za</a></p> <p><b>f</b> @ExemplarREITail</p> <p><b>x</b> @ERetail</p> <p><b>in</b> @ExemplarREITail</p>                                                                                                                                     |
| <b>Fi</b> | <b>Financiers</b>                | <p>Communication with our financiers predominantly takes place through one-on-one consultations.</p> <p>Information is also provided to our financiers through our IARs and results announcements.</p>                                                                                                                                                                                                                                                                                                                |
| <b>Ma</b> | <b>Media and analysts</b>        | Our engagement with the media and analysts is open and honest. We meet with the press and media representatives as and when required.                                                                                                                                                                                                                                                                                                                                                                                 |
| <b>Tn</b> | <b>Tenants</b>                   | We view tenant retention and the sourcing of new tenants as of paramount importance. This assists in creating optimum trading levels and customer satisfaction.                                                                                                                                                                                                                                                                                                                                                       |
| <b>Em</b> | <b>Employees</b>                 | <p>We endeavour to keep the ethos of the Company strong through solid communication and interaction at both head office and site-specific level.</p> <p>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 on-site staff and having an open-door policy.</p>                                                                             |
| <b>Sp</b> | <b>Suppliers and procurement</b> | 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.                                                                                                                                                                                                                                                                                      |
| <b>Co</b> | <b>Community</b>                 | <p>Communication channels are kept open at an asset level.</p> <p>Engagements with community structures and forums take place on a regular basis. We view relationships within the relevant community structures at municipal and government level as paramount.</p> <p>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 to facilitate donations and sponsorships.</p> |

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**KWAGGA MALL**  
**MPUMALANGA**



# BUSINESS REVIEW



# RISK MANAGEMENT

| RISK                                                                                                                                                                                                                                                                           | MITIGATION MEASURES                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>ONE</b><br>Depressed macro-economic conditions which adversely affect consumer spend and could place downward pressure on trading densities and lead to reduced rentals, higher tenant arrears, and vacancies                                                               | <ul style="list-style-type: none"> <li>Defensive, strategically located property portfolio managed by vastly experienced property management team</li> <li>Constant monitoring of the local trading environment and upgrading or expanding shopping centres on a proactive basis</li> <li>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</li> </ul>                                                                                                                                                                                                                                                                                                                                                   |
| <b>TWO</b><br>Sustained, elevated borrowing costs                                                                                                                                                                                                                              | <ul style="list-style-type: none"> <li>Well-managed and monitored strategy, involving hedging a portion of interest-bearing debt with appropriate derivatives when cost-effective</li> <li>Monitoring of international and local economic climate and aligning development and hedging strategy with views of future rate movements</li> <li>Maintain reasonable gearing levels</li> <li>Various derivatives entered into. R2.5 billion hedged at rate of 7.277% (3M JIBAR), maturing between July 2027 and December 2027</li> </ul>                                                                                                                                                                                                                                                                                                         |
| <b>THREE</b><br>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 the Company as well as tenants) | <ul style="list-style-type: none"> <li>Leases correctly structured to ensure maximum cost recovery</li> <li>Costs monitored against budgets on a monthly basis</li> <li>Monitoring of increases in municipal valuations and objecting to those increased valuations wherever possible</li> <li>Focus on operating efficiencies and general cost-saving initiatives</li> <li>Monitoring of expense recoveries from tenants and cost-to-income ratios</li> <li>Investigation and implementation of use of renewable energy sources</li> <li>Increasing provision of own electricity supply, sewer treatment and water provision plants</li> <li>Management focus on reducing costs of operations</li> <li>Emphasis on reducing utility usage by updating buildings and pursuing new designs, incorporating more efficient materials</li> </ul> |
| <b>FOUR</b><br>Increased retail space (and increased competition) making tenant retention more difficult and placing downward pressure on rentals                                                                                                                              | <ul style="list-style-type: none"> <li>Investment properties are strategically located</li> <li>Ensure property assets are well managed and destinations in communities they serve</li> <li>Constant monitoring of the local trading environment and upgrading or expanding shopping centres on a proactive basis</li> <li>Ensure optimal tenant-mix</li> <li>Multiple properties in portfolio reduces impact should one or two come under pressure</li> </ul>                                                                                                                                                                                                                                                                                                                                                                               |
| <b>FIVE</b><br>Strike action, protest and politically-motivated civil unrest                                                                                                                                                                                                   | <ul style="list-style-type: none"> <li>Efficient community conflict resolution measures are in place</li> <li>Maintain good relationships with local communities</li> <li>Proactive steps are taken to ensure that early warning systems are in place</li> <li>Ensure effective security service providers are in place</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |



| RISK                                                                                                                                                                                                                                                                       | MITIGATION MEASURES                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <div> <div>SIX</div> <div>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</div> </div>                          | <ul style="list-style-type: none"> <li>• Apply reasonable, market-related assumptions in investment property valuations</li> <li>• Maintain gearing levels at less than the 45% LTV imposed by the board (and well within the loan covenants of 50% LTV)</li> </ul>                                                                                                                                                                                                                                                                                                                                                                      |
| <div> <div>SEVEN</div> <div>Development risk</div> </div>                                                                                                                                                                                                                  | <ul style="list-style-type: none"> <li>• Exemplar controls finances</li> <li>• Minimum 70% let by GLA prior to construction commencing</li> <li>• Project managed by MPD</li> <li>• Using only experienced contractors</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                        |
| <div> <div>EIGHT</div> <div>Retention of key staff and succession planning</div> </div>                                                                                                                                                                                    | <ul style="list-style-type: none"> <li>• Remuneration strategy which encompasses performance incentives, including share schemes and bonus plan</li> <li>• Being cognisant of and improving employment conditions, which includes remuneration</li> <li>• Affording recognition to deserving employees</li> <li>• Focused approach to retention</li> <li>• In-depth exit interviews to understand root causes of lack of retention of key staff</li> <li>• Benchmarking of remuneration</li> <li>• Board discussions</li> <li>• Where possible, have an understudy</li> </ul>                                                            |
| <div> <div>NINE</div> <div>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</div> </div> | <ul style="list-style-type: none"> <li>• Ensure sufficient back-up systems are in place to deliver cost-effective electricity, water and municipal services and ensure minimal downtime</li> <li>• Meter readings performed independently of council readings and maintained by in-house property management team</li> <li>• Professional consultants utilised to ensure local authority approval processes are followed</li> <li>• Investigation and implementation of renewable energy sources (including the roll-out of PV across the portfolio)</li> <li>• Increased reliance on own waste treatment and water provision</li> </ul> |
| <div> <div>TEN</div> <div>Information security and cyber resilience (technology and information governance)</div> </div>                                                                                                                                                   | <ul style="list-style-type: none"> <li>• Strong controls in place over information systems and data management</li> <li>• Proper maintenance of IT infrastructure</li> <li>• Support of appropriately skilled IT service provider</li> <li>• Virtualised server environment</li> <li>• External review or audit of adequacy of current technology and information governance</li> </ul>                                                                                                                                                                                                                                                  |

# CFO'S REPORT

## FINANCIAL HIGHLIGHTS

Adjusted net property income before fair value adjustments of R851,5 million,

**up 10.8% (FY2024: R768,5 million)**

Total distribution of 153,4cps,

**up 10.4% (FY2024: 138,9cps)**

NAV per share of R16,69,

**up 13.2% (FY2024: R14,75)**





## NET PROPERTY INCOME

### Rand

|                                                       | FY2025        | FY2024        |       |
|-------------------------------------------------------|---------------|---------------|-------|
| Rental and recovery income                            | 1 323 550 024 | 1 210 046 087 | 9.4%  |
| Rental and recovery income as reported                | 1 331 213 137 | 1 219 692 142 |       |
| Less: Operating lease equalisation                    | (7 663 113)   | (9 646 055)   |       |
| Property operating costs                              | (472 011 668) | (441 572 669) | 6.9%  |
| Property operating costs as reported                  | (466 695 704) | (435 544 480) |       |
| Less: Rental paid on land leases                      | (5 315 964)   | (6 028 189)   |       |
| Net property income before fair value adjustments     | 851 538 356   | 768 473 418   | 10.8% |
| Net property income before fair value adjustments (%) | 64.3%         | 63.5%         |       |
| Property operating costs (%)                          | 35.7%         | 36.5%         |       |
|                                                       | 100.0%        | 100.0%        |       |

## RENTAL AND RECOVERY INCOME

Rental and recovery income has grown by 9.4% while the increase in property operating costs has been contained at 6.9%. Resulting net property income before fair value adjustments has grown by 10.8%.

Basic rental has increased by 7.7% and the weighted average basic rental through-rate by 4.7% to R170,01/sqm (2024: R162,35/sqm).

Basic rental is contracted to increase at a weighted average of 6.44% (2024: 6.36%).

## WALE

The WALE profiles by GLA and basic rental are both 31 months (2024: 34.8 and 34.5 months respectively).

## TRADING DENSITIES

Anchor trading densities improved to R5 132/sqm/month (2024: R4 847/sqm/month), an increase of 5.9%.

## VACANCIES

As at 1 March 2025 the vacancy rate had improved to 3.03% (2024: 3.51%). This is a metric that remains a key focus area and management's intention is to continue to concentrate on improving this measure.

## PROPERTY OPERATING COSTS

The property operating cost percentage has improved to 35.7% from 36.5% in the prior year. Property operating costs have been contained mainly because of the contribution from our roof-top solar plants which have kept electricity price increases in check. The increases in some costs, including cleaning, security and property rates and taxes, unfortunately continue to outstrip revenue growth.

## FINANCE COSTS

### Rand

Net finance costs

Interest income

Finance costs

Add back: Interest charges on finance leases

|                                              | FY2025        | FY2024        |       |
|----------------------------------------------|---------------|---------------|-------|
| Net finance costs                            | (310 856 454) | (262 692 437) | 18.3% |
| Interest income                              | 20 723 444    | 15 901 697    |       |
| Finance costs                                | (339 658 700) | (287 031 941) |       |
| Add back: Interest charges on finance leases | 8 078 802     | 8 437 807     |       |

Net finance costs have increased by 18.3%. This is partly a consequence of higher rates on our term and revolving credit facilities (9.97% on a weighted average basis in FY2025 vs 9.40% in FY2024), and partly a consequence of the increase in the quantum of utilised facilities.

During FY2025, there was a gradual easing in interest rates and we closed the year out with an all-in weighted average cost of debt of 9.22% (excluding the effect of any hedging arrangements). We also took the opportunity presented by the softer rates to execute some interest rate swaps at an all-in base rate (being 3m JIBAR) of 7.27%, on nominal debt of R2,5 billion (total facilities of R4,27 billion). The swaps expire between July 2027 and December 2027.

The weighted average margin on our facilities, which are linked to 3m JIBAR, is 1.67%.

## INCREASE IN UTILISED FACILITIES

The increase in utilised facilities year-on-year of R809,3 million is attributable almost entirely to capital expenditure, including the following:

|                                            | R'm   |
|--------------------------------------------|-------|
| Acquisition of Eerste Rivier Mall          | 283,0 |
| Construction of Mphashe LG Mall            | 273,2 |
| Expansion of Theku Mall                    | 140,7 |
| Construction of various solar projects     | 54,2  |
| Construction of Head Office building       | 29,6  |
| Additions to property, plant and equipment | 11,4  |
| Tenant installations                       | 12,0  |
|                                            | 804,1 |

As is evident, the vast majority of capex is income-generating. As was previously mentioned, the new head office building was necessitated by the growth of our in-house property management team which now manages 38 shopping centres constituting GLA of 681 937sqm.

## INVESTMENT PROPERTY FAIR VALUE INCREASE

Our investment property portfolio is valued annually by independent external valuers. Fair value has increased by R690,5 million, or 7.6%, which seems reasonable and supportable considering the increase of 10.8% in net property income, as well as the implied weighted average historic earnings yield of 9.0% on the portfolio.



## LOAN-TO-VALUE RATIO

| Rand                                             | FY2025         | FY2024        |
|--------------------------------------------------|----------------|---------------|
| Financial liabilities                            | 4 071 442 473  | 3 262 115 645 |
| Cash and cash equivalents                        | (83 885 599)   | (42 843 244)  |
| Derivative financial instruments                 | (7 881 404)    | (258 857)     |
| Net debt                                         | 3 979 675 470  | 3 219 013 544 |
| Carrying amount of property related assets       | 10 305 304 535 | 8 812 652 247 |
| Total assets per statement of financial position | 10 515 646 831 | 8 961 044 790 |
| Cash and cash equivalents                        | (83 885 599)   | (42 843 244)  |
| Derivative financial instruments                 | (7 881 404)    | (258 857)     |
| Staff share scheme loans                         | (25 630 535)   | (30 256 256)  |
| Trade and other receivables                      | (92 944 758)   | (75 034 186)  |
|                                                  | <b>38.6%</b>   | <b>36.5%</b>  |

Although the loan-to-value ratio has increased slightly to 38.6%, it is still at a level that we are comfortable with. The increase is mainly a consequence of the debt-funded capital expenditure mentioned above.

## NET ASSET VALUE

| Rand                                               | FY2025               | FY2024               |
|----------------------------------------------------|----------------------|----------------------|
| Reported net asset value                           | 5 587 498 584        | 4 949 830 786        |
| Distribution to be declared                        | (276 323 597)        | (248 102 338)        |
| Derivative financial instruments                   | (7 881 404)          | (258 857)            |
| Deferred tax liability                             | 246 587 059          | 205 830 401          |
| Non-controlling interest in deferred tax liability | (3 280 319)          | (4 604 983)          |
| <b>Total net asset value</b>                       | <b>5 546 600 323</b> | <b>4 902 695 009</b> |
| <b>Number of shares in issue</b>                   | <b>332 290 686</b>   | <b>332 290 686</b>   |
| <b>NET ASSET VALUE PER SHARE</b>                   | <b>16,69</b>         | <b>14,75</b>         |

Net asset value per share has increased by a substantial 13.2%, mainly as a result of the increase in the fair value of the investment property portfolio. At this level the historic dividend yield is 9.2%, and considering the weighted average historic earnings yield of 9.0% on the investment property portfolio would suggest that R16,69 is certainly representative of the fair value of an Exemplar share.

## FY2025 DISTRIBUTION

We have declared a final distribution for the year ended 28 February 2025 of 83,15719cps, which consists of a dividend of 66,05324cps and a return of contributed tax capital of 17,10395cps. Together with the interim dividend previously declared this equates to a total distribution of 153,40373cps, being an increase of 10.4% on the prior year. This was achieved notwithstanding the higher borrowing costs mentioned earlier, and bodes well for the year ahead where we expect to benefit from interest rate reductions in addition to growth in net property income.

## DISTRIBUTION HISTORY

| Cents per share | FY2025           | FY2024           | FY2023           | FY2022           | FY2021          | FY2020          | FY2019          |
|-----------------|------------------|------------------|------------------|------------------|-----------------|-----------------|-----------------|
| Interim         | 70,24654         | 64,27220         | 68,71483         | 45,3446          | 35,96489        | 43,77000        | 19,10000        |
| Final           | 83,15719         | 74,66425         | 72,40709         | 72,25371         | 49,06666        | 48,49859        | 42,74000        |
|                 | <b>153,40373</b> | <b>138,93645</b> | <b>141,12192</b> | <b>117,59817</b> | <b>85,03155</b> | <b>92,26859</b> | <b>61,84000</b> |

**DUNCAN A CHURCH**  
Chief Financial Officer

THEKU MALL  
KWAZULU-NATAL

# SUSTAINABILITY

*Exemplar is dedicated to ensuring environmental and social governance remains an integral part of our long-term decision-making and planning processes.*

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



## SOLAR

During FY2025, Exemplar grew its rooftop solar capacity by 6,9 MW<sub>DC</sub> – increasing the total installed capacity to 31,21 MW<sub>DC</sub> – the Company also continued to integrate these grid-tied solar systems with the existing diesel generator networks to reduce diesel consumption. During this period, Exemplar also increased its installed battery capacity by 1 000 kWh<sub>AC</sub>, increasing the total electrical energy storage capacity to 6,2MWh<sub>AC</sub>.

Exemplar's centres consumed approximately 115,97 GWh of electricity during FY2025 of which 35,31 GWh or about 30% of the demand was self-generated by means of its various rooftop solar systems.

Apart from the additional 3,9 MW<sub>DC</sub> rooftop solar projects planned for FY2026, Exemplar has also started with proprietary work for its first ground-mount solar system from which energy will be wheeled to certain shopping centres. The anticipated capacity of this ground-mount system is c.3 MW<sub>AC</sub>. The project development phase of two additional ground mount solar sites will also be initiated in FY2026.

Because of the shift in ToU periods, a significant reduction in battery prices and the additional benefits of these systems, Exemplar decided to revisit the feasibility studies for large-scale hybrid energy systems at selected sites in FY2026.

Exemplar has also engaged with several external interested parties regarding the registration of our solar projects for Carbon Credits and Renewable Energy Certificates (RECs) which should yield an additional income stream in the future.

## UTILITIES

Exemplar Utilities has assumed the meter reading and billing function of virtually the entire portfolio under management. Besides the cost saving, the Group also benefits from more accurate, useful and timely data which assists in the overall property management function.

## WATER MANAGEMENT

Reduction of water wastage remains a key priority across Exemplar's portfolio. In response to the ongoing challenges posed by unreliable municipal water infrastructure and the inability of some local authorities to provide a stable water supply, water security projects have become increasingly important.

In addition to our existing water-saving initiatives and the continued roll-out of smart water meters, we are implementing targeted interventions to ensure self-sufficiency and sustainability.


Tenant and community engagement remains central to our approach, with ongoing education programs that highlight the importance of responsible usage and 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, 2 085 tonnes of waste were recycled, an increase of 22% compared to FY2024. Our total waste to landfill for the reporting period was 37.3% (versus 43.5% in FY2024).

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: 1 287 263 Kgs**  
21.9%\*

 **TREES SAVED: 24 719 trees**  
21.8%\*

 **WATER SAVED: 38 529 098 litres**  
21.8%\*

 **ENERGY SAVED: 15 015 237 Kwh**  
21.8%\*

\*improvement when compared to FY2024



*The knowledge, commitment, and passion of the Exemplar team enables the Company to continually innovate, improve, and evolve as a business.*

Our open-door approach to communication fosters 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

Our team members are appointed based on their skill sets as well as their knowledge of the township and rural 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 and growth opportunities to all employees.

## LABOUR RELATIONS

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

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

## 129 EMPLOYEES

WITH A COMBINED EXPERIENCE OF 906 YEARS



THE EXEMPLAR TEAM



# SOCIAL AND RELATIONSHIP CAPITAL

*#ChangeforGood remains the programme through which the Group's Corporate Social Investment (CSI) initiatives are run.*

The programme was conceptualised in 2018 and is an initiative that encourages South African corporates and communities to do one thing every day to assist in bringing about positive change in the country.

**#ChangeforGood INITIATIVES FOR THE PERIOD UNDER REVIEW TOTAL R5,1 MILLION.**

FY2025 marked two years of Exemplar and township delivery specialists, Delivery Ka Speed, delivering #ChangeforGood in the form of various NGO and NPO donations. The partnership was established out of a shared desire to uplift, upskill and empower at a micro-economic level.

Investments have been made across 17 centres in four provinces since 2023. Investments and donations include:

**2800 back-to-school stationery packs**  
**1500 pairs of school shoes**  
**16 laptops and printers**  
**30 routers**  
**150 rechargeable lights and**  
**3 250 dignity packs**

From inception, communities were invited to play an integral role in selecting who received the benefit of the partnership between Exemplar and Delivery KaSpeed. Shoppers and followers were invited to nominate deserving beneficiaries via the specific shopping centre's social media channels, with the top three most voted-for organisations being the recipients.

By asking the Exemplar community members to vote, they were empowered to reward those organisations and individuals whom they felt would truly benefit.



**CHANGE  
FOR  
GOOD**  
.co.za



MEHLARENG MALL  
LIMPOPO



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# CORPORATE GOVERNANCE

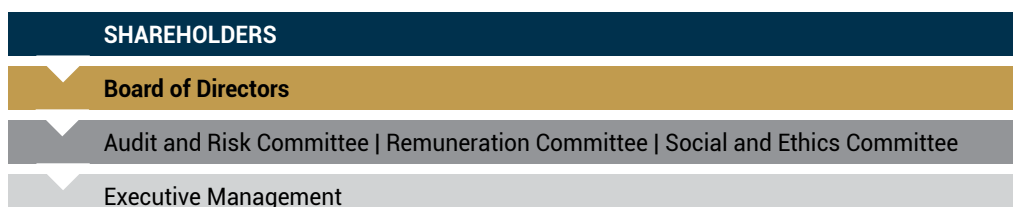


# CORPORATE GOVERNANCE

## REVIEW

*The board acknowledges its responsibility in upholding strong governance within the Company. At the heart of its fiduciary obligations to stakeholders lies a commitment to ethics, integrity, and governance practices. To that end, the board actively promotes and embodies these values, nurturing a culture of ethical leadership across the organisation.*

### GOVERNANCE STRUCTURE



## BOARD COMPOSITION AND DIVERSITY

The board is strategically structured to maximise active engagement, effective oversight, and accountability in governance. It comprises three executive directors and five independent non-executive directors, categorised in accordance with the independence criteria set forth in King IV. Independent directors confirm their independence annually, ensuring rigorous oversight free from undue influence. Only executive directors are eligible to participate in the Company's share incentive schemes.

In alignment with best governance practices, the roles of chair of the board and chair of the Remuneration Committee are clearly separated, maintaining impartiality and robust oversight. Both the CEO and CFO serve on the board as executive directors, with clearly delineated responsibilities ensuring balanced and accountable decision-making. While the board delegates certain responsibilities to specialised committees, it retains ultimate accountability for governance outcomes. This delegation framework promotes independent judgement, balanced oversight, and efficient execution of governance responsibilities. The board has adopted a formal policy promoting diversity and transformation at board level, emphasising diversity across

skills, experience, gender, race, background, knowledge, thought, and culture. This diversity strengthens the board's decision-making capacity, enriches deliberations, and contributes to sustainable value creation. Transformation and broader diversity considerations are integrated into all new board appointments. The current board members collectively possess diverse skills and expertise, including in the finance, accounting, legal, and property sectors.

An annual review assesses the board's composition, size, and diversity, ensuring continued efficiency and effectiveness. Recent assessments affirm that the directors collectively hold the necessary skills, knowledge, and experience to successfully guide the Company towards achieving its strategic objectives.

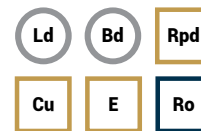
| Board composition                        | Number | Percentage |
|------------------------------------------|--------|------------|
| Number of board members                  | 8      | 100%       |
| Board members who are non-executive      | 5      | 62.5%      |
| Board members who are deemed independent | 5      | 62.5%      |
| Board members who are women              | 1      | 12.5%      |
| Average age of directors (in years)      | 63     |            |

## DIRECTORS' CURRICULA VITAE

### EXECUTIVE DIRECTORS

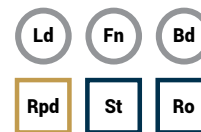
#### JASON McCORMICK (46)

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: 7 years



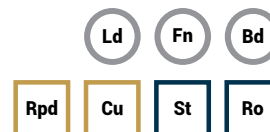
#### DUNCAN A CHURCH (52)

Position: CFO  
 Date of appointment: January 2018  
 Qualifications: BCom, PDM, BCompt (Hons), CA(SA)  
 Length of service: 7 years

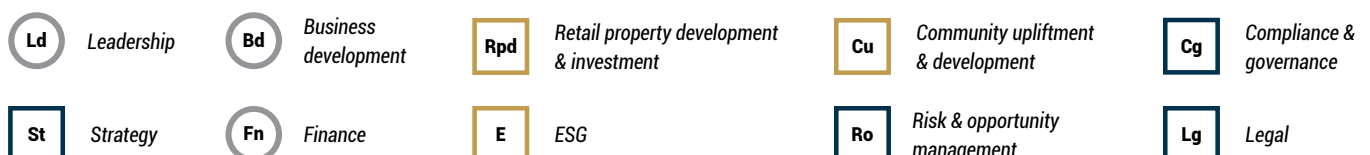


#### JOHN McCORMICK (80)

Position: Executive director  
 Date of appointment: January 2018  
 Qualifications: BComm (Econ), MBA (Finance)  
 Length of service: 7 years



### SKILLS



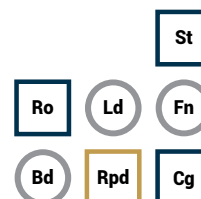


For a full overview of the Exemplar board's qualifications and career history, visit **About Us – Exemplar**  
[exemplarreit.co.za](https://www.exemplarreit.co.za)

## NON-EXECUTIVE DIRECTORS

### FRANK M BERKELEY (68)

**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:** 7 years



### PETER J KATZENELLENBOGEN (79)

**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:** 7 years



### NONYAMEKO MANDINDI (59)

**Position:** Independent non-executive director  
**Board committee:** Social and Ethics (chair)  
**Date of appointment:** July 2021  
**Qualification:** BSc (Quantity Surveying)  
**Length of service:** 4 years



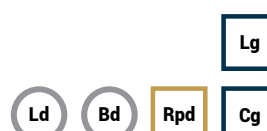
### ELIAS P MAPONYA (59)

**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:** 7 years



### GREGORY VC AZZOPARDI (64)

**Position:** Independent non-executive director  
**Board committees:** Social and Ethics, Remuneration (chair)  
**Date of appointment:** January 2018  
**Qualifications:** BA, LLB, BBA  
**Length of service:** 7 years





## BOARD MEETINGS

The board convenes quarterly, holding a minimum of four meetings annually, with additional meetings scheduled as required. The chair, in consultation with the company secretary, prepares the meeting agendas. Below is a summary of directors' attendance at board meetings held during the year:

| Board members                                             | Meetings attended   |
|-----------------------------------------------------------|---------------------|
| Jason McCormick (CEO)                                     | 5/5 meetings (100%) |
| Duncan A Church (CFO)                                     | 5/5 meetings (100%) |
| John McCormick (executive director)                       | 5/5 meetings (100%) |
| Frank M Berkeley (chair)                                  | 5/5 meetings (100%) |
| Peter J Katzenellenbogen (lead independent director)      | 5/5 meetings (100%) |
| Gregory VC Azzopardi (independent non-executive director) | 4/5 meetings (80%)  |
| Elias P Maponya (independent non-executive director)      | 5/5 meetings (100%) |
| Nonyameko Mandindi (independent non-executive director)   | 5/5 meetings (100%) |

## BOARD APPOINTMENTS AND RE-ELECTION

The board adheres to a formal, transparent process for director appointments, clearly outlined in the board charter. Directors appointed by the board are required to seek shareholder ratification at the subsequent Annual General Meeting (AGM). In line with the Company's Memorandum of Incorporation, one-third (or the nearest possible number) of the directors – both executive and non-executive – retire annually by rotation and are eligible for re-election at the AGM.

At the upcoming AGM to be held on 16 July 2025, the following directors will retire by rotation and offer themselves for re-election:

- Duncan A Church;
- Frank M Berkeley; and
- Gregory VC Azzopardi

## FUNCTIONS AND RESPONSIBILITIES OF THE BOARD

The board's primary responsibility is providing strategic direction, enhancing stakeholder value creation, and overseeing the Company's performance and operational activities. In pursuit of governance, the board diligently applies the principles outlined in King IV, guided by its board charter. This charter comprehensively addresses the board's duties, including composition criteria and meeting protocols, and clearly defines the roles of the chair and lead independent director. It further covers aspects such as corporate governance frameworks, conflict of interest disclosures, director induction, training, and evaluation processes. Throughout the year under review, the board has consistently adhered to the requirements stipulated in the board charter, fulfilling its governance obligations effectively.

## INFORMATION AND PROFESSIONAL ADVICE

Directors are entitled to obtain independent professional advice at the Company's expense to effectively fulfil their duties. They have unrestricted access to all necessary documentation, management personnel, and staff members and can seek assistance from the company secretary as needed.

## CONFLICTS OF INTEREST

Directors must disclose any actual or potential conflicts of interest related to agenda items at the commencement of each board meeting and recuse themselves from related discussions and decision-making processes. Registers mandated by section 75 of the Companies Act, detailing directors' interests both within and outside the Company, are maintained and reviewed at each meeting. Directors may hold external directorships or accept additional board appointments, provided such roles do not create conflicts of interest or impede their ability to effectively discharge their responsibilities.

## DIRECTORS' DEALINGS

Directors' transactions in the Company's securities are strictly governed by the Company's policy on dealing in securities and price sensitive information. This policy explicitly prohibits directors and relevant employees from exploiting their positions or accessing confidential or price-sensitive information for personal gain or for the benefit of third parties. Trading in securities is also prohibited during closed periods, in compliance with the JSE Listings Requirements. The company secretary provides directors with guidance on insider trading laws and closed periods. All directors and relevant employees must obtain clearance from the chair of the board or CEO prior to transacting in the Company's shares, with comprehensive records of all transactions maintained by the company secretary. This ensures full compliance with 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 are evaluated annually. In FY2025, an internal evaluation was conducted using confidential questionnaires covering all areas of board and committee responsibilities. This evaluation process also enabled directors to provide feedback highlighting strengths and areas for improvement. Analysis of these evaluations confirmed that the board and its committees are operating effectively.

## THE COMPANY SECRETARY

Ananda Booysen serves as the company secretary, executing duties as stipulated in section 88 of the Companies Act. She provides professional corporate governance services and advice to the board and its members, facilitating the effective discharge of their responsibilities. Directors have unrestricted access to her counsel. The board annually evaluates the company secretary, confirming her competence, skills, and experience align with King IV and the JSE Listings Requirements. She maintains an arm's length relationship with the board, does not serve as a director, nor holds a public officer position within the Company.

The board is content that the company secretary possesses the requisite competence, skills, knowledge, and experience to fulfil her role effectively.

## KEY LEADERSHIP ROLES

The board charter clearly defines distinct roles for the chair, CEO and lead independent director, ensuring autonomy and effective governance:

- **Chair:** Frank M Berkeley, an independent non-executive director, provides ethical and effective leadership to the board. He facilitates clear and open communication between the board and CEO, ensuring collaborative governance.
- **CEO:** Jason McCormick is responsible for managing the Company's daily operations, maintaining frequent and transparent communication with the chair and acting as a link between the board and management. His service agreement includes a one-month notice period.
- **Lead independent director:** Peter J Katzenellenbogen serves as lead independent director, stepping in to guide the board if the chair is unavailable or faces a conflict of interest compromising his independence. Additionally, he acts 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                                | 3/3 meetings (100%)                                                                                                                          |
| 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 annually by shareholders at the AGM. Comprising three independent non-executive directors, the committee members possess the relevant expertise and experience required to fulfil their responsibilities effectively in line with the Companies Act. Brief CVs of each committee member can be found on pages 47 and 48 of this IAR. The committee meets at least three times annually, aligning its schedule with the Company's financial reporting cycle, with special meetings convened when necessary. A comprehensive Audit and Risk Committee report is available on pages 67 and 68 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                        | 2/2 meetings (100%)                                                          |
| Other regular meeting attendees (by invitation) | Executive directors, group financial manager, deputy chief financial officer |

The Remuneration Committee, comprising three independent non-executive directors, is appointed by the board. Selected management personnel are invited to attend committee meetings to address relevant matters. The committee is responsible for ensuring fair, responsible, and transparent remuneration practices within the Company. Meetings are held at least twice per year, with additional meetings scheduled as necessary. Further details can be found in the Remuneration Report on pages 54 to 58 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 marketing and communications, head of group operations |

The Social and Ethics Committee, established in accordance with section 72 and regulation 43 of the Companies Act, is appointed by the board (and will be approved annually by shareholders at the AGM). The committee comprises three independent non-executive directors and one executive director. Specific members of management are invited to attend meetings to provide relevant insights and reports. The committee is responsible for ensuring the Company's commitment to responsible corporate citizenship. It meets at least biannually, with additional meetings convened as necessary. Detailed activities of the Social and Ethics Committee are presented on pages 52 and 53 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  
28 February 2025.*

### ROLE AND COMPOSITION OF THE COMMITTEE

As a statutory committee, the Social and Ethics Committee operates in line with the requirements of the Companies Act and the principles set out in King IV. Its mandate is defined in the committee charter, which was reviewed and approved by the board in February 2025. Key areas of focus include promoting ethical conduct within the organisation, advancing sustainability initiatives, fostering sound stakeholder engagement, and ensuring alignment with good corporate citizenship practices. The committee meets at least twice a year, with additional meetings held as needed. Attendance details can be found on page 51. The committee consists of three independent non-executive directors and one executive director. An annual evaluation of the committee's effectiveness was conducted, and it was deemed to have performed satisfactorily for the year under review. The committee is confident that it has fulfilled all responsibilities assigned in its charter during the financial year.

### COMMITTEE ACTIVITIES DURING FY2025

#### ORGANISATIONAL ETHICS

The committee is responsible for monitoring the Company's commitment to ethical behaviour and regulatory compliance. As part of this role, it reviews the Company's code of conduct and ethics, and oversees the operation of the fraud and ethics hotline. The committee is pleased to report that no violations of the code were identified during the year, and no material concerns were raised through the hotline.

#### SUSTAINABLE DEVELOPMENT

The Company has continued to advance its sustainability agenda, with a strong focus on renewable energy integration and innovation. Over the course of the financial year, an additional 6,99 MW<sub>DC</sub> of solar capacity was brought online, bringing the total generation capacity to 31,21 MW<sub>DC</sub>. Notably, the Company has embarked on the roll-out of advanced hybrid energy systems, combining grid-tied solar photovoltaic inverters, battery storage inverters, and diesel backup generators to ensure a stable and diversified energy mix.

Select properties have adopted energy offset and banking solutions, enabling the export of surplus solar energy to the Eskom grid, with the potential to draw on this at a later stage – an approach that enhances both efficiency and sustainability. To date, a total of 6.2 MWh<sub>AC</sub> in energy storage

capacity has been deployed, supporting initiatives such as peak demand reduction, time-based energy use optimisation (energy arbitrage), and reduced reliance on diesel fuel. These electrical energy storage systems also significantly assist tenants participating in the respective shopping centre's emergency backup power system by way of a reduced, or in some cases no variable fees related to diesel consumption.

Approximately 30% of energy consumed in the Company's centres was self-generated. The environmental benefits of this renewable energy generation have been considerable, contributing to a reduction of approximately 18,58 kilotonnes of coal usage, 48,26 megalitres of water, and 34,03 kilotonnes of carbon dioxide emissions. Additional insights and performance data are available in the sustainability report on pages 40 to 43.

#### ENGAGEMENT WITH STAKEHOLDERS

The Company continues to prioritise transparent, respectful, and ethical interactions with all stakeholder groups. Clear and accurate communication remains central to its approach, with efforts focused on building trust and fostering long-term relationships. Additional information about the Company's stakeholder engagement practices can be found in the stakeholder engagement insert on page 31 of this integrated annual report.



## EXEMPLAR HEAD OFFICE GAUTENG

### CORPORATE SOCIAL INVESTMENT (CSI)

Exemplar remains deeply committed to making a meaningful impact on the communities surrounding its properties. Run via the #ChangeforGood programme, these efforts are implemented at asset level and include financial donations, community upliftment programmes, skills development initiatives and educational sponsorships.

During the financial year under review, Exemplar invested R5,1 million into the #ChangeforGood programme.



Further insights into the initiative and its impact can be found at [www.changeforgood.co.za](http://www.changeforgood.co.za).

### B-BBEE AND EMPLOYMENT EQUITY

The Company continues to prioritise inclusive economic participation by engaging primarily with black-owned businesses as service providers across its shopping centre portfolio. These partnerships highlight Exemplar's ongoing commitment to empowering local communities and contributing to broader socio-economic transformation goals. In addition to its procurement strategy, the Company actively supports upliftment in surrounding communities through its corporate social investment programmes. These efforts include skills development, infrastructure improvements, and targeted donations – all aimed at addressing local socio-economic needs and making a tangible difference.

Despite these initiatives, the Company received a valid, albeit non-compliant B-BBEE rating for the year under review. The committee also confirms that the Company's annual employment equity submission was completed and submitted to the Department of Labour within the required timeframe.

**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 28 February 2025.*

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 51.

## OUR APPROACH TO REMUNERATION

The Company recognises that attracting and retaining talented individuals is fundamental to delivering long-term value and achieving its strategic ambitions. We are committed to cultivating an engaging and supportive working environment – one that inspires employees, fosters professional growth, and promotes a strong sense of purpose. Our remuneration philosophy is structured to reward high performance, align employee contributions with the Company's vision and values, and encourage a culture of excellence. To ensure our reward offering remains competitive, we benchmark total compensation against relevant industry standards and incorporate performance-linked incentives. We firmly believe that our people, and the environment in which they work, are central to the Company's long-term sustainability and success.

## INTRODUCTION

The Remuneration Committee is responsible for providing oversight and guidance on all matters relating to pay and reward across the Company. While it acts in an advisory capacity, it makes formal recommendations to the board for approval on key remuneration issues.

The committee's role and responsibilities are defined in its charter, which was reviewed and approved by the board in February 2025. These include promoting fair, responsible, and transparent remuneration practices, reviewing executive and non-executive director fees in the context of broader employee pay, overseeing the operation of share-based incentive schemes, and ensuring clear and comprehensive disclosure of director remuneration within this report.

An annual evaluation of the committee's effectiveness was conducted during the year, with the results indicating a satisfactory performance and no material concerns raised. The committee is satisfied that it has fulfilled its obligations as set out in the charter for the financial year under review.



## PART 1: BACKGROUND STATEMENT

The Remuneration Committee is tasked with shaping the Company's remuneration policy and ensuring its alignment with strategic objectives before presenting it to the board for approval.

### KEY FOCUS AREAS

Throughout the year under review, the committee concentrated on a number of important priorities, including:

- conducting a review of both the 2018 share purchase plan and the 2022 share scheme;
- evaluating the key performance indicators applicable to the executive directors;
- updating the Company's remuneration policy and recommending it to the board for approval;
- monitoring the application of the approved remuneration policy in practice;
- ensuring that remuneration across the Company is fair, appropriate, and aligned with performance – this included approving executive director pay and recommending non-executive director fees to shareholders for approval.

The committee remains committed to the ongoing refinement of the Company's remuneration framework and believes that the current policy is effectively fulfilling its purpose. The approach aligns with best practice standards and is expected to support sustainable value creation over the long-term.

### SHAREHOLDER ENGAGEMENT

The Company remains committed to transparent and constructive engagement with its shareholders on matters relating to remuneration, in line with the principles of King IV and the JSE Listings Requirements.

At the forthcoming annual general meeting (AGM), shareholders will be given the opportunity to cast non-binding advisory votes on both the remuneration policy and the implementation report. In the event that 25% or more of the votes exercised are against either resolution, the Company will initiate engagement with dissenting shareholders to understand and address any legitimate and reasonable concerns they may have.

At the previous AGM, shareholders voted on the remuneration policy and implementation report for the preceding financial year. The committee is pleased to report that both items were approved unanimously by those who voted.

### FUTURE FOCUS AREAS

In the current financial year, the committee's focus will include evaluating the key performance indicators applicable to the executive directors and succession planning.

## PART 2: OVERVIEW OF THE REMUNERATION POLICY

The Company's remuneration policy reflects its commitment to fairness, accountability, and transparency in rewarding employees. It is structured to support the attraction and retention of high-calibre talent, while aligning employee interests with the long-term goals of the business.

The remuneration framework consists of three key elements: a total guaranteed package, a short-term incentive, and a long-term incentive. This policy applies across all levels of the organisation, including executive directors. During the financial year under review, only minor adjustments were made to the policy.

### TOTAL GUARANTEED PACKAGE

The Company's remuneration framework is designed to provide a balanced mix of fixed and variable pay, aligning employee rewards with both individual performance and broader strategic objectives. Each employee receives an annual guaranteed package that reflects the scope and responsibilities of their role.

These guaranteed packages are reviewed on an annual basis, typically in June, to ensure they remain competitive and appropriate. When considering annual adjustments, the Company takes into account a range of factors, including:

- the prevailing Consumer Price Index (CPI);
- market trends and shifts in competitor remuneration practices;
- benchmark data to maintain alignment with industry norms;
- recognition of scarce or specialised skills;
- individual performance assessments;
- the Company's overall financial health and performance.

In terms of benefits, the Company contributes 50% towards medical aid for employees who were employed by the Company as at 1 June 2018. Additionally, employees have the option to contribute either 10% or 12.5% of their gross salary to the corporate pension and benefit scheme.

#### VARIABLE REMUNERATION

The Company's variable remuneration structure is designed to incentivise performance and promote long-term alignment with shareholder value. It consists of both short-term and long-term components.

#### Short-Term Incentive (STI)

Employees may qualify for an annual cash bonus, typically paid in December, which is linked to both individual performance and the overall performance of the Company. The bonus pool is determined and approved by either the Remuneration Committee or the board as part of the annual budgeting process.

#### Long-Term Incentive (LTI)

To support the retention of key skills and high-performing individuals, the Company operates two long-term share incentive schemes.

The 2018 Share Purchase Plan enables employees to acquire shares through Company-funded loans, subject to approval by the committee. These loans accrue interest and are repayable by the participants.

The 2022 Share Scheme allows for the award of share options to eligible employees, which may be granted at no cost (Rnil) or at the current market price. These options vest in tranches over three, four, and five years from the grant date, encouraging sustained performance and long-term commitment.

Both schemes are intended to strengthen alignment between employees and shareholders by offering participants a meaningful stake in the future success of the Company.

#### NON-EXECUTIVE DIRECTOR FEES

Non-executive directors receive an annual fee that is benchmarked against current market standards to ensure competitiveness and fairness. In accordance with the principles of King IV, they are not eligible for any performance-related remuneration. The Company also reimburses non-executive directors for reasonable travel and accommodation expenses incurred in the execution of their duties. All non-executive director fees are subject to shareholder approval at the annual general meeting.

## 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 FY2025

The remuneration of the executive directors was increased as follows from June 2024:

|                            | Salary: June 2023<br>– May 2024<br>(R) | Salary: June 2024<br>– May 2025<br>(R) |
|----------------------------|----------------------------------------|----------------------------------------|
| <b>Executive directors</b> |                                        |                                        |
| Jason McCormick*           | 2 223 918                              | 3 000 000                              |
| John McCormick*            | 2 223 918                              | 2 223 918                              |
| Duncan A Church            | 4 447 836                              | 6 000 000                              |

\*Both Jason McCormick and John McCormick receive an equivalent salary from MPD.

#### VARIABLE REMUNERATION IN FY2025

Staff employed by the Group were awarded an annual cash bonus in December 2024 in the aggregate amount of R2,448,383.

Under the 2018 Share Purchase Plan, no further shares have been allocated to any employees during the year under review. A total of 4 350 100 shares have been issued under the plan. As some of the shares have been sold, an amount of 3 150 100 shares are governed by the plan as at year-end.

Under the 2022 Share Scheme, the Company has granted certain employees an option to acquire shares in the Company, for no consideration. As at year-end, a total of 9 075 000 shares are currently subject to this scheme, albeit all of these shares remain unvested.



### REMUNERATION PAID TO EXECUTIVE DIRECTORS DURING FY2025

In accordance with King IV, single figure reporting has been adopted so as to enhance transparency of executive remuneration by consolidating all relevant information. The table below illustrates the remuneration paid to each executive director during FY2025. The Company does not have any prescribed officers.

| Executive directors | Salary paid during FY2024<br>(R) | Short term incentive (bonus)<br>(R) | Total remuneration paid during<br>FY2025<br>(R) |
|---------------------|----------------------------------|-------------------------------------|-------------------------------------------------|
| Jason McCormick*    | 2 187 545                        | -                                   | 2 805 979                                       |
| John McCormick*     | 2 187 545                        | -                                   | 2 223 918                                       |
| Duncan A Church     | 4 375 089                        | -                                   | 5 611 959                                       |

\*Both Jason McCormick and John McCormick receive an equivalent salary from MPD.

### EXECUTIVE DIRECTORS' LONG-TERM INCENTIVE

#### 2018 Share Purchase Plan

| Executive directors | No 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     | -                   | -             | -                     |

#### 2022 Share Purchase Plan

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

**FEES PAID TO NON-EXECUTIVE DIRECTORS DURING FY2025**

|                                    | Frank M Berkeley<br>(R) | Gregory VC Azzopardi<br>(R) | Elias P Maponya<br>(R) | Peter J Katzenellenbogen<br>(R) | Nonyameko Mandindi<br>(R) |
|------------------------------------|-------------------------|-----------------------------|------------------------|---------------------------------|---------------------------|
| <b>BOARD</b>                       |                         |                             |                        |                                 |                           |
| Chair                              | 630 000                 |                             |                        |                                 |                           |
| Other non-executive directors      |                         | 412 000                     | 412 000                | 472 000                         | 412 000                   |
| <b>AUDIT AND RISK COMMITTEE</b>    |                         |                             |                        |                                 |                           |
| Chair                              |                         |                             |                        | 124 000                         |                           |
| Other members                      | 75 000                  |                             | 75 000                 |                                 |                           |
| <b>REMUNERATION COMMITTEE</b>      |                         |                             |                        |                                 |                           |
| Chair                              |                         | 75 000                      |                        |                                 |                           |
| Other members                      | 45 000                  |                             |                        | 45 000                          |                           |
| <b>SOCIAL AND ETHICS COMMITTEE</b> |                         |                             |                        |                                 |                           |
| Chair                              |                         |                             |                        |                                 | 50 000                    |
| Other members                      |                         | 31 000                      | 31 000                 |                                 |                           |
| <b>TOTAL</b>                       | <b>750 000</b>          | <b>518 000</b>              | <b>518 000</b>         | <b>641 000</b>                  | <b>462 000</b>            |

**PROPOSED FEES FOR FY2026**

In terms of the Companies Act, shareholders will have the opportunity to approve the proposed fees for FY2026 by way of a special resolution at the upcoming AGM to be held on 16 July 2025 (refer to special resolution 1 in the notice of AGM).

|                                    | Frank M Berkeley<br>(R) | Gregory VC Azzopardi<br>(R) | Elias P Maponya<br>(R) | Peter J Katzenellenbogen<br>(R) | Nonyameko Mandindi<br>(R) |
|------------------------------------|-------------------------|-----------------------------|------------------------|---------------------------------|---------------------------|
| <b>BOARD</b>                       |                         |                             |                        |                                 |                           |
| Chair                              | 661 500                 |                             |                        |                                 |                           |
| Other non-executive directors      |                         | 432 600                     | 432 600                | 495 600                         | 432 600                   |
| <b>AUDIT AND RISK COMMITTEE</b>    |                         |                             |                        |                                 |                           |
| Chair                              |                         |                             |                        | 130 200                         |                           |
| Other members                      | 78 750                  |                             | 78 750                 |                                 |                           |
| <b>REMUNERATION COMMITTEE</b>      |                         |                             |                        |                                 |                           |
| Chair                              |                         | 78 750                      |                        |                                 |                           |
| Other members                      | 47 250                  |                             |                        | 47 250                          |                           |
| <b>SOCIAL AND ETHICS COMMITTEE</b> |                         |                             |                        |                                 |                           |
| Chair                              |                         |                             |                        |                                 | 52 500                    |
| Other members                      |                         | 32 550                      | 32 550                 |                                 |                           |
| <b>TOTAL</b>                       | <b>787 500</b>          | <b>543 900</b>              | <b>543 900</b>         | <b>673 050</b>                  | <b>485 100</b>            |

**GREGORY VC AZZOPARDI**

Chair: Remuneration Committee



# KING IV APPLICATION REGISTER

The Company has ensured compliance with King IV principles during FY2025:

| KING IV PRINCIPLE                                                                                                                                                                                                                                        | APPLICATION OF PRINCIPLE                                                                                                                                                                                                                                                                                                                                                                       |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Principle 1:</b> The governing body should lead ethically and effectively                                                                                                                                                                             | The board cultivates a responsible, accountable, fair, and transparent leadership culture, integral to the Company's success. Directors uphold the Company's code of conduct and ethics to preserve stakeholder value. Ethical leadership is reinforced through annual performance reviews of the board and individual directors, fostering accountability and continual improvement.          |
| <b>Principle 2:</b> The governing body should govern the ethics of the organisation in a way that supports the establishment of an ethical culture                                                                                                       | The board actively governs organisational ethics, fostering an ethical culture and ensuring compliance with applicable laws, guided by the Company's comprehensive code of conduct and ethics. This includes a whistle-blowing policy for reporting unethical conduct. The Social and Ethics Committee oversees these ethical standards. Refer to their report on pages 52 and 53 of this IAR. |
| <b>Principle 3:</b> The governing body should ensure that the organisation is and is seen to be a responsible corporate citizen                                                                                                                          | The Company is committed to responsible corporate citizenship, engaging in sustainability initiatives and upholding ethical practices across operations. The Social and Ethics Committee monitors and evaluates these efforts, regularly reviewing management reports on employment equity, anti-discrimination, anti-corruption, and community involvement.                                   |
| <b>Principle 4:</b> 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 recognises the interconnected nature of strategy, performance, and sustainable value creation. Strategic objectives, risks, and opportunities are regularly assessed, with governance and performance discussions embedded within board meetings. Strategic sessions are held as needed to support sustainable outcomes.                                                             |
| <b>Principle 5:</b> 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 ensures that external reporting accurately reflects Company performance and prospects. The Audit and Risk Committee oversees the integrity, accuracy, and transparency of the Company's integrated reporting, ensuring compliance with legal requirements and stakeholder information needs.                                                                                         |
| <b>Principle 6:</b> The governing body should serve as the focal point and custodian of corporate governance in the organisation                                                                                                                         | The board acts as the custodian of corporate governance, embedding robust governance principles throughout the Company. It ensures compliance with King IV and the JSE Listings Requirements, holding quarterly governance-focused meetings and continuously reviewing governance practices.                                                                                                   |
| <b>Principle 7:</b> 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 board maintains an appropriate balance of knowledge, skills, experience, diversity, and independence, consistent with King IV guidelines. Directors' appointments are transparently managed by the board and subject to shareholder approval. Annual reviews confirm the effectiveness and suitability of the board composition.                                                           |



|                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Principle 8:</b> 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                                                      | Clear delegation frameworks support balanced decision-making and accountability. Committee charters are reviewed annually, reinforcing independence and assisting the board in discharging its responsibilities effectively, while ultimate accountability remains with the board.                                                                                                                                                                                                                                                                                   |
| <b>Principle 9:</b> The governing body should ensure that the evaluation of its own performance and that of its committees, its chair and individual members, support continued improvement in its performance and effectiveness                                                      | Internal evaluations of the board, committees, directors, and the company secretary were conducted confidentially and anonymously in FY2025, indicating strong performance without notable issues. The board utilises these assessments for ongoing performance enhancements and professional development.                                                                                                                                                                                                                                                           |
| <b>Principle 10:</b> 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                                                                                   | A clearly defined delegation of authority framework guides management roles and responsibilities, reviewed annually by the board. This ensures clarity, efficient management, and effective exercise of delegated authority.                                                                                                                                                                                                                                                                                                                                         |
| <b>Principle 11:</b> The governing body should govern risk in a way that supports the organisation in setting and achieving its strategic objectives                                                                                                                                  | The board oversees risk management, supported by the Audit and Risk Committee, which regularly reviews and advises on the Company's risk management framework and policies. Detailed risk management information is presented on pages 34 and 35 of this IAR.                                                                                                                                                                                                                                                                                                        |
| <b>Principle 12:</b> The governing body should govern technology and information in a way that supports the organisation in setting and achieving its strategic objectives                                                                                                            | Technology and information governance is overseen by the board, supported by the Audit and Risk Committee. Measures are in place to ensure the security and integrity of information, managed through clearly defined service-level agreements and outsourced IT functions.                                                                                                                                                                                                                                                                                          |
| <b>Principle 13:</b> 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 oversees compliance with applicable laws, regulations, and codes, delegating detailed oversight to the Audit and Risk Committee. Compliance responsibilities are clearly assigned throughout the organisation, ensuring adherence to regulatory obligations, including annual REIT compliance submissions to the JSE. 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. |
| <b>Principle 14:</b> 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 ensures fair, responsible, and transparent remuneration aligned with strategic goals and stakeholder interests. The remuneration policy and implementation report are transparently disclosed and presented for shareholder approval at the AGM, as detailed on pages 54 to 58 of this IAR.                                                                                                                                                                                                                                               |
| <b>Principle 15:</b> 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 Audit and Risk Committee oversees assurance processes, ensuring effective internal control and the integrity of external reports. Assurance is provided through executive oversight, internal audits, and external audit processes, confirming the accuracy and reliability of reporting.                                                                                                                                                                                                                                                                        |
| <b>Principle 16:</b> 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 adopts a stakeholder-inclusive approach, ensuring effective communication and engagement strategies that address stakeholder needs, expectations, and interests. Further details are outlined in the stakeholder engagement report on page 31 of this IAR.                                                                                                                                                                                                                                                                                                 |

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# GROUP & COMPANY FINANCIAL STATEMENTS

FOR THE YEAR ENDED 28 FEBRUARY 2025

KWAGGA MALL  
MPUMALANGA



# DIRECTORS' RESPONSIBILITIES AND APPROVAL

*The Group & Company financial statements are prepared in accordance with IFRS Accounting Standards as published by the International Accounting Standards Board and the Companies Act of South Africa.*

The directors are required in terms of the Companies Act of South Africa to maintain adequate accounting records and are responsible for the content and integrity of the Group & Company financial statements and related financial information included in this report. It is their responsibility to ensure that the Group & Company financial statements fairly present the state of affairs of the Group & 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 as published by the International Accounting Standards Board and the Companies Act of South Africa. The external auditor is engaged to express an independent opinion on the Group & Company financial statements.

The Group & Company financial statements are prepared in accordance with IFRS Accounting Standards as published by the International Accounting Standards Board and the Companies Act of South Africa, 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 & 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 & Company and all employees are required to maintain the highest ethical standards in ensuring the Group & Company's business is conducted in a manner that in all reasonable circumstances is above reproach. The focus of risk management in the Group & Company is on identifying, assessing, managing and monitoring all known forms of risk across the Group & Company. While operating risk cannot be fully eliminated, the Group & 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 & 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 forecasts for the period to 28 February 2026 and, in light of this review and the current financial position, they are satisfied that the Group & Company have 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 & Company financial statements. The Group & Company financial statements have been examined by the Group & Company's external auditors and their report is presented on pages 72 to 75.



### Declaration by Group chief executive officer (CEO) and chief financial officer (CFO) for the year ended 28 February 2025

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

- (a) the financial statements set out on pages 76 to 128, 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 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;
- (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 and Risk 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 & Company financial statements set out on pages 76 to 128, which have been prepared on the going concern basis, were approved by the board of directors on 26 May 2025 and were signed on their behalf by:



**MCCORMICK, J (JASON)**  
Chief Executive Officer  
26 May 2025

**CHURCH, DA**  
Chief Financial Officer  
26 May 2025

# DECLARATION BY THE 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 28 February 2025, and that all such returns and notices appear to be true, correct, and up to date.

**ANANDA BOOYSEN**  
Company secretary  
26 May 2025



# 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 28 February 2025.*

## ROLE AND STRUCTURE OF THE COMMITTEE

The board approved an updated version of the committee's charter in February 2025, outlining its roles and responsibilities. In fulfilling its mandate, the committee adheres to the provisions of section 94(7)(f) of the Companies Act, the principles of King IV, the Company's memorandum of incorporation, and the JSE Listings Requirements. Its duties include safeguarding the reliability of financial reporting and the audit process, overseeing the integrated reporting process, evaluating the effectiveness of the finance function, and monitoring risk, compliance, and IT governance. Members of the committee are nominated for re-election by shareholders at each annual general meeting. The committee meets a minimum of three times per year, with additional meetings held when required. Details of attendance are disclosed on page 51. An evaluation of the committee's effectiveness is carried out annually and, based on the results for the year under review, the board is satisfied with the chair's financial and accounting expertise.

## COMMITTEE ACTIVITIES DURING FY2025

### GROUP & COMPANY FINANCIAL STATEMENTS AND THE INTEGRATED ANNUAL REPORT

The committee evaluated the adequacy and effectiveness of the Company's internal financial controls and concluded that they are sound in all material respects, forming a reliable basis for the preparation of the financial statements. After a comprehensive review of the financial statements for the year ended 28 February 2025, the committee confirmed that they are aligned with International Financial Reporting Standards (IFRS) in all material aspects and has recommended them for approval by the board. The committee also approved the accounting policies applied in compiling the financial statements. Furthermore, it examined the integrated annual report to ensure that it presents information in a balanced, accurate, and coherent manner. The report was found to comply with the relevant reporting frameworks, including King IV and the JSE Listings Requirements. As a result, the committee has endorsed the report for submission to the board for final approval.

### GOING CONCERN, SOLVENCY AND LIQUIDITY

The committee reviewed management's assessment supporting the going concern assumption and recommended its approval to the board. It is also satisfied that the board has appropriately carried out the solvency and liquidity evaluations in line with sections 4 and 46 of the Companies Act, concluding that the Company will continue to satisfy these requirements following the declaration of the final

dividend. In addition, the committee confirmed that the solvency and liquidity test was also performed at the time of the interim distribution.

### INTERNAL AUDIT

The committee provides oversight of the internal audit function, which is carried out by Moore Johannesburg. Their role includes conducting targeted ad hoc audits as required.

### EXTERNAL AUDIT

The committee has reviewed the independence of BDO South Africa Incorporated ("BDO") as the external auditors, along with Sergio Vittone in his capacity as the newly appointed engagement audit partner, and is satisfied that both meet the necessary independence requirements. After considering the requirements of paragraphs 3.84(g)(ii) of the JSE Listings Requirements, the committee is confident in the auditors' qualifications, skills, and professional capabilities. The committee has also reviewed the terms of BDO's engagement, which include audit-related fees, the scope of any non-audit services provided, and their report on the annual financial statements. In addition, the auditors' performance was assessed, particularly their handling of key audit matters. Based on these evaluations, the committee recommends the reappointment of BDO and the designation of Sergio Vittone as the engagement audit partner, subject to shareholder approval at the upcoming annual general meeting.

**REVIEW OF THE FINANCE FUNCTION**

The committee evaluated the expertise and overall effectiveness of the Company's finance function, as well as the performance of the Chief Financial Officer who leads it, and is satisfied that the function is adequately resourced and suitably skilled.

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

**RISK AND COMPLIANCE OVERSIGHT**

The committee is responsible for monitoring the Company's risk and compliance frameworks and has confirmed that the current risk management practices are appropriate and effective. Company policy restricts the use of derivative instruments to those required for routine business operations, and this guideline has been adhered to in all material aspects. The committee is also satisfied with the effectiveness of compliance measures and the handling of matters reported through the fraud and ethics hotline.

---

**PETER J KATZENELLENBOGEN**  
*Chair: Audit and Risk Committee*



# DIRECTORS' REPORT

*The directors have pleasure in submitting their report on the Group & Company financial statements of Exemplar REITail Limited for the year ended 28 February 2025.*

## 1. REVIEW OF FINANCIAL RESULTS AND ACTIVITIES

The Group & Company financial statements have been prepared in accordance with IFRS Accounting Standards and the requirements of the Companies Act of South Africa. 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 & Company are set out in these financial statements.

## 2. STATED CAPITAL

The Company's authorised share capital comprises 5 000 000 000 (2024: 5 000 000 000) ordinary shares of no par value.

As at the date of this report, the Company had 332 290 686 (2024: 332 290 686) shares in issue.

## 3. DISTRIBUTIONS

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 or return of capital, where appropriate.

A final dividend of 57,03275 cents per share and a return of contributed tax capital of 17,63150 cents per share were paid on 17 June 2024 to the Company's shareholders for the year ended 29 February 2024. The distribution equated to a total of R 248 102 336.

An interim dividend in respect of the six months ended 31 August 2024 of 70,24654 cents per share was declared on 4 November 2024 and paid on 25 November 2024 to the Company's shareholders. This dividend equated to a total of R 233 422 710.

**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.**

Dividends totalling R 20 317 943 were declared in the current financial year to the non-controlling shareholders in three subsidiary companies, R 11 117 403 of this was owing at 28 February 2025, as disclosed in note 32.

The board of directors has approved a final dividend of 66,05324 cents per share as well as a return of contributed tax capital of 17,10395 cents per share for the year ended 28 February 2025. The Company has therefore declared a dividend of R 452 911 474 and a return of contributed tax capital of R 56 834 833 for the financial year ended 28 February 2025, being a total distribution of R509 746 307, or 153,40373 cents per share.

Dividends and the return of contributed tax capital 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% (2024: 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 54.27% (2024: 57.27%) shareholder of Exemplar and owns 180 318 534 (2024: 190 318 534) 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.

## 2025

### Directors

|                      | Beneficially held |             |           |             |        | Number of shares subject to security, guarantee, collateral or otherwise |
|----------------------|-------------------|-------------|-----------|-------------|--------|--------------------------------------------------------------------------|
|                      | Directly          | Indirectly  | Associate | Total       | %      |                                                                          |
| Church, DA           | 1                 | 4 367 972   | -         | 4 367 973   | 1.31%  | -                                                                        |
| McCormick, J (Jason) | -                 | 247 563 471 | -         | 247 563 471 | 74.50% | 141 000 000                                                              |
| McCormick, J (John)  | -                 | 234 349 720 | -         | 234 349 720 | 70.53% | 140 000 000                                                              |

## 2024

### Directors

|                      | Beneficially held |             |           |             |        | Number of shares subject to security, guarantee, collateral or otherwise |
|----------------------|-------------------|-------------|-----------|-------------|--------|--------------------------------------------------------------------------|
|                      | Directly          | Indirectly  | Associate | Total       | %      |                                                                          |
| 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% | -                                                                        |

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.

## 2025

| 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%  | -                              |                                                                          |
| Diepkloof Plaza (Pty) Ltd   | 16 440 379                         | -          | 16 440 379 | 4.95% | 40.00%  | -                              |                                                                          |
| Olievenhout Plaza (Pty) Ltd | 12 810 228                         | -          | 12 810 228 | 3.86% | 100.00% | -                              |                                                                          |
| Modjadji Plaza (Pty) Ltd    | 7 924 040                          | -          | 7 924 040  | 2.38% | 100.00% | -                              |                                                                          |

## 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                                                               |
| Modiadji 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 35 – 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 & Company have adequate financial resources to continue in operation for the foreseeable future and accordingly, the financial statements have been prepared on a going concern basis. This assessment is supported by the Group's budgets for the 2026 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 material changes that may adversely impact the Group & Company. (note 40 – 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 41 – Events after the reporting period)

## 7. AUDITOR

BDO South Africa Incorporated were appointed as auditors for the Group for the year ending 28 February 2025 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 Sergio Vittone as the designated engagement audit partner for the year ending 28 February 2026.

## 8. SECRETARY

The company secretary is Ananda Booysen.

The financial statements set out on pages 76 to 128, which have been prepared on the going concern basis, were approved by the board of directors on 26 May 2025, and were signed on their behalf by:



**MCCORMICK, J (JASON)**  
Chief Executive Officer  
26 May 2025

**CHURCH, DA**  
Chief Financial Officer  
26 May 2025

# INDEPENDENT AUDITOR'S REPORT

## 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 76 to 128, which comprise the consolidated and separate statements of financial position as at 28 February 2025, 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 material accounting policy information.

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 28 February 2025, 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 OF 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.

In terms of the IRBA Rule on Enhanced Auditor Reporting for the Audit of Financial Statements of Public Interest Entities, published in Government Gazette No. 49309 dated 15 September 2023 (EAR Rule), we report:

### Final Materiality

The materiality was at R177,3 million for the audit of the consolidated financial statements, and at R127,5 million for the separate financial statements. This represents 1.5% of consolidated total assets, and separate total assets, respectively.

Total assets have been recognised as an appropriate benchmark for assessing materiality for both the group and the company, as activities are intrinsically linked to the assets held.

### Group Audit Scope

Our group audit was scoped by obtaining an understanding of the group and its environment, including the structure and organisation of the group, and assessing the risks of material misstatement at the group level. Components were selected to provide an appropriate basis for undertaking audit work to address the risks of material misstatement at the group level. We also considered the organisation, location and business operations of each entity within the group, as well as changes in the business environment, when we formed our view as to the grouping of components, which assisted us in assessing the level of work to be performed at each component. Our process focused on identifying and assessing the risks of material misstatement in respect of the consolidated financial statements as a whole, in order to assist us in forming our approach to the group audit. This process assisted us in determining the audit work that needed to be undertaken at each of the components. We identified 21 components and applied the following scoping:

- Full scope audits were performed on the Company and 3 subsidiaries based on their contribution to the Group, and/or specific risk characteristics of these entities.
- For an additional 18 components, we performed audits of certain account balances due to the financial significance of these accounts to the consolidated financial statements as a whole.



## 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 and separate financial statements, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

In terms of the EAR Rule, we are required to report the outcome of audit procedures or key observations with respect to the key audit matters and these are included below.

| KEY MATTER (Company and Group)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | HOW THE MATTER WAS ADDRESSED                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p><u>Valuation of Investment Property</u></p> <p>The valuations of investment property held at fair value are performed by external independent valuers and are based mainly on discounted cash flow models.</p> <p>Significant judgement and estimates are required in determining the fair value of the investment property, which is determined annually with the assistance of independent valuers (Quadrant and Empire).</p> <p>The valuations are based on discounted cash flow models, as disclosed in note 3 to the consolidated and separate financial statements.</p> <p>The valuation of investment property is considered a matter of most significance to our current year audit of the consolidated and separate financial statements, due to the:</p> <ul style="list-style-type: none"> <li>• fact that the most significant inputs into these valuations are unobservable;</li> <li>• the complexity and subjectivity involved in the valuation process;</li> <li>• the sensitivity of the valuations to changes in key assumptions; and</li> <li>• the magnitude of the balances.</li> </ul> | <p>Our audit procedures incorporated a combination of substantive procedures relating to the valuation of investment property. This included evaluating the processes and assumptions used in determining the fair value of investment property.</p> <p>The procedures included the following, among others:</p> <ul style="list-style-type: none"> <li>• We assessed the capabilities, competency and objectivity of the independent valuers, including verification of professional qualifications, registrations and independence.</li> <li>• Making use of our internal valuations expertise, we assessed whether the valuation methodology was appropriate by comparing significant assumptions and judgements to historical inputs and available market data and investigated any unexpected movements. Based on the outcome of our assessment, we did not identify any aspects requiring further consideration;</li> <li>• For all property valuation calculations, we verified the mathematical accuracy of the models applied;</li> <li>• We evaluated the forecast revenue applied in the first year of the valuations for reasonableness by agreeing inputs to underlying contracts and comparing to current year revenue. We found that forecast revenue fell within our expectations;</li> <li>• We assessed the projected property expenses in the first year of the valuations for reasonableness by comparison to actual expenses in the current financial period. We found that forecast property expenses fell within our expectations;</li> <li>• We evaluated the reasonableness of revenue and expense growth rates used in the valuations subsequent to the initial forecast year, with reference to underlying lease information, available industry data for similar investment properties, and our knowledge of the client. Based on the results of our assessment, we accepted the growth rates used by management.</li> <li>• We assessed the adequacy of disclosures in the financial statements, including those relating to significant inputs and sensitivity analysis, against the requirements of IFRS Accounting Standards.</li> </ul> |

## 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 28 February 2025", 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 and will 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 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 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 group 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.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purposes 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 significant 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

### Audit Tenure

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 7 years.



*BDO South Africa Inc.*

**BDO SOUTH AFRICA  
INCORPORATED**  
Registered Auditors

Wanderers Office Park  
52 Corlett Drive  
Illovo  
2196

**S VITTONI**  
Director  
Registered Auditor

26 May 2025

## STATEMENT OF FINANCIAL POSITION

for the year ended 28 February 2025

|                                                 |    | GROUP          |               | COMPANY       |               |
|-------------------------------------------------|----|----------------|---------------|---------------|---------------|
|                                                 |    | 2025           | 2024          | 2025          | 2024          |
|                                                 |    | Notes          | R             | R             | R             |
|                                                 |    |                |               |               |               |
| Assets                                          |    |                |               |               |               |
| Non-Current Assets                              |    |                |               |               |               |
| Investment property                             | 3  | 9 952 734 025  | 8 508 005 581 | 4 681 105 850 | 3 984 991 956 |
| Investments in subsidiaries                     | 4  | -              | -             | 1 028 717 203 | 1 033 370 354 |
| Loans to subsidiaries                           | 7  | -              | -             | 2 838 127 008 | -             |
| Operating lease asset                           | 3  | 207 453 889    | 199 790 776   | 114 353 607   | 110 071 714   |
| Property, plant and equipment                   | 5  | 111 443 039    | 76 879 209    | 224 104 054   | 289 855 129   |
| Loans receivable                                | 8  | 33 004 366     | 26 385 376    | 32 155 386    | 24 867 180    |
| Derivative financial instruments                | 6  | 7 881 404      | 258 857       | 7 881 404     | 258 857       |
|                                                 |    | 10 312 516 723 | 8 811 319 799 | 8 926 444 512 | 5 443 415 190 |
| Current Assets                                  |    |                |               |               |               |
| Loans to subsidiaries                           | 7  | -              | -             | -             | 2 293 347 577 |
| Loans receivable                                | 8  | 26 299 751     | 30 875 720    | 25 630 536    | 30 256 255    |
| Trade and other receivables                     | 9  | 92 944 758     | 75 034 186    | 47 804 073    | 36 732 515    |
| Dividend receivable                             | 23 | -              | -             | 17 737 354    | 15 871 102    |
| Cash and cash equivalents                       | 10 | 83 885 599     | 42 843 244    | 47 786 423    | 27 240 732    |
|                                                 |    | 203 130 108    | 148 753 150   | 138 958 386   | 2 403 448 181 |
| Total Assets                                    |    | 10 515 646 831 | 8 960 072 949 | 9 065 402 898 | 7 846 863 371 |
| 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                                 |    | 2 255 847 063  | 1 626 388 040 | 1 145 335 054 | 784 417 759   |
| Share based payment reserve                     | 12 | 21 118 072     | 12 909 297    | 21 118 072    | 12 909 297    |
|                                                 |    | 5 587 498 584  | 4 949 830 786 | 4 476 986 575 | 4 107 860 505 |
| Non-controlling interest                        | 13 | 295 902 095    | 249 003 474   | -             | -             |
|                                                 |    | 5 883 400 679  | 5 198 834 260 | 4 476 986 575 | 4 107 860 505 |
| Liabilities                                     |    |                |               |               |               |
| Non-Current Liabilities                         |    |                |               |               |               |
| Financial liabilities                           | 14 | 3 863 442 473  | 2 977 115 645 | 3 863 442 473 | 2 977 115 645 |
| Lease liabilities                               | 15 | 63 487 271     | 57 161 071    | 16 268 706    | 14 082 961    |
| Deferred tax                                    | 16 | 246 587 059    | 205 830 401   | 187 873 538   | 158 565 348   |
|                                                 |    | 4 173 516 803  | 3 240 107 117 | 4 067 584 717 | 3 149 763 954 |
| Current Liabilities                             |    |                |               |               |               |
| Financial liabilities                           | 14 | 208 000 000    | 285 000 000   | 208 000 000   | 285 000 000   |
| Trade and other payables                        | 17 | 235 058 473    | 223 014 220   | 94 140 136    | 87 813 570    |
| Lease liabilities                               | 15 | 4 553 473      | 4 156 798     | 1 293 585     | 1 207 583     |
| Loans from subsidiaries                         | 18 | -              | -             | 217 397 885   | 215 217 759   |
| Dividend payable                                | 32 | 11 117 403     | 8 960 554     | -             | -             |
|                                                 |    | 458 729 349    | 521 131 572   | 520 831 606   | 589 238 912   |
| Total Liabilities                               |    | 4 632 246 152  | 3 761 238 689 | 4 588 416 323 | 3 739 002 866 |
| Total Equity and Liabilities                    |    | 10 515 646 831 | 8 960 072 949 | 9 065 402 898 | 7 846 863 371 |



## STATEMENT OF PROFIT AND LOSS AND OTHER COMPREHENSIVE INCOME

for the year ended 28 February 2025

|                                                            | Notes | GROUP                |                    | COMPANY            |                    |
|------------------------------------------------------------|-------|----------------------|--------------------|--------------------|--------------------|
|                                                            |       | 2025                 | 2024               | 2025               | 2024               |
|                                                            |       | R                    | R                  | R                  | R                  |
| Rental and recovery income                                 | 19    | 1 331 213 137        | 1 219 692 142      | 621 659 664        | 567 235 028        |
| Property operating costs                                   | 20    | (466 695 704)        | (435 544 480)      | (197 151 665)      | (173 890 980)      |
| <b>Net property income before fair value adjustments</b>   |       | <b>864 517 433</b>   | <b>784 147 662</b> | <b>424 507 999</b> | <b>393 344 048</b> |
| Other income                                               | 21    | 49 964 350           | 27 578 848         | 34 790 189         | 38 670 771         |
| Administrative expenses and corporate costs                |       | (74 737 033)         | (64 489 978)       | (24 276 327)       | (57 622 950)       |
| Investment income                                          | 23    | 20 723 444           | 15 901 697         | 432 403 021        | 349 048 298        |
| (Impairment loss) / reversal of impairment loss            | 24    | -                    | -                  | (4 653 251)        | 11 799 924         |
| Finance costs                                              | 25    | (339 658 700)        | (287 031 941)      | (357 742 236)      | (261 388 219)      |
| Fair value adjustments on investment property              | 3     | 690 545 495          | 360 758 759        | 359 097 829        | 149 130 438        |
| Fair value adjustments on derivative financial instruments | 6     | 7 622 547            | (42 872 347)       | 7 622 547          | (27 579 150)       |
| <b>Profit before taxation</b>                              | 22    | <b>1 218 977 536</b> | <b>793 992 700</b> | <b>871 749 771</b> | <b>595 403 160</b> |
| Taxation                                                   | 26    | (40 777 663)         | (39 966 681)       | (29 308 190)       | (36 085 082)       |
| <b>Profit for the period</b>                               |       | <b>1 178 199 873</b> | <b>754 026 019</b> | <b>842 441 581</b> | <b>559 318 078</b> |
| Other comprehensive income                                 |       | -                    | -                  | -                  | -                  |
| <b>Total comprehensive income for the period</b>           |       | <b>1 178 199 873</b> | <b>754 026 019</b> | <b>842 441 581</b> | <b>559 318 078</b> |
| <b>Profit attributable to:</b>                             |       |                      |                    |                    |                    |
| Owners of the parent                                       |       | 1 110 983 309        | 708 691 140        |                    |                    |
| Non-controlling interest                                   | 13    | 67 216 564           | 45 334 879         |                    |                    |
|                                                            |       | <b>1 178 199 873</b> | <b>754 026 019</b> |                    |                    |
| <b>Total comprehensive income attributable to:</b>         |       |                      |                    |                    |                    |
| Owners of the parent                                       |       | 1 110 983 309        | 708 691 140        |                    |                    |
| Non-controlling interest                                   | 13    | 67 216 564           | 45 334 879         |                    |                    |
|                                                            |       | <b>1 178 199 873</b> | <b>754 026 019</b> |                    |                    |
| <b>Earnings per share</b>                                  | 33    |                      |                    |                    |                    |
| Basic earnings per share (cents)                           |       | 334,34079            | 213,27445          |                    |                    |
| Diluted earnings per share (cents)                         |       | 325,45254            | 207,16470          |                    |                    |

## STATEMENT OF CHANGES IN EQUITY

for the year ended 28 February 2025

| GROUP                                           |       |                     |                      |                                     |                                                                   |                                  |
|-------------------------------------------------|-------|---------------------|----------------------|-------------------------------------|-------------------------------------------------------------------|----------------------------------|
|                                                 | Notes | Stated capital<br>R | Retained income<br>R | Share based<br>payment reserve<br>R | Total<br>attributable to<br>equity holders of<br>the Company<br>R | Non-controlling<br>interest<br>R |
|                                                 |       |                     |                      |                                     |                                                                   | Total equity<br>R                |
| Balance at 28 February 2023                     |       | 3 310 533 449       | 1 371 869 450        | 3 866 247                           | 4 686 269 146                                                     | 224 400 569                      |
| Profit for the period                           |       | -                   | 708 691 140          | -                                   | 708 691 140                                                       | 45 334 879                       |
| Distribution declared                           | 32    | -                   | (454 172 550)        | -                                   | (454 172 550)                                                     | (20 732 374)                     |
| Non-controlling interest arising on acquisition |       | -                   | -                    | -                                   | -                                                                 | 400                              |
| Share-based payment expense                     |       | -                   | -                    | 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                      |
| Profit for the period                           |       | -                   | 1 110 983 309        | -                                   | 1 110 983 309                                                     | 67 216 564                       |
| Distribution declared                           | 32    | -                   | (481 524 286)        | -                                   | (481 524 286)                                                     | (20 317 943)                     |
| Share-based payment expense                     |       | -                   | -                    | 8 208 775                           | 8 208 775                                                         | -                                |
| Balance at 28 February 2025                     |       | 3 310 533 449       | 2 255 847 063        | 21 118 072                          | 5 587 498 584                                                     | 295 902 095                      |
| Notes                                           |       | 11                  |                      | 12                                  |                                                                   | 13                               |

| COMPANY                     |       |                     |                      |                                     |
|-----------------------------|-------|---------------------|----------------------|-------------------------------------|
|                             | Notes | Stated capital<br>R | Retained income<br>R | Share based<br>payment reserve<br>R |
|                             |       |                     |                      | Total equity<br>R                   |
| Balance at 28 February 2023 |       | 3 310 533 449       | 679 272 231          | 3 866 247                           |
| Profit for the period       |       | -                   | 559 318 078          | -                                   |
| Distribution declared       |       | -                   | (454 172 550)        | -                                   |
| Share-based payment expense | 12    | -                   | -                    | 9 043 050                           |
| Balance at 29 February 2024 |       | 3 310 533 449       | 784 417 759          | 12 909 297                          |
| Profit for the period       |       | -                   | 842 441 581          | -                                   |
| Distribution declared       | 32    | -                   | (481 524 286)        | -                                   |
| Share-based payment expense |       | -                   | -                    | 8 208 775                           |
| Balance at 28 February 2025 |       | 3 310 533 449       | 1 145 335 054        | 21 118 072                          |
| Notes                       |       | 11                  |                      | 12                                  |



## STATEMENT OF CASH FLOWS

for the year ended 28 February 2025

|                                                                 |    | GROUP                |                      | COMPANY              |                      |
|-----------------------------------------------------------------|----|----------------------|----------------------|----------------------|----------------------|
|                                                                 |    | 2025                 | 2024                 | 2025                 | 2024                 |
| Notes                                                           |    | R                    | R                    | R                    | R                    |
| <b>Cash flows from operating activities</b>                     |    |                      |                      |                      |                      |
| Cash generated from operations                                  | 27 | 844 452 249          | 746 437 648          | 443 257 794          | 383 316 541          |
| Interest income received                                        | 23 | 20 723 444           | 15 901 697           | 147 072 555          | 103 917 827          |
| Finance costs paid                                              | 25 | (330 253 070)        | (277 355 456)        | (354 024 596)        | (258 007 480)        |
| Dividend income received                                        | 23 | -                    | -                    | 283 464 214          | 250 188 811          |
| Dividends paid                                                  | 32 | (499 685 380)        | (478 543 517)        | (481 524 286)        | (454 172 550)        |
| <b>Net cash generated from / (used in) operating activities</b> |    | <b>35 237 243</b>    | <b>6 440 372</b>     | <b>38 245 681</b>    | <b>25 243 149</b>    |
| <b>Cash flows used in investing activities</b>                  |    |                      |                      |                      |                      |
| Additions to investment property                                | 3  | (757 117 922)        | (98 438 805)         | (314 124 587)        | (51 884 266)         |
| Purchase of property plant and equipment                        | 5  | (37 717 981)         | (59 779 561)         | (15 234 331)         | (67 153 020)         |
| Investments in subsidiaries                                     | 4  | -                    | -                    | (100)                | (562 623)            |
| Loans receivable repaid                                         | 30 | 5 245 185            | 2 798 073            | 4 625 719            | 2 224 661            |
| Loans receivable advanced                                       | 30 | (7 288 206)          | (24 867 180)         | (7 288 206)          | (24 867 180)         |
| Loans to subsidiaries advanced                                  | 29 | -                    | -                    | (1 150 192 883)      | (498 716 256)        |
| Loans to subsidiaries repaid                                    | 29 | -                    | -                    | 655 743 237          | 7 429 559            |
| Shareholder loan acquired                                       |    | -                    | -                    | -                    | (7 099 900)          |
| Vendor finance settled on investment property acquired          |    | -                    | (116 500 000)        | -                    | (116 500 000)        |
| <b>Net cash used in investing activities</b>                    |    | <b>(796 878 924)</b> | <b>(296 787 473)</b> | <b>(826 471 151)</b> | <b>(757 129 025)</b> |
| <b>Cash flows used in financing activities</b>                  |    |                      |                      |                      |                      |
| Loans from subsidiaries advanced                                | 31 | -                    | -                    | 17 191 363           | 2 647 174            |
| Loans from subsidiaries repaid                                  | 31 | -                    | -                    | (15 011 237)         | (3 620 933)          |
| Repayment of lease liabilities                                  | 15 | (5 315 964)          | (6 028 189)          | (1 408 965)          | (1 686 964)          |
| Proceeds from financial liabilities                             | 28 | 2 110 000 000        | 1 263 000 000        | 2 110 000 000        | 1 263 000 000        |
| Repayment of financial liabilities                              | 28 | (1 302 000 000)      | (983 000 000)        | (1 302 000 000)      | (548 000 000)        |
| <b>Net cash generated from financing activities</b>             |    | <b>802 684 036</b>   | <b>273 971 811</b>   | <b>808 771 161</b>   | <b>712 339 277</b>   |
| Total cash movement for the period                              |    | 41 042 355           | (16 375 290)         | 20 545 691           | (19 546 599)         |
| Total cash at beginning of the period                           |    | 42 843 244           | 59 218 534           | 27 240 732           | 46 787 331           |
| <b>Total cash at end of the period</b>                          | 10 | <b>83 885 599</b>    | <b>42 843 244</b>    | <b>47 786 423</b>    | <b>27 240 732</b>    |

# ACCOUNTING POLICIES

## 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 & Company financial statements are set out below.

### 1.1 Basis of preparation

The Group & Company financial statements are prepared on the historical cost basis except for investment properties, the Company's head office and certain 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 & Company's functional currency, and all values are rounded to the nearest Rand.

The Group & Company financial statements have been prepared in accordance with, and in compliance with, IFRS Accounting Standards as issued by the International Accounting Standards Board and IFRS Interpretations Committee interpretations issued and effective at the time of preparing these financial statements, the SA financial reporting requirements, the requirements of the Companies Act 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 judgments

The preparation of financial statements in conformity with IFRS Accounting Standards requires management to make judgments and estimates that affect the application of policies and reported amounts of assets and liabilities, income and expenses, as well as judgments 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

Information about assumptions and estimation uncertainties that have a risk of resulting in a material adjustment in the year ended 28 February 2025 is included in the following notes:

#### Investment property valuation – note 3

The property portfolio is valued externally by professional valuers 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 considering 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.

### Judgments

IFRS requires management to exercise its judgment in the process of applying the Group's accounting policies. Information about the judgments 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);



### 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

Investment property under construction is carried at cost. 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 external independent registered valuers 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.

##### Leased 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 Group's office building, which is treated as property plant and equipment, is 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 derivatives, 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 cash 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 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 impairment losses.

Related party loans payable

- Stated at amortised cost using the effective interest method

Financial liabilities

- Stated at amortised cost using the effective 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 & 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.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the probability weighted estimated future cash flows discounted at the pre-tax discount rate that reflects current market assessments of the time value of money, certain forward-looking information, including estimates of economic growth, the expected value of the assets and forecast of returns, and the risks specific to the asset.

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, 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) growth rate, interest 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. 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, which incorporates value judgements, market indicators and dealing with other relevant qualitative factors.

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.

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. A default event is the failure of a debtor to fulfil an obligation to settle monies owed to the Group in a timely manner.

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.

### Investments in subsidiaries – Note 4

The carrying value of each investment in a 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 are 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 and recovery income in profit or loss.

## 1.10 Rental and recovery income

Rental and recovery income comprise of 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 recovery income is billed on a monthly basis and payment is due, in most cases, by the first of the month.

## 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), is recognised in the period in which the service is rendered and is not discounted.

### Equity - settled instruments

The fair value of options granted in terms of the employee share scheme is determined on grant date and recognised as an expense 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 on 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. Segmental liabilities are considered immaterial as the majority of liabilities are held at the company level.

### 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 of the parent 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 of the parent 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 of the parent and headline earnings attributable to equity holders of the parent by the diluted weighted average shares in issue during the year.

# NOTES TO THE GROUP & COMPANY FINANCIAL STATEMENTS

## 2. NEW STANDARDS AND INTERPRETATIONS

### 2.1 Standard and interpretations effective and adopted in the current year

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

- Supplier Finance Arrangements (Amendments to IAS 7 & IFRS 7);
- Lease Liability in a Sale and Leaseback (Amendments to IFRS 16);
- Classification of Liabilities as Current or Non-Current (Amendments to IAS 1); and
- Non-current Liabilities with Covenants (Amendments to IAS 1).

These amendments to various IFRS Accounting Standards are mandatorily effective for reporting periods beginning on or after 1 January 2024. See the applicable notes for further details on how the amendments affected the Group.

#### Supplier Finance Arrangements (Amendments to IAS 7 & IFRS 7)

On 25 May 2023, the IASB issued Supplier Finance Arrangements, which amended IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures.

The amendments require entities to provide certain specific disclosures (qualitative and quantitative) related to supplier finance arrangements. The amendments also provide guidance on characteristics of supplier finance arrangements.

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

#### Lease Liability in a Sale and Leaseback (Amendments to IFRS 16)

On 22 September 2022, the IASB issued amendments to IFRS 16 Lease Liability in a Sale and Leaseback (the Amendments).

Prior to the Amendments, IFRS 16 did not contain specific measurement requirements for lease liabilities that may contain variable lease payments arising in a sale and leaseback transaction. In applying the subsequent

measurement requirements of lease liabilities to a sale and leaseback transaction, the Amendments require a seller-lessee to determine 'lease payments' or 'revised lease payments' in a way that the seller-lessee would not recognise any amount of the gain or loss that relates to the right of use retained by the seller-lessee.

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

#### Classification of Liabilities as Current or Non-Current and Non-current Liabilities with Covenants (Amendments to IAS 1)

The IASB issued amendments to IAS 1 in January 2020 Classification of Liabilities as Current or Non-current and subsequently, in October 2022, Non-current Liabilities with Covenants.

The amendments clarify the following:

- An entity's right to defer settlement of a liability for at least twelve months after the reporting period must have substance and must exist at the end of the reporting period.
- If an entity's right to defer settlement of a liability is subject to covenants, such covenants affect whether that right exists at the end of the reporting period only if the entity is required to comply with the covenant on or before the end of the reporting period.
- The classification of a liability as current or non-current is unaffected by the likelihood that the entity will exercise its right to defer settlement.
- In case of a liability that can be settled, at the option of the counterparty, by the transfer of the entity's own equity instruments, such settlement terms do not affect the classification of the liability as current or non-current only if the option is classified as an equity instrument.

These amendments have no effect on the measurement of any items in the consolidated financial statements of the Group or Company.



## 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 & Company have decided not to adopt early.

The following amendments are effective for the annual reporting period beginning 1 January 2025:

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

The following amendments are effective for the annual reporting period beginning 1 January 2026:

- Amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9 Financial Instruments and IFRS 7)

The following standards and amendments are effective for the annual reporting period beginning 1 January 2027:

- IFRS 18 Presentation and Disclosure of Financial Statements
- IFRS 19 Subsidiaries without Public Accountability: Disclosures

The Group is currently assessing the effect of these new accounting standards and amendments.

IFRS 18 Presentation and Disclosure in Financial Statements, which was issued by the IASB in April 2024, supersedes IAS 1 and will result in major consequential amendments to IFRS Accounting Standards including IAS 8 Basis of Preparation of Financial Statements (renamed from Accounting Policies, Changes in Accounting Estimates and Errors). Even though IFRS 18 will not have any effect on the recognition and measurement of items in the consolidated financial statements, it is expected to have a significant effect on the presentation and disclosure of certain items. These changes include categorisation and sub-totals in the statement of profit or loss, aggregation/disaggregation and labelling of information, and disclosure of management-defined performance measures.

The Group does not expect to be eligible to apply IFRS 19.

### 3. INVESTMENT PROPERTY

|                                                                                                 | Notes | GROUP                |                      | COMPANY              |                      |
|-------------------------------------------------------------------------------------------------|-------|----------------------|----------------------|----------------------|----------------------|
|                                                                                                 |       | 2025                 | 2024                 | 2025                 | 2024                 |
|                                                                                                 |       | R                    | R                    | R                    | R                    |
| <b>Net carrying value</b>                                                                       |       |                      |                      |                      |                      |
| Cost                                                                                            |       | 7 932 737 119        | 7 178 554 170        | 3 916 944 492        | 3 586 485 896        |
| Cumulative fair value adjustments                                                               |       | 2 019 996 906        | 1 329 451 411        | 764 161 358          | 398 506 060          |
|                                                                                                 |       | <b>9 952 734 025</b> | <b>8 508 005 581</b> | <b>4 681 105 850</b> | <b>3 984 991 956</b> |
| <b>Reconciliation of investment property</b>                                                    |       |                      |                      |                      |                      |
| Investment properties at the beginning of the period                                            |       | 8 508 005 581        | 8 045 587 084        | 3 984 991 956        | 3 777 973 428        |
| Additions                                                                                       |       | 440 454 201          | 67 677 332           | 17 627 929           | 51 369 903           |
| Reclassification from property, plant and equipment                                             | 5     | 21 633 774           | 29 412 105           | 34 339 638           | 7 682 328            |
| Additions – tenant installations                                                                |       | 12 048 963           | 2 387 740            | 3 068 630            | 514 363              |
| Tenant installations amortisation                                                               | 20    | (6 881 017)          | (6 434 009)          | (2 279 330)          | (2 358 399)          |
| Change in right-of-use asset                                                                    | 15    | 3 946 044            | 8 616 570            | 1 278 214            | 679 895              |
| Properties acquired by Group                                                                    | 38    | 282 980 984          | -                    | 282 980 984          | -                    |
| Fair value adjustments                                                                          |       | 690 545 495          | 360 758 759          | 359 097 829          | 149 130 438          |
| <b>Balance at the end of the period</b>                                                         |       | <b>9 952 734 025</b> | <b>8 508 005 581</b> | <b>4 681 105 850</b> | <b>3 984 991 956</b> |
| <b>Reconciliation to independent valuation</b>                                                  |       |                      |                      |                      |                      |
| Investment property as per valuation                                                            |       | 9 776 623 511        | 8 623 053 184        | 4 777 113 328        | 4 079 773 126        |
| Investment property carried at cost                                                             |       | 315 523 659          | 23 425 304           | 783 838              | -                    |
| Operating lease assets                                                                          |       | (207 453 889)        | (199 790 776)        | (114 353 607)        | (110 071 714)        |
| Lease liabilities                                                                               | 15    | 68 040 744           | 61 317 869           | 17 562 291           | 15 290 544           |
|                                                                                                 |       | <b>9 952 734 025</b> | <b>8 508 005 581</b> | <b>4 681 105 850</b> | <b>3 984 991 956</b> |
| <b>Reconciliation of cash additions to investment property</b>                                  |       |                      |                      |                      |                      |
| Additions                                                                                       |       | 440 454 201          | 67 677 332           | 17 627 929           | 51 369 903           |
| Properties acquired by Group                                                                    |       | 282 980 984          | -                    | 282 980 984          | -                    |
| Property, plant and equipment purchased in the current year reclassified to investment property | 5     | 21 633 774           | 28 373 733           | 10 447 044           | -                    |
| Additions – tenant installations                                                                |       | 12 048 963           | 2 387 740            | 3 068 630            | 514 363              |
| <b>Cash additions to investment property</b>                                                    |       | <b>757 117 922</b>   | <b>98 438 805</b>    | <b>314 124 587</b>   | <b>51 884 266</b>    |

#### 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 Mall (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 and Empire Valuations (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. Management reviews the inputs used in the external valuations for reasonableness and performs a valuation of the properties using a yield analysis.

Solar assets installed on the roofs of investment property are internally valued once a year by management using the discounted cash flow method. At the financial year end, replacement cost, electricity tariffs and irradiance of the relevant geographical area and a discount period of 25 years, have been used as inputs to the discounted cash flow model.

### Investment property under development

At year end, only Mphashe LG Mall was under development. This property is carried at cost and will be fair valued once it comes into use.

#### 2025

##### 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% - 9.25%       | 13.50% - 14.50%  | 5.07% - 8.72%                | 5.00% - 8.98%                             |
| Mpumalanga                  | 8.50% - 12.00%*     | 13.50% - 17.00%* | 5.33% - 10.05%               | 5.00%                                     |
| KwaZulu-Natal               | 9.25% - 10.00%      | 14.50% - 15.25%  | 7.63% - 7.71%                | 8.33% - 8.75%                             |
| Limpopo                     | 8.75% - 10.50%      | 13.75% - 15.50%  | (3.71%) - 5.66% **           | 5.00%                                     |
| Eastern Cape & Western Cape | 8.75% - 9.75%       | 13.75% - 15.00%  | 4.52% - 7.38%                | 5.00% - 8.37%                             |

#### 2024

##### 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%                                     |

\* The capitalisation rate and discount rate applied in the valuation of Acornhoek Megacity were 12.00% and 17.00% (2024: 12.00% and 17.50%) respectively. Excluding Acornhoek Megacity, the capitalisation and discount rate ranges for Mpumalanga would be 8.50% - 9.50% (2024: 8.50% - 9.50%) and 13.5% - 14.50% (2024: 14.00% - 15.00%) respectively.

\*\* The growth projection in revenue and risk rate applied to Maake Plaza was -3.71% (2024: -1.5%). Excluding Maake Plaza, the growth projection in revenue and risk rate ranges for Limpopo would be 4.94% - 5.66% (2024: 4.26% - 5.61%). The lower projection in revenue and risk rate is due to the land lease expiring in 2028.

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:

| Input                                          | Change % | 2025          | 2024          |
|------------------------------------------------|----------|---------------|---------------|
|                                                |          | R             | R             |
| Increase in capitalisation rate                | 1.00     | (982 413 936) | (890 670 875) |
| Decrease in capitalisation rate                | 1.00     | 1 224 371 161 | 1 110 153 131 |
| Increase in discount rate                      | 1.00     | (697 427 895) | (617 413 272) |
| Decrease in discount rate                      | 1.00     | 697 427 895   | 617 413 272   |
| Increase in projected revenue growth rate      | 1.00     | 1 224 371 161 | 1 110 153 131 |
| Decrease in projected revenue growth rate      | 1.00     | (982 413 936) | (890 670 875) |
| Increase in projected expense escalation rate  | 10.00    | (511 696 394) | (477 774 582) |
| Decrease in projected expenses escalation rate | 10.00    | 511 696 394   | 477 774 582   |

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 28 February 2025 and 29 February 2024 for the prior financial year.

## 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 | 2025      |                      | 2024      |                      |
|----------------------------------------|-------|-----------|----------------------|-----------|----------------------|
|                                        |       | % holding | Carrying amount R    | % holding | 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     | 648 777              |
| Exemplar Leasing (Pty) Ltd             |       | 100.00    | 100                  | 100.00    | 100                  |
| Exemplar Management (Pty) Ltd          |       | 100.00    | 100                  | N/A       | N/A                  |
| Exemplar Utilities (Pty) Ltd           |       | 100.00    | 100                  | 100.00    | 100                  |
| Farisani Business Enterprise (Pty) Ltd | 13    | 65.00     | 650                  | 65.00     | 650                  |
| Jean Junction (Pty) Ltd                |       | 100.00    | 100                  | 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     | 3 270 109            |
| Mabopane Square (Pty) Ltd              |       | 100.00    | 36 868 955           | 100.00    | 36 868 955           |
| Maake Plaza (Pty) Ltd                  | 24    | 100.00    | 49 543 898           | 100.00    | 54 197 149           |
| Mall of Thembisa (Pty) Ltd             | 24    | 100.00    | 140 807 827          | 100.00    | 140 807 827          |
| Mandeni Plaza (Pty) Ltd                | 13    | 50.00     | 25 881 595           | 50.00     | 25 881 595           |
| Mbhashe LG Mall (Pty) Ltd              | 13    | 60.00     | 600                  | 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 Mall (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                  | 65.00     | 650                  |
|                                        |       |           | <b>1 028 717 203</b> |           | <b>1 033 370 354</b> |

### Reconciliation of investments in subsidiaries

|                                                                        |   |             |                |
|------------------------------------------------------------------------|---|-------------|----------------|
| Year on year movement in investment in subsidiaries                    |   | (4 653 151) | 5 482 139      |
| Less reversal of impairment                                            |   | -           | (17 412 709)   |
| Add impairment                                                         |   | 4 653 251   | 5 612 785      |
| Reclassification from investment in subsidiary to loan to subsidiaries | 7 | -           | 6 880 408      |
| <b>Cash investments in subsidiaries</b>                                |   | <b>100</b>  | <b>562 623</b> |

The carrying amounts are stated net of impairments (refer to note 24 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.

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



## 5. PROPERTY, PLANT AND EQUIPMENT

| Notes                                                                               | GROUP               |                     | COMPANY             |                    |
|-------------------------------------------------------------------------------------|---------------------|---------------------|---------------------|--------------------|
|                                                                                     | 2025                | 2024                | 2025                | 2024               |
|                                                                                     | R                   | R                   | R                   | R                  |
| Computer equipment                                                                  | 1 495 802           | 602 301             | 188 837             | 490 430            |
| Cost                                                                                | 3 572 124           | 1 854 981           | 1 467 354           | 1 465 841          |
| Accumulated depreciation                                                            | (2 076 322)         | (1 252 680)         | (1 278 517)         | (975 411)          |
| Furniture and fixtures                                                              | 5 282 674           | 321 548             | 107 760             | 145 057            |
| Cost                                                                                | 6 897 376           | 1 401 973           | 483 709             | 474 445            |
| Accumulated depreciation                                                            | (1 614 702)         | (1 080 425)         | (375 949)           | (329 388)          |
| Office equipment                                                                    | 3 545 785           | 3 254 255           | 1 810 777           | 2 400 966          |
| Cost                                                                                | 6 388 518           | 5 228 261           | 3 855 881           | 3 827 866          |
| Accumulated depreciation                                                            | (2 842 733)         | (1 974 006)         | (2 045 104)         | (1 426 900)        |
| Motor vehicles                                                                      | 2 504 437           | 1 377 236           | 841 806             | 1 377 236          |
| Cost                                                                                | 3 891 444           | 2 067 258           | 2 067 258           | 2 067 258          |
| Accumulated depreciation                                                            | (1 387 007)         | (690 022)           | (1 225 452)         | (690 022)          |
| Meter reading and solar equipment*                                                  | 7 614 887           | 10 939 831          | 221 154 874         | 232 147 695        |
| Cost                                                                                | 7 660 436           | 10 975 793          | 235 067 411         | 240 827 597        |
| Accumulated depreciation                                                            | (45 549)            | (35 962)            | (13 912 537)        | (8 679 902)        |
| Security System                                                                     | 996 315             | -                   | -                   | -                  |
| Cost                                                                                | 1 190 157           | -                   | -                   | -                  |
| Accumulated depreciation                                                            | (193 842)           | -                   | -                   | -                  |
| Office building carried at fair value**                                             | 90 003 139          | 60 384 038          | -                   | 53 293 745         |
|                                                                                     | <b>111 443 039</b>  | <b>76 879 209</b>   | <b>224 104 054</b>  | <b>289 855 129</b> |
| <b>Reconciliation of property, plant and equipment</b>                              |                     |                     |                     |                    |
| Property, plant and equipment at the beginning of the period                        | 76 879 209          | 19 864 961          | 289 855 129         | 236 154 466        |
| Additions                                                                           | <b>59 351 755</b>   | <b>88 153 294</b>   | <b>25 681 375</b>   | <b>67 153 020</b>  |
| Computer equipment                                                                  | 1 744 232           | 126 995             | 28 603              | 107 949            |
| Furniture and fixtures                                                              | 5 495 402           | 22 219              | 9 264               | 22 219             |
| Office equipment                                                                    | 1 160 258           | 388 381             | 28 015              | 388 381            |
| Motor vehicles                                                                      | 1 824 186           | -                   | -                   | -                  |
| Security System                                                                     | 1 190 157           | -                   | -                   | -                  |
| Buildings                                                                           | 29 619 101          | 59 241 966          | -                   | 52 151 671         |
| Meter reading equipment and solar assets                                            | 18 318 419          | 28 373 733          | 25 615 493          | 14 482 800         |
|                                                                                     | <b>(21 633 774)</b> | <b>(29 412 105)</b> | <b>(84 669 423)</b> | <b>(7 682 328)</b> |
| Reclassification of meter reading equipment and solar assets to investment property | 3 (21 633 774)      | (29 412 105)        | (34 339 638)        | (7 682 328)        |
| Non-cash disposal of office building                                                | -                   | -                   | (50 329 785)        | -                  |
| Depreciation                                                                        | <b>(3 154 151)</b>  | <b>(1 726 941)</b>  | <b>(6 763 027)</b>  | <b>(5 770 029)</b> |
| Computer equipment                                                                  | (850 732)           | (464 347)           | (330 196)           | (374 247)          |
| Furniture and fixtures                                                              | (534 277)           | (176 650)           | (46 561)            | (69 334)           |
| Office equipment                                                                    | (868 727)           | (723 612)           | (618 204)           | (586 162)          |
| Motor vehicles                                                                      | (696 986)           | (352 746)           | (535 431)           | (352 746)          |
| Meter reading and solar equipment                                                   | (9 587)             | (9 586)             | (5 232 635)         | (4 387 540)        |
| Security system                                                                     | (193 842)           | -                   | -                   | -                  |
|                                                                                     | <b>111 443 039</b>  | <b>76 879 209</b>   | <b>224 104 054</b>  | <b>289 855 129</b> |

\*\* The office building was carried at cost during the construction phase. Post-completion the property is carried at fair value.

The office property is internally valued by management using a yield analysis on the 12 month projected net property income.

### Reconciliation of property, plant and equipment additions

|                                                                             |                   |                   |                   |                   |
|-----------------------------------------------------------------------------|-------------------|-------------------|-------------------|-------------------|
| Additions                                                                   | 59 351 755        | 88 153 294        | 25 681 375        | 67 153 020        |
| Additions purchased in the current year reclassified as investment property | (21 633 774)      | (28 373 733)      | (10 447 044)      | -                 |
| <b>Cash additions to property, plant and equipment</b>                      | <b>37 717 981</b> | <b>59 779 561</b> | <b>15 234 331</b> | <b>67 153 020</b> |

\* Included in the cost of meter reading and solar equipment is R7 604 704 (2024: R10 197 747) of solar components which have not yet been installed or brought into use.

Solar assets of R228 264 432 (2024: R230 629 850) 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

|                            | Notes | GROUP     |         | COMPANY   |         |
|----------------------------|-------|-----------|---------|-----------|---------|
|                            |       | 2025      | 2024    | 2025      | 2024    |
|                            |       | R         | R       | R         | R       |
| <b>Hedging derivatives</b> |       |           |         |           |         |
| Interest rate derivatives  |       | 7 881 404 | 258 857 | 7 881 404 | 258 857 |

| 2025               |                  |                     |        |                |               |
|--------------------|------------------|---------------------|--------|----------------|---------------|
| Transaction        | Fixed rate payer | Floating rate payer | Rate   | Notional       | Maturity Date |
| Interest rate cap  | Exemplar         | Counterparty        | 9.360% | R500 000 000   | 26-May-26     |
| Interest rate cap  | Exemplar         | Counterparty        | 8.300% | R1 000 000 000 | 25-Jul-27     |
| Interest rate swap | Exemplar         | Counterparty        | 7.440% | R1 000 000 000 | 25-Jul-27     |
| Interest rate cap  | Exemplar         | Counterparty        | 8.200% | R500 000 000   | 17-Sep-27     |
| Interest rate swap | Exemplar         | Counterparty        | 7.004% | R500 000 000   | 17-Sep-27     |
| Interest rate swap | Exemplar         | Counterparty        | 7.250% | R1 000 000 000 | 02-Dec-27     |

| 2024              |                  |                     |        |               |               |
|-------------------|------------------|---------------------|--------|---------------|---------------|
| Transaction       | Fixed rate payer | Floating rate payer | Rate   | Notional      | Maturity Date |
| Interest rate cap | Exemplar         | Counterparty        | 9.360% | R 500 000 000 | 26-May-26     |

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 does not apply hedge accounting in terms of IFRS 9.

The derivative financial instruments were valued by ABSA Bank Limited and the Standard Bank of South Africa 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 subsidiaries do not utilise derivatives for speculative purposes other than interest rate risk management.

Refer to note 37, Risk management for further details.



## 7. LOANS TO SUBSIDIARIES

|                                                                                                                                                | 2025                 | 2024                 |
|------------------------------------------------------------------------------------------------------------------------------------------------|----------------------|----------------------|
|                                                                                                                                                | R                    | R                    |
| Alex Mall (Pty) Ltd                                                                                                                            | 290 430 845          | 290 140 385          |
| The loan is unsecured, is interest-free (2024: 0.00%) and has no fixed terms of repayment.                                                     |                      |                      |
| Bizana Walk (Pty) Ltd                                                                                                                          | 100 933 610          | 96 912 866           |
| The loan is unsecured, bears interest at the prime rate plus 1.75% (2024: prime plus 1.75%) and has no fixed terms of repayment.               |                      |                      |
| Exemplar Leasing (Pty) Ltd                                                                                                                     | 1 101 500            | -                    |
| The loan is unsecured, is interest-free (2024: 0.00%) and has no fixed terms of repayment.                                                     |                      |                      |
| Exemplar Management (Pty) Ltd                                                                                                                  | 2 298 280            | 10 000               |
| The loan is unsecured, is interest-free (2024: 0.00%) and has no fixed terms of repayment.                                                     |                      |                      |
| Farisani Business Enterprise (Pty) Ltd                                                                                                         | 9 083 728            | 6 957 885            |
| The loan is unsecured, is interest-free (2024: 0.00%) and has no fixed terms of repayment.                                                     |                      |                      |
| Jean Junction (Pty) Ltd                                                                                                                        | 98 372 150           | 7 099 900            |
| The loan is unsecured, is interest-free (2024: 0.00%) and has no fixed terms of repayment.                                                     |                      |                      |
| Katale Square (Pty) Ltd                                                                                                                        | 92 208 476           | 93 295 754           |
| The loan is unsecured, is interest-free (2024: 0.00%) and has no fixed terms of repayment.                                                     |                      |                      |
| KwaBhaca Mall (Pty) Ltd                                                                                                                        | 314 135 907          | 309 450 189          |
| The loan is unsecured, bears interest at the prime lending rate (2024: prime lending rate) and has no fixed terms of repayment.                |                      |                      |
| Mabopane Square (Pty) Ltd                                                                                                                      | 120 359 242          | 120 283 891          |
| The loan is unsecured, is interest-free (2024: 0.00%) and has no fixed terms of repayment.                                                     |                      |                      |
| Mall of Thembisa (Pty) Ltd                                                                                                                     | 672 258 152          | 671 656 398          |
| The loan is unsecured, is interest-free (2024: 0.00%) and has no fixed terms of repayment.                                                     |                      |                      |
| Mandeni Plaza (Pty) Ltd                                                                                                                        | 105 088 560          | 107 320 455          |
| The loan is unsecured, bears interest at 9.97% (2024: 9.40%) and is repayable on demand.                                                       |                      |                      |
| Mbhashe LG Mall (Pty) Ltd                                                                                                                      | 308 837 102          | 14 145 191           |
| The loan is unsecured, bears interest at the prime rate plus 2.00% interest (2024: prime rate plus 2.00%) and has no fixed terms of repayment. |                      |                      |
| Modimall (Pty) Ltd                                                                                                                             | 194 499 550          | 187 383 116          |
| The loan is unsecured, is interest-free (2024: 0.00%) and has no fixed terms of repayment.                                                     |                      |                      |
| Phola Mall (Pty) Ltd                                                                                                                           | 274 461 983          | 279 692 266          |
| The loan is unsecured, bears interest at 9.97% (2024: 9.40%) and is repayable on demand.                                                       |                      |                      |
| Theku Mall (Pty) Ltd                                                                                                                           | 239 608 264          | 96 326 602           |
| The loan is unsecured, bears interest at 9.97% (2024: 9.40%) and is repayable on demand.                                                       |                      |                      |
| Tsakane Mall (Pty) Ltd                                                                                                                         | 13 283 745           | 12 459 672           |
| The loan is unsecured, is interest-free (2024: 0.00%) and has no fixed terms of repayment.                                                     |                      |                      |
| Vuwani Mall (Pty) Ltd                                                                                                                          | 1 165 914            | 213 007              |
| The loan is unsecured, bears interest at the prime rate plus 2.00% interest (2024: prime rate plus 2.00%) and has no fixed terms of repayment. |                      |                      |
|                                                                                                                                                | <b>2 838 127 008</b> | <b>2 293 347 577</b> |

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, however a reassessment was performed in the current year and the Company does not intend to call the loans within 12 months, 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           |                   |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|-------------------|-------------------|-------------------|
|                                                                                                                                                                                                                        | 2025              | 2024              | 2025              | 2024              |
|                                                                                                                                                                                                                        | R                 | R                 | R                 | R                 |
| <b>Non-current loans receivable</b>                                                                                                                                                                                    |                   |                   |                   |                   |
| Stilopro (Pty) Ltd - Bizana                                                                                                                                                                                            | 20 752 714        | 17 410 799        | 20 752 714        | 17 410 799        |
| The loan is secured by a cession and pledge of the shares in Bizana Walk (Pty) Ltd held by Stilopro (Pty) Ltd, bears interest at the prime rate NACM and is repaid through the dividends paid to Stilopro (Pty) Ltd.   |                   |                   |                   |                   |
| Stilopro (Pty) Ltd - KwaBhaca                                                                                                                                                                                          | 11 402 672        | 7 456 381         | 11 402 672        | 7 456 381         |
| The loan is secured by a cession and pledge of the shares in KwaBhaca Mall (Pty) Ltd held by Stilopro (Pty) Ltd, bears interest at the prime rate NACM and is repaid through the dividends paid to Stilopro (Pty) Ltd. |                   |                   |                   |                   |
| Moemedi Enterprise (Pty) Ltd T/A Roots Katala Square                                                                                                                                                                   | 848 980           | 1 518 196         | -                 | -                 |
| The loan is secured by equipment with a cost of R5 805 660, bears interest at 11% NACM and is repayable in monthly instalments.                                                                                        |                   |                   |                   |                   |
|                                                                                                                                                                                                                        | <b>33 004 366</b> | <b>26 385 376</b> | <b>32 155 386</b> | <b>24 867 180</b> |
| <b>Current loans receivable</b>                                                                                                                                                                                        |                   |                   |                   |                   |
| Moemedi Enterprise (Pty) Ltd T/A Roots Katala Square                                                                                                                                                                   | 669 216           | 619 465           | -                 | -                 |
| 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                                                                                                                                                                                                  | 25 630 535        | 30 256 255        | 25 630 536        | 30 256 255        |
|                                                                                                                                                                                                                        | <b>26 299 751</b> | <b>30 875 720</b> | <b>25 630 536</b> | <b>30 256 255</b> |
| Non-current loans receivable                                                                                                                                                                                           | 33 004 366        | 26 385 376        | 32 155 386        | 24 867 180        |
| Current loans receivable                                                                                                                                                                                               | 26 299 751        | 30 875 720        | 25 630 536        | 30 256 255        |
|                                                                                                                                                                                                                        | <b>59 304 117</b> | <b>57 261 096</b> | <b>57 785 922</b> | <b>55 123 435</b> |

### Share scheme loans to employees

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 9.66% (2024: 8.71%), 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                      | 3 450 100        | 3 475 100        | 3 450 100        | 3 475 100        |
| Number of shares released as security during the year                               | (300 000)        | (25 000)         | (300 000)        | (25 000)         |
| <b>Number of shares held as security at the end of the year</b>                     | <b>3 150 100</b> | <b>3 450 100</b> | <b>3 150 100</b> | <b>3 450 100</b> |
| 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)      |
| <b>Number of shares available for issue under the scheme at the end of the year</b> | <b>5 649 900</b> | <b>5 649 900</b> | <b>5 649 900</b> | <b>5 649 900</b> |

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 Katala Square store. The loans to Stilopro (Pty) Ltd are a low credit risk as the loans will be repaid through the dividends that Stilopro (Pty) Ltd will receive from the Bizana Walk and KwaBhaca 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           |                   |
|-------------------------------------------|-------------------|-------------------|-------------------|-------------------|
|                                           | 2025              | 2024              | 2025              | 2024              |
|                                           | R                 | R                 | R                 | R                 |
| Trade receivables                         | 99 438 824        | 86 066 892        | 58 560 209        | 45 701 794        |
| Expected credit loss of trade receivables | (55 956 183)      | (48 406 880)      | (31 023 301)      | (25 784 943)      |
|                                           | <b>43 482 641</b> | <b>37 660 012</b> | <b>27 536 908</b> | <b>19 916 851</b> |
| Sundry debtors                            | 17 247 302        | 10 600 496        | 11 967 606        | 5 599 919         |
| Expected credit loss of sundry debtors    | (1 961 577)       | (1 961 577)       | (1 961 577)       | (1 961 577)       |
|                                           | <b>15 285 725</b> | <b>8 638 919</b>  | <b>10 006 029</b> | <b>3 638 342</b>  |
| Deposits                                  | 22 409 008        | 23 300 410        | 8 328 470         | 9 218 262         |
| Other prepayments                         | 4 184 522         | 5 434 845         | 1 932 666         | 3 959 060         |
| Value-added Tax                           | 7 582 862         | -                 | -                 | -                 |
|                                           | <b>34 176 392</b> | <b>28 735 255</b> | <b>10 261 136</b> | <b>13 177 322</b> |
| <b>Total</b>                              | <b>92 944 758</b> | <b>75 034 186</b> | <b>47 804 073</b> | <b>36 732 515</b> |

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) growth rate, interest 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     | GROUP             |                     |                   |                     |
|-----------|-------------------|---------------------|-------------------|---------------------|
|           | 2025              |                     | 2024              |                     |
|           | Balance           | ECL allowance       | Balance           | ECL allowance       |
|           | R                 | R                   | R                 | R                   |
| Current   | 38 559 293        | -                   | 33 114 648        | -                   |
| 30 days   | 1 780 105         | -                   | 2 946 213         | -                   |
| 60 days   | 1 729 440         | (1 556 496)         | 2 212 617         | (613 466)           |
| 90 days   | 1 164 115         | (1 047 703)         | 2 583 718         | (2 583 718)         |
| 120+ days | 56 205 871        | (53 351 984)        | 45 209 696        | (45 209 696)        |
|           | <b>99 438 824</b> | <b>(55 956 183)</b> | <b>86 066 892</b> | <b>(48 406 880)</b> |

### Trade receivables

| Company   | COMPANY           |                     |                   |                     |
|-----------|-------------------|---------------------|-------------------|---------------------|
|           | 2025              |                     | 2024              |                     |
|           | Balance           | ECL allowance       | Balance           | ECL allowance       |
|           | R                 | R                   | R                 | R                   |
| Current   | 24 845 638        | -                   | 17 771 808        | -                   |
| 30 days   | 1 238 745         | -                   | 1 750 981         | -                   |
| 60 days   | 1 273 687         | (1 146 319)         | 1 418 110         | (1 024 048)         |
| 90 days   | 635 330           | (571 797)           | 1 436 048         | (1 436 048)         |
| 120+ days | 30 566 809        | (29 305 185)        | 23 324 847        | (23 324 847)        |
|           | <b>58 560 209</b> | <b>(31 023 301)</b> | <b>45 701 794</b> | <b>(25 784 943)</b> |

The ECL allowance is established to provide 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.

**Credit loss allowance reconciliation**

Opening Balance  
Allowance utilised  
Allowance raised  
Closing balance

| GROUP        |              | COMPANY      |              |
|--------------|--------------|--------------|--------------|
| 2025         | 2024         | 2025         | 2024         |
| R            | R            | R            | R            |
| (48 406 880) | (36 398 198) | (25 784 943) | (18 125 264) |
| 4 441 672    | 4 568 345    | 2 772 965    | 1 051 429    |
| (11 990 975) | (16 577 027) | (8 011 323)  | (8 711 108)  |
| (55 956 183) | (48 406 880) | (31 023 301) | (25 784 943) |

**Deposits**

Electricity  
Water  
Diesel  
Telephone

|            |            |           |           |
|------------|------------|-----------|-----------|
| 21 829 434 | 22 719 429 | 7 915 195 | 8 805 190 |
| 451 145    | 449 052    | 375 546   | 373 453   |
| 127 729    | 127 729    | 37 729    | 37 729    |
| 700        | 4 200      | -         | 1 890     |
| 22 409 008 | 23 300 410 | 8 328 470 | 9 218 262 |

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

Cash and cash equivalents comprises:

Cash on hand  
Bank balances  
Tenant deposits

| GROUP      |            | COMPANY    |            |
|------------|------------|------------|------------|
| 2025       | 2024       | 2025       | 2024       |
| R          | R          | R          | R          |
| 121 948    | 127 951    | 50 943     | 62 283     |
| 68 515 375 | 29 096 265 | 38 254 011 | 17 499 071 |
| 15 248 276 | 13 619 028 | 9 481 469  | 9 679 378  |
| 83 885 599 | 42 843 244 | 47 786 423 | 27 240 732 |

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 & Company

|            |           |           |           |
|------------|-----------|-----------|-----------|
| 15 922 036 | 5 882 211 | 8 636 936 | 4 364 111 |
|------------|-----------|-----------|-----------|

Restricted cash and cash equivalents of R 3 747 402 (2024: R3 747 402) are held in a First National Bank call account linked to a guarantee issued to the Mbombela Local Municipality and a further R 12 174 634 (2024: R 2 134 809) is held in various First National Bank accounts linked to guarantees issued to various municipalities and Eskom.

## 11. STATED CAPITAL

**Authorised**

5 000 000 000 ordinary shares with no par value

**Issued**

332 290 686 (2024: 332 290 686) ordinary shares with no par value

| GROUP         |               | COMPANY       |               |
|---------------|---------------|---------------|---------------|
| 2025          | 2024          | 2025          | 2024          |
| R             | R             | R             | R             |
| 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

Reported at end of year

|               |               |               |               |
|---------------|---------------|---------------|---------------|
| 3 310 533 449 | 3 310 533 449 | 3 310 533 449 | 3 310 533 449 |
| 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

Reported at end of year

|             |             |             |             |
|-------------|-------------|-------------|-------------|
| 332 290 686 | 332 290 686 | 332 290 686 | 332 290 686 |
| 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          |                  |
|---------------------------------------------------------|------------------|------------------|------------------|------------------|
|                                                         | 2025             | 2024             | 2025             | 2024             |
|                                                         | Black-Scholes    | Black-Scholes    | Black-Scholes    | Black-Scholes    |
| <b>Option pricing model used</b>                        |                  |                  |                  |                  |
| <b>Valuation model inputs:</b>                          |                  |                  |                  |                  |
| Market value                                            | 12.00            | 12.00            | 12.00            | 12.00            |
| Strike price                                            | 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 |
| <b>Grant date 13 July 2022</b>                          |                  |                  |                  |                  |
| 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%           |
| <b>Grant date 24 May 2023</b>                           |                  |                  |                  |                  |
| Risk free rate for 5 years                              | 11.75%           | 11.75%           | 11.75%           | 11.75%           |
| Risk free rate for 6 years                              | 11.75%           | 11.75%           | 11.75%           | 11.75%           |
| Risk free rate for 7 years                              | 11.75%           | 11.75%           | 11.75%           | 11.75%           |
| Dividend yield                                          | 11.76%           | 11.76%           | 11.76%           | 11.76%           |
| <b>Grant date 24 July 2023</b>                          |                  |                  |                  |                  |
| Risk free rate for 5 years                              | 11.75%           | 11.75%           | 11.75%           | 11.75%           |
| Risk free rate for 6 years                              | 11.75%           | 11.75%           | 11.75%           | 11.75%           |
| Risk free rate for 7 years                              | 11.75%           | 11.75%           | 11.75%           | 11.75%           |
| Dividend yield                                          | 11.76%           | 11.76%           | 11.76%           | 11.76%           |
| <b>Total unexercised options as at 29 February 2024</b> | <b>9 800 000</b> | <b>5 675 000</b> | <b>9 800 000</b> | <b>5 675 000</b> |
| Options granted during the year                         | -                | 4 175 000        | -                | 4 175 000        |
| Options forfeited                                       | (725 000)        | (50 000)         | (725 000)        | (50 000)         |
| <b>Total unexercised options as at 28 February 2025</b> | <b>9 075 000</b> | <b>9 800 000</b> | <b>9 075 000</b> | <b>9 800 000</b> |
| <b>Grant date 13 July 2022</b>                          | <b>4 900 000</b> | <b>5 625 000</b> | <b>4 900 000</b> | <b>5 625 000</b> |
| Expiring 13 July 2027                                   | 1 633 328        | 1 875 000        | 1 633 328        | 1 875 000        |
| Expiring 13 July 2028                                   | 1 633 335        | 1 875 000        | 1 633 335        | 1 875 000        |
| Expiring 13 July 2029                                   | 1 633 337        | 1 875 000        | 1 633 337        | 1 875 000        |
| <b>Grant date 24 May 2023</b>                           | <b>1 925 000</b> | <b>1 925 000</b> | <b>1 925 000</b> | <b>1 925 000</b> |
| Expiring 24 May 2028                                    | 641 672          | 641 672          | 641 672          | 641 672          |
| Expiring 24 May 2029                                    | 641 665          | 641 665          | 641 665          | 641 665          |
| Expiring 24 May 2030                                    | 641 663          | 641 663          | 641 663          | 641 663          |
| <b>Grant date 24 July 2023</b>                          | <b>2 250 000</b> | <b>2 250 000</b> | <b>2 250 000</b> | <b>2 250 000</b> |
| Expiring 24 July 2028                                   | 749 998          | 749 998          | 749 998          | 749 998          |
| Expiring 24 July 2029                                   | 750 001          | 750 001          | 750 001          | 750 001          |
| Expiring 24 July 2030                                   | 750 001          | 750 001          | 750 001          | 750 001          |

**Option premium (Rand/option as per Black-Scholes model output):**

Expiring 13 July 2027  
Expiring 13 July 2028  
Expiring 13 July 2029  
Expiring 24 May 2028  
Expiring 24 May 2029  
Expiring 24 May 2030  
Expiring 24 July 2028  
Expiring 24 July 2029  
Expiring 24 July 2030

| GROUP   |         | COMPANY |         |
|---------|---------|---------|---------|
| 2025    | 2024    | 2025    | 2024    |
| R       | R       | R       | R       |
| 6,98145 | 6,98145 | 6,98145 | 6,98145 |
| 6,26467 | 6,26467 | 6,26467 | 6,26467 |
| 5,62149 | 5,62149 | 5,62149 | 5,62149 |
| 6,66524 | 6,66524 | 6,66524 | 6,66524 |
| 5,92575 | 5,92575 | 5,92575 | 5,92575 |
| 5,26829 | 5,26829 | 5,26829 | 5,26829 |
| 6,66524 | 6,66524 | 6,66524 | 6,66524 |
| 5,92575 | 5,92575 | 5,92575 | 5,92575 |
| 5,26829 | 5,26829 | 5,26829 | 5,26829 |

**Total cost (number of shares multiplied by option premium):**

Expiring 13 July 2027  
Expiring 13 July 2028  
Expiring 13 July 2029  
Expiring 24 May 2028  
Expiring 24 May 2029  
Expiring 24 May 2030  
Expiring 24 July 2028  
Expiring 24 July 2029  
Expiring 24 July 2030

| 55 671 274 | 60 230 954 | 55 671 274 | 60 230 954 |
|------------|------------|------------|------------|
| 11 402 998 | 13 090 219 | 11 402 998 | 13 090 219 |
| 10 232 312 | 11 746 265 | 10 232 312 | 11 746 265 |
| 9 181 787  | 10 540 293 | 9 181 787  | 10 540 293 |
| 4 276 901  | 4 276 901  | 4 276 901  | 4 276 901  |
| 3 802 344  | 3 802 344  | 3 802 344  | 3 802 344  |
| 3 380 470  | 3 380 470  | 3 380 470  | 3 380 470  |
| 4 998 920  | 4 998 920  | 4 998 920  | 4 998 920  |
| 4 444 316  | 4 444 316  | 4 444 316  | 4 444 316  |
| 3 951 226  | 3 951 226  | 3 951 226  | 3 951 226  |

**IFRS2 charge for the period:**
**IFRS 2 charge as per the statement of changes in equity**

Reversal of prior year IFRS 2 charge on forfeited shares

Current year IFRS 2 charge

Expiring 13 July 2027  
Expiring 13 July 2028  
Expiring 13 July 2029  
Expiring 24 May 2028  
Expiring 24 May 2029  
Expiring 24 May 2030  
Expiring 24 July 2028  
Expiring 24 July 2029  
Expiring 24 July 2030

| 8 208 775   | 9 043 050 | 8 208 775   | 9 043 050 |
|-------------|-----------|-------------|-----------|
| (1 365 886) | -         | (1 365 886) | -         |
| 9 574 661   | 9 043 050 | 9 574 661   | 9 043 050 |
| 2 280 600   | 2 641 306 | 2 280 600   | 2 641 306 |
| 1 705 385   | 1 975 115 | 1 705 385   | 1 975 115 |
| 1 311 684   | 1 519 144 | 1 311 684   | 1 519 144 |
| 855 380     | 658 526   | 855 380     | 658 526   |
| 633 724     | 487 881   | 633 724     | 487 881   |
| 482 924     | 371 785   | 482 924     | 371 785   |
| 999 784     | 602 610   | 999 784     | 602 610   |
| 740 719     | 446 461   | 740 719     | 446 461   |
| 564 461     | 340 222   | 564 461     | 340 222   |



### 13. NON-CONTROLLING INTEREST

The non-controlling interest of R 295 902 095 (2023: R 249 003 474) 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 and 35% of the net asset value of Vuwani Plaza and 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.

|                                                                                   | Bizana Walk<br>(Pty) Ltd | KwaBhaca<br>Mall<br>(Pty) Ltd | Mandeni<br>Plaza<br>(Pty) Ltd | Phola Mall<br>(Pty) Ltd | Theku Mall<br>(Pty) Ltd | Mbhashe LG<br>Mall<br>(Pty) Ltd | Vuwani<br>Plaza<br>(Pty) Ltd | Farisani<br>Business<br>Enterprise<br>(Pty) Ltd | Total             |
|-----------------------------------------------------------------------------------|--------------------------|-------------------------------|-------------------------------|-------------------------|-------------------------|---------------------------------|------------------------------|-------------------------------------------------|-------------------|
| 2025                                                                              | R                        | R                             | R                             | R                       | R                       | R                               | R                            | R                                               | R                 |
| <b>Extracts from statement of profit and loss and other comprehensive income:</b> |                          |                               |                               |                         |                         |                                 |                              |                                                 |                   |
| Rental income and recoveries                                                      | 24 148 058               | 55 036 876                    | 37 409 775                    | 91 817 383              | 59 230 614              | -                               | -                            | 385 000                                         | 268 027 706       |
| Profit / (loss) after taxation                                                    | (11 719 982)             | 9 607 984                     | 36 465 340                    | 94 326 275              | 36 770 625              | -                               | (101 487)                    | (2 582 843)                                     | 162 765 912       |
| <b>Attributable to equity holders of Exemplar</b>                                 | <b>(7 031 989)</b>       | <b>5 764 790</b>              | <b>18 232 670</b>             | <b>49 992 926</b>       | <b>30 335 766</b>       | <b>-</b>                        | <b>(65 967)</b>              | <b>(1 678 848)</b>                              | <b>95 549 348</b> |
| <b>Attributable to non-controlling interest</b>                                   | <b>(4 687 993)</b>       | <b>3 843 194</b>              | <b>18 232 670</b>             | <b>44 333 349</b>       | <b>6 434 859</b>        | <b>-</b>                        | <b>(35 520)</b>              | <b>(903 995)</b>                                | <b>67 216 564</b> |
| Dividends declared to non-controlling interest during the year                    | -                        | -                             | (3 531 978)                   | (13 734 820)            | (3 051 145)             | -                               | -                            | -                                               | (20 317 943)      |

#### Extracts from the statement of financial position:

|                                                            |                |                  |                   |                    |                   |               |                 |                  |                    |
|------------------------------------------------------------|----------------|------------------|-------------------|--------------------|-------------------|---------------|-----------------|------------------|--------------------|
| Non-current assets                                         | 109 882 633    | 363 604 174      | 217 014 672       | 731 091 876        | 486 000 000       | 289 443 651   | 986 553         | 6 368 370        | 2 204 391 929      |
| Current assets                                             | 6 481 001      | 6 483 418        | 1 717 389         | 9 096 418          | 5 866 376         | 3 862 138     | 5 045           | 140 085          | 33 651 870         |
| Non-current liabilities                                    | (6 987 277)    | (16 087 728)     | (9 869 843)       | (15 192 416)       | (9 394 067)       | (2 060 065)   | -               | -                | (59 591 396)       |
| Current liabilities                                        | (107 229 228)  | (329 489 199)    | (113 910 004)     | (302 159 727)      | (254 082 059)     | (291 244 724) | (1 092 085)     | (9 090 298)      | (1 408 297 324)    |
| Net assets                                                 | 2 147 129      | 24 510 665       | 94 952 214        | 422 836 151        | 228 390 250       | 1 000         | (100 487)       | (2 581 843)      | 770 155 079        |
| <b>Net assets attributable to non-controlling interest</b> | <b>858 852</b> | <b>9 804 266</b> | <b>47 476 107</b> | <b>198 732 991</b> | <b>39 968 294</b> | <b>400</b>    | <b>(35 170)</b> | <b>(903 645)</b> | <b>295 902 095</b> |

#### Extracts from the statement of cash flows:

|                                      |                |                  |                |                  |                  |                  |                 |                |                  |
|--------------------------------------|----------------|------------------|----------------|------------------|------------------|------------------|-----------------|----------------|------------------|
| Cash flows from operating activities | (2 363 307)    | (930 809)        | 3 117 521      | 5 358 547        | 837 836          | -                | (171 580)       | (2 576 816)    | 3 271 392        |
| Cash flows from investing activities | (165 425)      | -                | (1 074)        | (21 000)         | (141 355 619)    | (288 648 784)    | (799 084)       | 589 978        | (430 401 008)    |
| Cash flows from financing activities | 3 247 560      | 2 582 531        | (2 800 444)    | (5 574 544)      | 143 281 661      | 292 737 525      | 952 907         | 2 125 843      | 436 553 039      |
| <b>Net cash flow</b>                 | <b>718 828</b> | <b>1 651 722</b> | <b>316 003</b> | <b>(236 997)</b> | <b>2 763 878</b> | <b>4 088 741</b> | <b>(17 757)</b> | <b>139 005</b> | <b>9 423 423</b> |

|                                                                                   | Bizana Walk<br>(Pty) Ltd | KwaBhaca<br>Mall<br>(Pty) Ltd | Mandeni<br>Plaza (Pty)<br>Ltd | Phola Mall<br>(Pty) Ltd | Theku Mall<br>(Pty) Ltd | Mbhashe LG<br>Mall<br>(Pty) Ltd | Vuwani<br>Plaza<br>(Pty) Ltd | Farisani<br>Business<br>Enterprise<br>(Pty) Ltd | Total              |
|-----------------------------------------------------------------------------------|--------------------------|-------------------------------|-------------------------------|-------------------------|-------------------------|---------------------------------|------------------------------|-------------------------------------------------|--------------------|
| 2024                                                                              | R                        | R                             | R                             | R                       | R                       | R                               | R                            | R                                               | R                  |
| <b>Extracts from statement of profit and loss and other comprehensive income:</b> |                          |                               |                               |                         |                         |                                 |                              |                                                 |                    |
| Rental income and recoveries                                                      | 25 491 036               | 52 928 095                    | 33 066 285                    | 88 893 814              | 44 567 647              | -                               | -                            | -                                               | 244 946 877        |
| Profit after taxation                                                             | (6 375 603)              | 6 771 069                     | 11 134 764                    | 64 170 520              | 53 995 240              | -                               | -                            | -                                               | 129 695 990        |
| <b>Attributable to equity holders<br/>of Exemplar</b>                             | <b>(3 825 362)</b>       | <b>4 062 642</b>              | <b>5 567 382</b>              | <b>34 010 376</b>       | <b>44 546 073</b>       | <b>-</b>                        | <b>-</b>                     | <b>-</b>                                        | <b>84 361 111</b>  |
| <b>Attributable to<br/>non-controlling interest</b>                               | <b>(2 550 241)</b>       | <b>2 708 427</b>              | <b>5 567 382</b>              | <b>30 160 144</b>       | <b>9 449 167</b>        | <b>-</b>                        | <b>-</b>                     | <b>-</b>                                        | <b>45 334 879</b>  |
| Dividends declared to<br>non-controlling interest during<br>the year              | -                        | -                             | (3 246 122)                   | (13 617 640)            | (3 868 612)             | -                               | -                            | -                                               | (20 732 374)       |
| <b>Extracts from the statement of financial position:</b>                         |                          |                               |                               |                         |                         |                                 |                              |                                                 |                    |
| Non-current assets                                                                | 117 252 844              | 347 553 135                   | 186 763 241                   | 666 557 801             | 325 000 000             | 16 279 707                      | 187 470                      | 6 958 348                                       | 1 666 552 546      |
| Current assets                                                                    | 6 205 533                | 4 922 501                     | 1 416 246                     | 8 525 139               | 3 315 939               | (179 130)                       | 22 802                       | 1 080                                           | 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)           | (16 099 577)                    | (209 272)                    | (6 958 428)                                     | (972 340 032)      |
| Net assets                                                                        | 13 867 111               | 14 903 559                    | 65 550 127                    | 357 732 897             | 209 054 740             | 1 000                           | 1 000                        | 1 000                                           | 661 111 434        |
| <b>Net assets attributable to<br/>non-controlling interest</b>                    | <b>5 546 844</b>         | <b>5 961 424</b>              | <b>32 775 064</b>             | <b>168 134 462</b>      | <b>36 584 580</b>       | <b>400</b>                      | <b>350</b>                   | <b>350</b>                                      | <b>249 003 474</b> |
| <b>Extracts from the statement of cash flows:</b>                                 |                          |                               |                               |                         |                         |                                 |                              |                                                 |                    |
| Cash flows from operating<br>activities                                           | (1 294 311)              | (13 691 252)                  | (846 177)                     | (3 249 373)             | (1 756 791)             | 179 130                         | (3 735)                      | 543                                             | (20 661 966)       |
| Cash flows from investing<br>activities                                           | (7 912 689)              | 1 827 187                     | (264 076)                     | (383 920)               | (14 362 739)            | (16 279 707)                    | (187 470)                    | (6 958 348)                                     | (44 521 762)       |
| Cash flows from financing<br>activities                                           | 9 472 905                | 12 191 068                    | 645 444                       | 4 657 648               | 16 016 972              | 16 100 577                      | 214 007                      | 6 958 885                                       | 66 257 506         |
| <b>Net cash flow</b>                                                              | <b>265 905</b>           | <b>327 003</b>                | <b>(464 809)</b>              | <b>1 024 355</b>        | <b>(102 558)</b>        | <b>-</b>                        | <b>22 802</b>                | <b>1 080</b>                                    | <b>1 073 778</b>   |



## 14. FINANCIAL LIABILITIES

### Held at amortised cost

|                                                                                                                                                                                                     | GROUP       |             | COMPANY     |             |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|-------------|-------------|-------------|
|                                                                                                                                                                                                     | 2025        | 2024        | 2025        | 2024        |
|                                                                                                                                                                                                     | R           | R           | R           | R           |
| <b>ABSA Bank Limited – Facility A1</b>                                                                                                                                                              | -           | 91 000 000  | -           | 91 000 000  |
| The loan bears interest at the 3 month JIBAR plus 1.80%, with interest-only quarterly instalments. The facility maturity date was 4 November 2025 but has been refinanced early on 4 November 2024. |             |             |             |             |
| <b>Standard Bank of South Africa Limited – Facility A2</b>                                                                                                                                          | -           | 426 000 000 | -           | 426 000 000 |
| The loan bears interest at the 3 month JIBAR plus 1.80%, with interest-only quarterly instalments. The facility maturity date was 4 November 2025 but has been refinanced early on 4 November 2024. |             |             |             |             |
| <b>Nedbank Limited – Facility A2</b>                                                                                                                                                                | -           | 500 000 000 | -           | 500 000 000 |
| The loan bears interest at the 3 month JIBAR plus 1.80%, with interest-only quarterly instalments. The facility maturity date was 4 November 2025 but has been refinanced early on 4 November 2024. |             |             |             |             |
| <b>ABSA Bank Limited – Facility C1</b>                                                                                                                                                              | -           | 185 000 000 | -           | 185 000 000 |
| The loan bears interest at the 3 month JIBAR plus 1.70%, with interest-only quarterly instalments. The facility matured on 4 November 2024.                                                         |             |             |             |             |
| <b>ABSA Bank Limited – Facility D</b>                                                                                                                                                               | -           | 100 000 000 | -           | 100 000 000 |
| The facility of R200m bears interest at prime minus 1.60%, with interest-only monthly instalments. The facility matured on 4 November 2024.                                                         |             |             |             |             |
| <b>ABSA Bank Limited – Facility B1</b>                                                                                                                                                              | 750 000 000 | 750 000 000 | 750 000 000 | 750 000 000 |
| 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.                                                   |             |             |             |             |
| <b>ABSA Bank Limited – Facility F</b>                                                                                                                                                               | 200 000 000 | 200 000 000 | 200 000 000 | 200 000 000 |
| 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.                                                   |             |             |             |             |
| <b>ABSA Bank Limited – Facility G</b>                                                                                                                                                               | 235 000 000 | 235 000 000 | 235 000 000 | 235 000 000 |
| 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.                                                   |             |             |             |             |
| <b>ABSA Bank Limited – Facility H</b>                                                                                                                                                               | 424 000 000 | 424 000 000 | 424 000 000 | 424 000 000 |
| 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.                                                   |             |             |             |             |
| <b>ABSA Bank Limited – Facility I</b>                                                                                                                                                               | 400 000 000 | -           | 400 000 000 | -           |
| The loan bears interest at the 3 month JIBAR plus 1.50%, with interest-only quarterly instalments. The facility maturity date is 1 June 2027.                                                       |             |             |             |             |
| <b>Nedbank Limited – Facility B2</b>                                                                                                                                                                | 100 000 000 | 100 000 000 | 100 000 000 | 100 000 000 |
| 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.                                                   |             |             |             |             |
| <b>Nedbank Limited – Facility K</b>                                                                                                                                                                 | 208 000 000 | -           | 208 000 000 | -           |
| The facility of R400m bears interest at 3 month JIBAR plus 1.20%, with interest-only quarterly instalments. The facility maturity date is 4 November 2025.                                          |             |             |             |             |

|                                                                                                                                                    | GROUP                        |                              | COMPANY                      |                              |
|----------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|------------------------------|------------------------------|------------------------------|
|                                                                                                                                                    | 2025                         | 2024                         | 2025                         | 2024                         |
|                                                                                                                                                    | R                            | R                            | R                            | R                            |
| <b>Nedbank Limited – Facility L</b>                                                                                                                | 401 000 000                  | -                            | 401 000 000                  | -                            |
| The loan bears interest at the 3 month JIBAR plus 1.43%, with interest-only quarterly instalments. The facility maturity date is 4 November 2027.  |                              |                              |                              |                              |
| <b>Rand Merchant Bank Limited – Facility J</b>                                                                                                     | 300 000 000                  | -                            | 300 000 000                  | -                            |
| The loan bears interest at the 3 month JIBAR plus 1.52%, with interest-only quarterly instalments. The facility maturity date is 1 September 2027. |                              |                              |                              |                              |
| <b>Standard Bank South Africa Limited – Facility B3</b>                                                                                            | 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.  |                              |                              |                              |                              |
| <b>Standard Bank South Africa Limited – Facility M</b>                                                                                             | 801 000 000                  | -                            | 801 000 000                  | -                            |
| The loan bears interest at the 3 month JIBAR plus 1.55%, with interest-only quarterly instalments. The facility maturity date is 4 November 2028.  |                              |                              |                              |                              |
| Prepaid participation fees on facilities                                                                                                           | 4 078 000 000<br>(6 557 527) | 3 270 000 000<br>(7 884 355) | 4 078 000 000<br>(6 557 527) | 3 270 000 000<br>(7 884 355) |
|                                                                                                                                                    | <b>4 071 442 473</b>         | <b>3 262 115 645</b>         | <b>4 071 442 473</b>         | <b>3 262 115 645</b>         |
| Non-current liabilities                                                                                                                            | 3 863 442 473                | 2 977 115 645                | 3 863 442 473                | 2 977 115 645                |
| Current liabilities                                                                                                                                | 208 000 000                  | 285 000 000                  | 208 000 000                  | 285 000 000                  |
|                                                                                                                                                    | <b>4 071 442 473</b>         | <b>3 262 115 645</b>         | <b>4 071 442 473</b>         | <b>3 262 115 645</b>         |

### 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 8 816 978 919 (2024: R 8 256 124 424).

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 4 270 000 000 (2024: R 3 570 000 000), of which R 4 078 000 000 (2024: R 3 270 000 000) had been utilised, therefore unutilised borrowings amount to R 192 000 000 (2024: R 300 000 000). 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 37.



## 15. LEASE LIABILITIES

|                                            | Notes | GROUP             |                   | COMPANY           |                   |
|--------------------------------------------|-------|-------------------|-------------------|-------------------|-------------------|
|                                            |       | 2025              | 2024              | 2025              | 2024              |
|                                            |       | R                 | R                 | R                 | R                 |
| <b>Lease payments due</b>                  |       |                   |                   |                   |                   |
| - within one year                          |       | 5 207 180         | 4 753 541         | 1 480 565         | 1 382 146         |
| - in second to fifth year inclusive        |       | 24 847 245        | 22 518 145        | 6 870 292         | 6 273 031         |
| - in sixth to tenth year inclusive         |       | 43 452 711        | 39 412 089        | 11 249 685        | 9 903 780         |
| - later than ten years                     |       | 992 623 996       | 965 450 189       | 287 543 703       | 251 647 099       |
|                                            |       | 1 066 131 132     | 1 032 133 964     | 307 144 245       | 269 206 056       |
| less: future finance charges               |       | (998 090 388)     | (970 816 095)     | (289 581 954)     | (253 915 512)     |
| <b>Present value of lease payments</b>     |       | <b>68 040 744</b> | <b>61 317 869</b> | <b>17 562 291</b> | <b>15 290 544</b> |
| <b>Present value of lease payments due</b> |       |                   |                   |                   |                   |
| - within one year                          |       | 4 553 473         | 4 156 798         | 1 293 585         | 1 207 583         |
| - in second to fifth year inclusive        |       | 15 523 152        | 14 103 852        | 4 290 033         | 3 922 663         |
| - in sixth to tenth year inclusive         |       | 14 877 389        | 13 505 881        | 3 831 051         | 3 380 087         |
| - later than ten years                     |       | 33 086 730        | 29 551 338        | 8 147 622         | 6 780 211         |
|                                            |       | <b>68 040 744</b> | <b>61 317 869</b> | <b>17 562 291</b> | <b>15 290 544</b> |
| <b>Reconciliation of lease liability</b>   |       |                   |                   |                   |                   |
| Balance at beginning of year               |       | 61 317 869        | 50 291 681        | 15 290 544        | 14 155 552        |
| Leases entered into during the year        |       | 2 060 065         | -                 | -                 | -                 |
| Adjustment to leases                       |       | 621 758           | 8 186 220         | 11 686            | 249 545           |
| Lease payment                              |       | (5 315 964)       | (6 028 189)       | (1 408 965)       | (1 686 964)       |
| CPI adjustment                             |       | 1 278 214         | 430 350           | 1 278 214         | 430 350           |
| Interest                                   |       | 8 078 802         | 8 437 807         | 2 390 812         | 2 142 061         |
| Balance at end of year                     | 3     | <b>68 040 744</b> | <b>61 317 869</b> | <b>17 562 291</b> | <b>15 290 544</b> |
| Non-current liabilities                    |       | 63 487 271        | 57 161 071        | 16 268 706        | 14 082 961        |
| Current liabilities                        |       | 4 553 473         | 4 156 798         | 1 293 585         | 1 207 583         |
|                                            |       | <b>68 040 744</b> | <b>61 317 869</b> | <b>17 562 291</b> | <b>15 290 544</b> |

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.

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            |                    |
|-----------------------------------------------|--------------------|--------------------|--------------------|--------------------|
|                                               | 2025               | 2024               | 2025               | 2024               |
|                                               | R                  | R                  | R                  | R                  |
| Property, plant and equipment                 | 127 956 510        | 99 138 163         | 127 956 510        | 99 138 163         |
| Expected credit loss allowance                | (9 382 677)        | (8 159 690)        | (5 343 550)        | (4 494 936)        |
| Prepaid expenses                              | 1 034 000          | 916 099            | 347 171            | 255 239            |
| Allowance for future expenditure on contracts | (190 914)          | 36 411             | (190 914)          | -                  |
| Income received in advance                    | (8 509 255)        | (7 078 937)        | (3 985 192)        | (3 439 723)        |
| Bonus and leave accruals                      | (625 221)          | (296 650)          | (259 735)          | (259 735)          |
| Other accruals                                | (231 573)          | (260 812)          | (231 573)          | (260 812)          |
| Fair value adjustments on derivatives         | 2 127 979          | (4 059 272)        | 2 127 979          | 69 891             |
| Capital allowances on investment property     | 197 086 943        | 181 272 778        | 67 452 842         | 67 557 261         |
| Tax losses                                    | (62 678 733)       | (55 677 689)       | -                  | -                  |
| <b>Total deferred tax liability</b>           | <b>246 587 059</b> | <b>205 830 401</b> | <b>187 873 538</b> | <b>158 565 348</b> |

### Reconciliation of deferred tax liability

|                                               |                    |                    |                    |                    |
|-----------------------------------------------|--------------------|--------------------|--------------------|--------------------|
| At beginning of year                          | 205 830 401        | 165 863 720        | 158 565 348        | 122 480 265        |
| Property, plant and equipment                 | 28 818 347         | 45 655 933         | 28 818 347         | 45 646 733         |
| Expected credit loss allowance                | (1 222 987)        | (2 241 470)        | (848 614)          | (1 558 644)        |
| Prepaid expenses                              | 117 901            | 118 227            | 91 932             | 2 518              |
| Allowance for future expenditure on contracts | (227 325)          | 35 569             | (190 914)          | -                  |
| Income received in advance                    | (1 430 318)        | (904 297)          | (545 469)          | (448 424)          |
| Bonus and leave accruals                      | (328 571)          | (60 620)           | -                  | (31 318)           |
| Other accruals                                | 29 239             | (26 419)           | 29 239             | (26 419)           |
| Fair value adjustments on derivatives         | 6 187 251          | (15 704 697)       | 2 058 088          | (7 446 371)        |
| Capital allowances on investment property     | 15 814 165         | 17 373 063         | (104 419)          | (52 992)           |
| Tax losses                                    | (7 001 044)        | (4 278 608)        | -                  | -                  |
|                                               | <b>246 587 059</b> | <b>205 830 401</b> | <b>187 873 538</b> | <b>158 565 348</b> |

## 17. TRADE AND OTHER PAYABLES

|                              | GROUP              |                    | COMPANY           |                   |
|------------------------------|--------------------|--------------------|-------------------|-------------------|
|                              | 2025               | 2024               | 2025              | 2024              |
|                              | R                  | R                  | R                 | R                 |
| Trade payables               | 30 006 270         | 28 197 090         | 16 720 925        | 18 509 212        |
| Deposits received            | 44 112 785         | 39 207 604         | 22 457 985        | 19 618 380        |
| Accrued leave pay and bonus  | 2 462 469          | 1 245 540          | 961 980           | 961 980           |
| Accruals                     | 4 454 678          | 2 875 643          | 1 206 179         | 1 165 297         |
| Rates and utilities accruals | 114 903 368        | 108 849 824        | 26 792 917        | 26 251 202        |
| Other payables               | 6 998 852          | 7 013 662          | 5 466 998         | 4 826 932         |
| Amounts received in advance  | 31 515 759         | 26 218 287         | 14 759 971        | 12 739 715        |
| Value-added Tax              | 604 292            | 9 406 570          | 5 773 181         | 3 740 852         |
|                              | <b>235 058 473</b> | <b>223 014 220</b> | <b>94 140 136</b> | <b>87 813 570</b> |

Amounts received in advance relate to rental payments received in advance, these amounts will be realised in the 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     |             |
|--------------------------------------------------------------------------------------------|-------|------|-------------|-------------|
|                                                                                            | 2025  | 2024 | 2025        | 2024        |
|                                                                                            | R     | R    | R           | R           |
| Exemplar Utilities (Pty) Ltd                                                               | -     | -    | 187 020 452 | 185 964 089 |
| The loan is unsecured, is interest-free (2024: 0.00%) and has no fixed terms of repayment. |       |      |             |             |
| Maake Plaza (Pty) Ltd                                                                      | -     | -    | 30 377 433  | 29 253 670  |
| The loan is unsecured, is interest-free (2024: 0.00%) and has no fixed terms of repayment. |       |      |             |             |
|                                                                                            | -     | -    | 217 397 885 | 215 217 759 |

## 19. RENTAL AND RECOVERY INCOME

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     |             |
|------------------------------|---------------|---------------|-------------|-------------|
|                              | 2025          | 2024          | 2025        | 2024        |
|                              | R             | R             | R           | R           |
| Rental income                | 840 394 621   | 784 809 501   | 395 645 847 | 370 294 228 |
| Turnover rental income       | 7 509 312     | 7 155 815     | 2 307 026   | 2 737 336   |
| Recovery income              | 475 646 091   | 418 080 771   | 219 424 899 | 188 241 750 |
| Operating lease equalisation | 7 663 113     | 9 646 055     | 4 281 892   | 5 961 714   |
|                              | 1 331 213 137 | 1 219 692 142 | 621 659 664 | 567 235 028 |

## 20. PROPERTY OPERATING COSTS

|                                      | Notes | GROUP              |                    | COMPANY            |                    |
|--------------------------------------|-------|--------------------|--------------------|--------------------|--------------------|
|                                      |       | 2025               | 2024               | 2025               | 2024               |
|                                      |       | R                  | R                  | R                  | R                  |
| Accounting fees                      |       | 357 474            | 86 553             | 91 454             | 24 343             |
| Audit fees                           |       | 1 445 595          | 1 362 811          | 83 742             | 602 034            |
| Bad debts                            |       | 5 821 124          | 2 840 350          | 2 763 805          | 913 069            |
| Provision for bad debts              |       | 7 549 303          | 13 970 259         | 5 238 358          | 9 621 256          |
| Bank charges                         |       | 224 608            | 177 478            | 124 098            | 98 824             |
| Cleaning expenses                    |       | 32 803 815         | 29 252 367         | 15 003 341         | 13 466 886         |
| Depreciation                         |       | 1 958 627          | 886 903            | 576 468            | 577 366            |
| Employee costs                       |       | 11 122 141         | 9 993 093          | 4 894 692          | 4 411 111          |
| General expenses                     |       | 802 167            | 773 957            | 455 967            | 389 348            |
| Insurance                            |       | 10 295 200         | 8 556 837          | 4 338 752          | 3 584 126          |
| Legal expenses                       |       | 520 103            | 1 029 018          | 441 968            | 467 764            |
| Property management and leasing fees |       | -                  | -                  | 17 579 438         | -                  |
| Marketing                            |       | 7 055 335          | 7 174 443          | 3 301 031          | 3 080 334          |
| Rates and utilities                  |       | 316 909 232        | 293 873 707        | 111 805 596        | 106 571 750        |
| Repairs and maintenance              |       | 20 845 171         | 20 931 893         | 8 483 983          | 9 969 413          |
| Security expenses                    |       | 40 395 754         | 36 602 899         | 18 937 712         | 17 022 748         |
| Stationery                           |       | 212 429            | 235 572            | 89 988             | 118 526            |
| Telephone and fax                    |       | 985 166            | 817 325            | 472 056            | 390 811            |
| Tenant installations amortisation    | 3     | 6 881 017          | 6 434 009          | 2 279 330          | 2 358 399          |
| Travel – Local                       |       | 511 443            | 545 006            | 189 886            | 222 872            |
|                                      |       | <b>466 695 704</b> | <b>435 544 480</b> | <b>197 151 665</b> | <b>173 890 980</b> |

\* Non-assurance fees are included in administrative expenses and corporate costs.

## 21. OTHER INCOME

|                                             | GROUP             |                   | COMPANY           |                   |
|---------------------------------------------|-------------------|-------------------|-------------------|-------------------|
|                                             | 2025              | 2024              | 2025              | 2024              |
|                                             | R                 | R                 | R                 | R                 |
| Administration and management fees received | 46 372 579        | 25 411 509        | -                 | 26 715 345        |
| Sundry income                               | 3 591 771         | 2 167 339         | 34 790 189        | 11 955 426        |
|                                             | <b>49 964 350</b> | <b>27 578 848</b> | <b>34 790 189</b> | <b>38 670 771</b> |

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, amongst others, the following:

|                                                            | Notes | GROUP             |                   | COMPANY          |                   |
|------------------------------------------------------------|-------|-------------------|-------------------|------------------|-------------------|
|                                                            |       | 2025              | 2024              | 2025             | 2024              |
|                                                            |       | R                 | R                 | R                | R                 |
| <b>Employee costs</b>                                      |       | <b>63 799 642</b> | <b>59 201 922</b> | <b>8 320 954</b> | <b>45 904 152</b> |
| Share-based payment expense on equity-settled share scheme | 12    | 8 208 775         | 9 043 050         | 8 208 775        | 9 043 050         |
| Salaries, wages, bonuses and other benefits                |       | 55 590 867        | 50 158 872        | 112 179          | 36 861 102        |
| <b>Depreciation</b>                                        |       |                   |                   |                  |                   |
| Depreciation of property, plant and equipment              | 5     | 3 154 151         | 1 726 941         | 6 763 027        | 5 770 030         |
| <b>Auditors remuneration</b>                               |       | <b>1 974 904</b>  | <b>1 830 097</b>  | <b>395 768</b>   | <b>898 747</b>    |
| Audit fees                                                 |       | 1 807 697         | 1 626 084         | 301 844          | 711 609           |
| Non-assurance fees                                         |       | 167 207           | 204 013           | 93 924           | 187 138           |

## 23. INVESTMENT INCOME

|                                                   | GROUP             |                   | COMPANY            |                    |
|---------------------------------------------------|-------------------|-------------------|--------------------|--------------------|
|                                                   | 2025              | 2024              | 2025               | 2024               |
|                                                   | R                 | R                 | R                  | R                  |
| <b>Dividend income</b>                            |                   |                   |                    |                    |
| <b>Group companies:</b>                           |                   |                   |                    |                    |
| Subsidiaries – Local                              | -                 | -                 | 285 330 466        | 245 130 471        |
| <b>Interest income</b>                            |                   |                   |                    |                    |
| <b>Investments in financial assets:</b>           |                   |                   |                    |                    |
| Bank and other cash                               | 6 310 885         | 6 617 788         | 4 431 091          | 5 089 975          |
| Employee share scheme                             | 2 747 469         | 2 736 837         | 2 747 469          | 2 736 837          |
| Loans receivable                                  | 4 078 293         | 1 173 432         | 4 078 293          | 1 173 432          |
| Trade and other receivables                       | 7 586 797         | 5 373 640         | 5 278 022          | 3 139 168          |
|                                                   | 20 723 444        | 15 901 697        | 16 534 875         | 12 139 412         |
| <b>Loans to Group companies:</b>                  |                   |                   |                    |                    |
| Subsidiaries                                      | -                 | -                 | 130 537 680        | 91 778 415         |
| <b>Total interest income</b>                      | <b>20 723 444</b> | <b>15 901 697</b> | <b>147 072 555</b> | <b>103 917 827</b> |
| <b>Total investment income</b>                    | <b>20 723 444</b> | <b>15 901 697</b> | <b>432 403 021</b> | <b>349 048 298</b> |
| <b>Reconciliation of dividend income received</b> |                   |                   |                    |                    |
| Dividend received in current year                 | -                 | -                 | 285 330 466        | 245 130 471        |
| Dividend receivable prior year                    | -                 | -                 | 15 871 102         | 20 929 442         |
| Dividend receivable current year                  | -                 | -                 | (17 737 354)       | (15 871 102)       |
| <b>Cash dividend income received</b>              | <b>-</b>          | <b>-</b>          | <b>283 464 214</b> | <b>250 188 811</b> |

## 24. REVERSAL OF IMPAIRMENT LOSS / (IMPAIRMENT LOSS)

| 2025                                       | Notes | Maake Plaza<br>(Pty) Ltd | Totals             |
|--------------------------------------------|-------|--------------------------|--------------------|
| Net asset value                            | 4     | 49 543 898               | 49 543 898         |
| Investment in subsidiary – opening balance |       | (54 197 149)             | (54 197 149)       |
| <b>Impairment loss</b>                     |       | <b>(4 653 251)</b>       | <b>(4 653 251)</b> |

| 2024                                                                                 | Notes | Maake Plaza<br>(Pty) Ltd | Mall of<br>Thembisa<br>(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)     |
| <b>(Impairment loss) / Reversal of impairment loss</b>                               |       | <b>(5 612 785)</b>       | <b>17 412 709</b>                | <b>11 799 924</b> |

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.

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

## 25. FINANCE COSTS

|                                                  | Notes | GROUP              |                    | COMPANY            |                    |
|--------------------------------------------------|-------|--------------------|--------------------|--------------------|--------------------|
|                                                  |       | 2025               | 2024               | 2025               | 2024               |
|                                                  |       | R                  | R                  | R                  | R                  |
| Interest bearing borrowings                      |       | 347 343 848        | 272 975 059        | 347 343 848        | 253 788 174        |
| Capitalised interest                             |       | (23 790 671)       | -                  | -                  | -                  |
| Amortisation of participation fees on facilities |       | 7 990 395          | 5 438 221          | 7 990 395          | 5 438 221          |
| Imputed interest on lease liabilities            | 15    | 8 078 802          | 8 437 807          | 2 390 812          | 2 142 061          |
| Other interest paid                              |       | 36 326             | 180 854            | 17 181             | 19 763             |
| <b>Total finance costs</b>                       |       | <b>339 658 700</b> | <b>287 031 941</b> | <b>357 742 236</b> | <b>261 388 219</b> |

| Reconciliation of finance costs from operating activities |  |                    |                    |                    |                    |
|-----------------------------------------------------------|--|--------------------|--------------------|--------------------|--------------------|
| Total finance costs                                       |  | 339 658 700        | 287 031 941        | 357 742 236        | 261 388 219        |
| Imputed interest on lease liabilities                     |  | (8 078 802)        | (8 437 807)        | (2 390 812)        | (2 142 061)        |
| Movement in prepaid participation fees on facilities      |  | (1 326 828)        | (1 238 678)        | (1 326 828)        | (1 238 678)        |
| <b>Finance costs from operating activities</b>            |  | <b>330 253 070</b> | <b>277 355 456</b> | <b>354 024 596</b> | <b>258 007 480</b> |



## 26. TAXATION

### Major components of the income tax expense

|                                                        | GROUP             |                   | COMPANY           |                   |
|--------------------------------------------------------|-------------------|-------------------|-------------------|-------------------|
|                                                        | 2025              | 2024              | 2025              | 2024              |
|                                                        | R                 | R                 | R                 | R                 |
| <b>Current</b>                                         |                   |                   |                   |                   |
| Current year income tax expense                        | 21 006            | -                 | -                 | -                 |
| <b>Deferred</b>                                        |                   |                   |                   |                   |
| Property, plant and equipment                          | 28 818 347        | 45 655 933        | 28 818 347        | 45 646 731        |
| Expected credit loss allowance                         | (1 222 987)       | (2 230 955)       | (848 614)         | (1 558 643)       |
| Prepaid expenses                                       | 117 901           | 129 390           | 91 931            | 2 519             |
| Allowance for future expenditure on contracts          | (227 326)         | 35 569            | (190 914)         | -                 |
| Income received in advance                             | (1 430 318)       | (943 865)         | (545 469)         | (448 424)         |
| Bonus and leave accruals                               | (328 571)         | (60 620)          | -                 | (31 317)          |
| Other accruals                                         | 29 240            | (26 419)          | 29 240            | (26 419)          |
| Fair value movements on derivatives                    | 6 187 250         | (15 704 697)      | 2 058 087         | (7 446 371)       |
| Capital allowances                                     | 15 814 165        | 20 132 214        | (104 418)         | (52 994)          |
| Tax loss                                               | (7 001 044)       | (7 019 869)       | -                 | -                 |
| <b>Originating and reversing temporary differences</b> | <b>40 777 663</b> | <b>39 966 681</b> | <b>29 308 190</b> | <b>36 085 082</b> |

### Reconciliation of the tax expense

#### Reconciliation between applicable tax rate and average effective tax rate

|                     |        |        |        |        |
|---------------------|--------|--------|--------|--------|
| Applicable tax rate | 27.00% | 27.00% | 27.00% | 27.00% |
|---------------------|--------|--------|--------|--------|

#### Tax effect of adjustments on taxable income

|                                                                                   |              |              |              |              |
|-----------------------------------------------------------------------------------|--------------|--------------|--------------|--------------|
| Permanent difference on tax deductible REIT dividend (s25BB qualifying deduction) | (13.11)%     | (16.06)%     | (14.03)%     | (18.07)%     |
| Permanent difference on fair value adjustments                                    | (12.30)%     | (9.38)%      | (11.12)%     | (6.93)%      |
| Permanent difference on operating lease equalisation adjustments                  | (0.14)%      | (0.25)%      | (0.13)%      | (0.28)%      |
| Permanent difference on impairment loss / (reversal)                              | 0.09%        | (0.31)%      | 0.14%        | (0.55)%      |
| Permanent difference on lease liabilities                                         | 0.07%        | (0.24)%      | 0.03%        | (0.43)%      |
| Permanent difference on S12B allowance                                            | (0.22)%      | 0.00%        | (0.38)%      | 0.00%        |
| Originating temporary differences                                                 | 1.07%        | 2.79%        | 1.86%        | 0.00%        |
| Originating and reversing temporary differences on tax loss                       | 0.04%        | 0.06%        | 0.00%        | 5.46%        |
|                                                                                   | <b>2.50%</b> | <b>3.61%</b> | <b>3.37%</b> | <b>6.20%</b> |

## 27. CASH GENERATED FROM OPERATIONS

|                                                            | Notes  | GROUP              |                    | COMPANY            |                    |
|------------------------------------------------------------|--------|--------------------|--------------------|--------------------|--------------------|
|                                                            |        | 2025               | 2024               | 2025               | 2024               |
|                                                            |        | R                  | R                  | R                  | R                  |
| Profit before taxation                                     |        | 1 218 977 536      | 793 992 700        | 871 749 771        | 595 403 160        |
| <b>Adjustments for:</b>                                    |        |                    |                    |                    |                    |
| Depreciation and amortisation                              | 3 & 22 | 10 035 167         | 8 160 948          | 9 042 357          | 8 128 429          |
| Estimated credit loss charge                               | 9      | 7 549 303          | 13 970 259         | 5 238 358          | 9 621 256          |
| Share-based payment charge                                 | 12     | 8 208 775          | 9 043 050          | 8 208 775          | 9 043 050          |
| Dividend income                                            | 23     | -                  | -                  | (285 330 466)      | (245 130 471)      |
| Interest income                                            | 23     | (20 723 444)       | (15 901 697)       | (147 072 555)      | (103 917 827)      |
| Finance costs                                              | 25     | 339 658 700        | 287 031 941        | 357 742 236        | 261 388 219        |
| Impairment loss / (reversal of impairment loss)            | 24     | -                  | -                  | 4 653 251          | (11 799 924)       |
| Fair value adjustments on investment property              | 3      | (690 545 495)      | (360 758 759)      | (359 097 829)      | (149 130 438)      |
| Movement in lease equalisation                             | 3      | (7 663 113)        | (9 646 055)        | (4 281 892)        | (5 961 714)        |
| Fair value adjustments on derivative financial instruments | 6      | (7 622 547)        | 42 872 347         | (7 622 547)        | 27 579 150         |
| <b>Changes in working capital:</b>                         |        |                    |                    |                    |                    |
| Trade and other receivables                                | 9      | (25 445 882)       | (18 388 456)       | (16 298 230)       | (17 151 048)       |
| Trade and other payables                                   | 17     | 12 023 249         | (3 938 630)        | 6 326 565          | 5 244 699          |
|                                                            |        | <b>844 452 249</b> | <b>746 437 648</b> | <b>443 257 794</b> | <b>383 316 541</b> |

## 28. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

|                                                      | Notes | GROUP                |                      | COMPANY              |                      |
|------------------------------------------------------|-------|----------------------|----------------------|----------------------|----------------------|
|                                                      |       | 2025                 | 2024                 | 2025                 | 2024                 |
|                                                      |       | R                    | R                    | R                    | R                    |
| Balance at beginning of year                         |       | 3 262 115 645        | 2 980 876 967        | 3 262 115 645        | 2 545 876 967        |
| Movement in prepaid participation fees on facilities |       | 1 326 828            | 1 238 678            | 1 326 828            | 1 238 678            |
| Proceeds from financial liabilities                  |       | 2 110 000 000        | 1 263 000 000        | 2 110 000 000        | 1 263 000 000        |
| Repayment of financial liabilities                   |       | (1 302 000 000)      | (983 000 000)        | (1 302 000 000)      | (548 000 000)        |
| Balance at end of year                               | 14    | <b>4 071 442 473</b> | <b>3 262 115 645</b> | <b>4 071 442 473</b> | <b>3 262 115 645</b> |

## 29. RECONCILIATION OF LOANS TO SUBSIDIARIES ARISING FROM INVESTING ACTIVITIES

|                                                                         | Notes | GROUP    |          | COMPANY              |                      |
|-------------------------------------------------------------------------|-------|----------|----------|----------------------|----------------------|
|                                                                         |       | 2025     | 2024     | 2025                 | 2024                 |
|                                                                         |       | R        | R        | R                    | R                    |
| Balance at beginning of year                                            |       | -        | -        | 2 293 347 577        | 1 788 080 572        |
| <b>Increase in loans to subsidiaries</b>                                |       | <b>-</b> | <b>-</b> | <b>544 779 431</b>   | <b>505 267 005</b>   |
| Repayment of subsidiary loans                                           |       | -        | -        | (655 743 237)        | (7 429 559)          |
| Advances of subsidiary loans                                            |       | -        | -        | 1 200 522 668        | 498 716 256          |
| Cash advances of subsidiary loans                                       |       | -        | -        | 1 150 192 883        | 498 716 256          |
| Non-cash advances of subsidiary loans                                   |       | -        | -        | 50 329 785           | -                    |
| Amount reclassified from investment in subsidiary to loan to subsidiary |       | -        | -        | -                    | 6 880 408            |
| Loans to subsidiaries acquired                                          |       | -        | -        | -                    | 7 099 900            |
| Balance at end of year                                                  | 7     | <b>-</b> | <b>-</b> | <b>2 838 127 008</b> | <b>2 293 347 577</b> |



### 30. RECONCILIATION OF LOANS RECEIVABLE ARISING FROM INVESTING ACTIVITIES

|                                     | Notes | GROUP             |                   | COMPANY           |                   |
|-------------------------------------|-------|-------------------|-------------------|-------------------|-------------------|
|                                     |       | 2025              | 2024              | 2025              | 2024              |
|                                     |       | R                 | R                 | R                 | R                 |
| Balance at beginning of year        |       | 57 261 096        | 35 191 989        | 55 123 435        | 32 480 916        |
| <b>Increase in loans receivable</b> |       | <b>2 043 021</b>  | <b>22 069 107</b> | <b>2 662 487</b>  | <b>22 642 519</b> |
| Repayment of loans receivable       |       | (5 245 185)       | (2 798 073)       | (4 625 719)       | (2 224 661)       |
| Advances of loans receivable        |       | 7 288 206         | 24 867 180        | 7 288 206         | 24 867 180        |
| Balance at end of year              | 8     | <b>59 304 117</b> | <b>57 261 096</b> | <b>57 785 922</b> | <b>55 123 435</b> |

### 31. RECONCILIATION OF LOANS FROM SUBSIDIARIES ARISING FROM FINANCING ACTIVITIES

|                                            | Notes | GROUP    |          | COMPANY            |                    |
|--------------------------------------------|-------|----------|----------|--------------------|--------------------|
|                                            |       | 2025     | 2024     | 2025               | 2024               |
|                                            |       | R        | R        | R                  | R                  |
| Balance at beginning of year               |       | -        | -        | 215 217 759        | 216 191 518        |
| <b>Increase in loans from subsidiaries</b> |       | <b>-</b> | <b>-</b> | <b>2 180 126</b>   | <b>(973 759)</b>   |
| Repayment of subsidiary loans              |       | -        | -        | (15 011 237)       | (3 620 933)        |
| Advances of subsidiary loans               |       | -        | -        | 17 191 363         | 2 647 174          |
| Balance at end of year                     | 18    | <b>-</b> | <b>-</b> | <b>217 397 885</b> | <b>215 217 759</b> |

### 32. DISTRIBUTIONS PAYABLE

|                                         | GROUP                |                      | COMPANY              |                      |
|-----------------------------------------|----------------------|----------------------|----------------------|----------------------|
|                                         | 2025                 | 2024                 | 2025                 | 2024                 |
|                                         | R                    | R                    | R                    | R                    |
| Shareholders of Exemplar                | (481 524 286)        | (454 172 550)        | (481 524 286)        | (454 172 550)        |
| Dividends payable – prior year          | (8 960 554)          | (12 599 147)         | -                    | -                    |
| Dividends payable – current year        | 11 117 403           | 8 960 554            | -                    | -                    |
| Non-controlling interest                | (20 317 943)         | (20 732 374)         | -                    | -                    |
|                                         | <b>(499 685 380)</b> | <b>(478 543 517)</b> | <b>(481 524 286)</b> | <b>(454 172 550)</b> |
| <b>Dividends paid per share (cents)</b> |                      |                      |                      |                      |
| Shareholders of Exemplar                | 144,91056            | 136,67929            | 144,91056            | 136,67929            |
| Dividends payable – prior year          | 2,69660              | 3,79160              | -                    | -                    |
| Dividends payable – current year        | (3,34569)            | (2,69660)            | -                    | -                    |
| Non-controlling interest                | 6,11451              | 6,23923              | -                    | -                    |
|                                         | <b>150,37598</b>     | <b>144,01352</b>     | <b>144,91056</b>     | <b>136,67929</b>     |

Dividends are paid from operating profits.

### 33. EARNINGS AND HEADLINE EARNINGS

#### Reconciliation of basic earnings to headline earnings

|                                                    |   | 2025               |                     |                          |                    |
|----------------------------------------------------|---|--------------------|---------------------|--------------------------|--------------------|
|                                                    |   | Gross amount       | Tax                 | Non-controlling interest | Net amount         |
| Notes                                              |   | R                  | R                   | R                        | R                  |
|                                                    |   | 1 218 977 536      | (40 777 663)        | (67 216 564)             | 1 110 983 309      |
|                                                    | 3 | (690 545 495)      | -                   | 52 472 588               | (638 072 907)      |
|                                                    |   | <b>528 432 041</b> | <b>(40 777 663)</b> | <b>(14 743 976)</b>      | <b>472 910 402</b> |
| 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 |   |                    |                     |                          | 341 365 686        |
| Basic earnings per share (cents)                   |   |                    |                     |                          | 334,34079          |
| Headline earnings per share (cents)                |   |                    |                     |                          | 142,31828          |
| Diluted earnings per share (cents)                 |   |                    |                     |                          | 325,45254          |
| Diluted headline earnings per share (cents)        |   |                    |                     |                          | 138,53484          |

#### Reconciliation of basic earnings to headline earnings

|                                                    |   | 2024               |                     |                          |                    |
|----------------------------------------------------|---|--------------------|---------------------|--------------------------|--------------------|
|                                                    |   | Gross amount       | Tax                 | Non-controlling interest | Net amount         |
| Notes                                              |   | R                  | R                   | R                        | R                  |
|                                                    |   | 793 992 700        | (39 966 681)        | (45 334 879)             | 708 691 140        |
|                                                    | 3 | (360 758 759)      | -                   | 29 233 969               | (331 524 790)      |
|                                                    |   | <b>433 233 941</b> | <b>(39 966 681)</b> | <b>(16 100 910)</b>      | <b>377 166 350</b> |
| 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          |

### 34. DIRECTORS' EMOLUMENTS

#### Executive

#### Executive directors remuneration

|                      | Salary <sup>1</sup> | Distribution equivalents <sup>2</sup> | 2025 Total remuneration | 2024 Total remuneration |
|----------------------|---------------------|---------------------------------------|-------------------------|-------------------------|
|                      | R                   | R                                     | R                       | R                       |
| Church, DA           | 5 611 959           |                                       | 5 611 959               | 4 375 089               |
| McCormick, J (Jason) | 2 805 980           | 1 449 108                             | 4 255 088               | 3 554 338               |
| McCormick, J (John)  | 2 223 918           |                                       | 2 223 918               | 2 187 545               |
|                      | <b>10 641 857</b>   | <b>1 449 108</b>                      | <b>12 090 965</b>       | <b>10 116 972</b>       |

<sup>1</sup> Includes pension fund, life cover, travel and cell phone allowance where applicable

<sup>2</sup> Amounts earned in respect of the distribution paid under the two share schemes

#### Directors interest in share loan scheme

|                                                   | 2025      | 2024      |
|---------------------------------------------------|-----------|-----------|
| 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)                              | 8 156 825 | 8 788 490 |
| Interest paid under share loan scheme (Rands)     |           |           |
| McCormick, J (Jason)                              | 817 443   | 791 420   |

**Directors interest in share scheme**

|                                             | 2025      | 2024      |
|---------------------------------------------|-----------|-----------|
| 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 | 2 000 000 |
| Related share-based payment expense (Rands) |           |           |
| Church, DA                                  | 2 162 315 | 2 162 315 |
| McCormick, J (Jason)                        | 2 048 858 | 2 048 858 |

**Non-executive**

|                      | 2025             |                  | 2024             |                  |
|----------------------|------------------|------------------|------------------|------------------|
|                      | Directors' fees  | Total            | Directors' fees  | Total            |
|                      | R                | R                | R                | R                |
| Azzopardi, GVC       | 518 000          | 518 000          | 470 693          | 470 693          |
| Berkeley, FM         | 750 000          | 750 000          | 607 931          | 607 931          |
| Katzenellenbogen, PJ | 641 000          | 641 000          | 528 537          | 528 537          |
| Mandindi, N          | 462 000          | 462 000          | 419 654          | 419 654          |
| Maponya, EP          | 518 000          | 518 000          | 470 693          | 470 693          |
|                      | <b>2 889 000</b> | <b>2 889 000</b> | <b>2 497 508</b> | <b>2 497 508</b> |

## 35. 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

Subsidiaries of McCormick Property Development (Pty) Ltd Flagstaff Square (Pty) Ltd  
Leeufontein Crossing (Pty) Ltd  
Madombidzha Mall (Pty) Ltd  
Mahlakung Shopping Centre (Pty) Ltd  
Mehlareng Mall (Pty) Ltd  
Tshakuma Mall (Pty) Ltd

Subsidiaries of The John McCormick Family Trust Ezakheni Plaza (Pty) Ltd  
Kabokweni Plaza Share Block (Pty) Ltd

**Related party balances**

|                                                       | Notes | GROUP     |           | COMPANY       |               |
|-------------------------------------------------------|-------|-----------|-----------|---------------|---------------|
|                                                       |       | 2025      | 2024      | 2025          | 2024          |
|                                                       |       | R         | R         | R             | R             |
| <b>Loan accounts – Owning (to) by related parties</b> |       |           |           |               |               |
| Alex Mall (Pty) Ltd                                   | 7     | -         | -         | 290 430 845   | 290 140 385   |
| Bizana Walk (Pty) Ltd                                 | 7     | -         | -         | 100 933 610   | 96 912 866    |
| Exemplar Leasing (Pty) Ltd                            | 7     | -         | -         | 1 101 500     | -             |
| Exemplar Management (Pty) Ltd                         | 7     | -         | -         | 2 298 280     | 10 000        |
| Exemplar Utilities (Pty) Ltd                          | 18    | -         | -         | (187 020 452) | (185 964 089) |
| Farisani Business Enterprise (Pty) Ltd                | 7     | -         | -         | 9 083 728     | 6 957 885     |
| Jason McCormick – Share Scheme                        | 34    | 8 156 825 | 8 788 490 | 8 156 825     | 8 788 490     |
| Jean Junction (Pty) Ltd                               | 7     | -         | -         | 98 372 150    | 7 099 900     |
| Katale Square (Pty) Ltd                               | 7     | -         | -         | 92 208 476    | 93 295 754    |
| KwaBhaca Mall (Pty) Ltd                               | 7     | -         | -         | 314 135 907   | 309 450 189   |
| Maake Plaza (Pty) Ltd                                 | 18    | -         | -         | (30 377 433)  | (29 253 670)  |
| Mabopane Square (Pty) Ltd                             | 7     | -         | -         | 120 359 242   | 120 283 891   |
| Mall of Thembisa (Pty) Ltd                            | 7     | -         | -         | 672 258 152   | 671 656 398   |

|                                                                  | Notes | GROUP     |         | COMPANY      |             |
|------------------------------------------------------------------|-------|-----------|---------|--------------|-------------|
|                                                                  |       | 2025      | 2024    | 2025         | 2024        |
|                                                                  |       | R         | R       | R            | R           |
| <b>Loan accounts – Owning (to) by related parties</b>            |       |           |         |              |             |
| Mandeni Plaza (Pty) Ltd                                          | 7     | -         | -       | 105 088 560  | 107 320 455 |
| Mbhashe LG Mall (Pty) Ltd                                        | 7     | -         | -       | 308 837 102  | 14 145 191  |
| Modimall (Pty) Ltd                                               | 7     | -         | -       | 194 499 550  | 187 383 116 |
| Phola Mall (Pty) Ltd                                             | 7     | -         | -       | 274 461 983  | 279 692 266 |
| Theku Mall (Pty) Ltd                                             | 7     | -         | -       | 239 608 264  | 96 326 602  |
| Tsakane Mall (Pty) Ltd                                           | 7     | -         | -       | 13 283 745   | 12 459 672  |
| Vuwani (Pty) Ltd                                                 | 7     | -         | -       | 1 165 914    | 213 007     |
| <b>Related party transactions</b>                                |       |           |         |              |             |
| <b>Interest received from / (paid to) related parties</b>        |       |           |         |              |             |
| Bizana Walk (Pty) Ltd                                            |       | -         | -       | 13 148 851   | 12 585 442  |
| Farisani (Pty) Ltd                                               |       | -         | -       | 2 967 843    | -           |
| Jason McCormick - Share Scheme                                   | 34    | 817 443   | 791 420 | 817 443      | 791 420     |
| KwaBhaca Mall (Pty) Ltd                                          |       | -         | -       | 35 879 494   | 35 147 558  |
| Mandeni Plaza (Pty) Ltd                                          |       | -         | -       | 10 533 536   | 9 934 868   |
| Mbhashe LG Mall (Pty) Ltd                                        |       | -         | -       | 16 678 054   | -           |
| Phola Mall (Pty) Ltd                                             |       | -         | -       | 27 467 152   | 25 997 631  |
| Theku Mall (Pty) Ltd                                             |       | -         | -       | 16 840 986   | 8 113 028   |
| Vuwani (Pty) Ltd                                                 |       | -         | -       | 102 407      | -           |
| <b>Fees received from related parties</b>                        |       |           |         |              |             |
| Exemplar Leasing (Pty) Ltd                                       |       | -         | -       | 25 610 000   | 1 462 874   |
| Exemplar Management (Pty) Ltd                                    |       | -         | -       | 7 705 000    | -           |
| <b>Management fees received from / (paid to) related parties</b> |       |           |         |              |             |
| Alex Mall (Pty) Ltd                                              |       | -         | -       | -            | 3 289 593   |
| Bizana Walk (Pty) Ltd                                            |       | -         | -       | -            | 305 308     |
| Katale Square (Pty) Ltd                                          |       | -         | -       | -            | 514 766     |
| KwaBhaca Mall (Pty) Ltd                                          |       | -         | -       | -            | 761 708     |
| Maake Plaza (Pty) Ltd                                            |       | -         | -       | -            | 93 056      |
| Mabopane Square (Pty) Ltd                                        |       | -         | -       | -            | 1 115 490   |
| Mall of Thembisa (Pty) Ltd                                       |       | -         | -       | -            | 4 136 099   |
| Mandeni Plaza (Pty) Ltd                                          |       | -         | -       | -            | 387 062     |
| Modimall (Pty) Ltd                                               |       | -         | -       | -            | 1 198 479   |
| Phola Mall (Pty) Ltd                                             |       | -         | -       | -            | 1 133 103   |
| Theku Mall (Pty) Ltd                                             |       | -         | -       | -            | 892 720     |
| Tsakane Mall (Pty) Ltd                                           |       | -         | -       | -            | 1 486 340   |
| Exemplar Management (Pty) Ltd                                    |       | -         | -       | (13 964 917) | -           |
| Ezakheni Plaza (Pty) Ltd                                         |       | 375 757   | 360 568 | -            | -           |
| Flagstaff Square (Pty) Ltd                                       |       | 725 281   | 698 499 | -            | -           |
| Kabokweni Share Block (Pty) Ltd                                  |       | 532 106   | 504 248 | -            | -           |
| Madombidzha Mall (Pty) Ltd                                       |       | 330 020   | -       | -            | -           |
| Mahlakung Shopping Centre (Pty) Ltd                              |       | 302 471   | 284 540 | -            | -           |
| Mehlareng Mall (Pty) Ltd                                         |       | 146 690   | -       | -            | -           |
| Tshakhuma Mall (Pty) Ltd                                         |       | 593 738   | 250 956 | -            | -           |
| <b>Leasing fee received from / (paid to) related parties</b>     |       |           |         |              |             |
| Exemplar Leasing (Pty) Ltd                                       |       | -         | -       | (3 614 521)  | (4 909 107) |
| Ezakheni Plaza (Pty) Ltd                                         |       | 67 503    | -       | -            | -           |
| Flagstaff Square (Pty) Ltd                                       |       | 549 818   | 54 071  | -            | -           |
| Tshakuma Mall (Pty) Ltd                                          |       | 445 239   | -       | -            | -           |
| Kabokweni Plaza Share Block (Pty) Ltd                            |       | 405 955   | -       | -            | -           |
| Leeuwfontein Crossing (Pty) Ltd                                  |       | 2 604 458 | -       | -            | -           |
| Mahlakung Shopping Centre (Pty) Ltd                              |       | 489 816   | 631 491 | -            | -           |
| Mehlareng Mall (Pty) Ltd                                         |       | 2 973 525 | -       | -            | -           |



|                                                                         | GROUP      |            | COMPANY     |           |
|-------------------------------------------------------------------------|------------|------------|-------------|-----------|
|                                                                         | 2025       | 2024       | 2025        | 2024      |
|                                                                         | R          | R          | R           | R         |
| <b>Utility Management fee received from / (paid to) related parties</b> |            |            |             |           |
| Exemplar Utilities (Pty) Ltd                                            | -          | -          | (1 856 657) | (984 744) |
| Ezakheni Plaza (Pty) Ltd                                                | 29 944     | -          | -           | -         |
| Flagstaff Square (Pty) Ltd                                              | 112 150    | 80 203     | -           | -         |
| Tshakuma Mall (Pty) Ltd                                                 | 94 536     | 28 040     | -           | -         |
| Kabokweni Plaza Share Block (Pty) Ltd                                   | 136 030    | 76 667     | -           | -         |
| Mahlakung Shopping Centre (Pty) Ltd                                     | 42 086     | -          | -           | -         |
| Mehlareng Mall (Pty) Ltd                                                | 32 144     | -          | -           | -         |
| <b>Salary recoveries received from related parties</b>                  |            |            |             |           |
| Alex Mall (Pty) Ltd                                                     | -          | -          | 796 624     | 879 782   |
| Bizana Walk (Pty) Ltd                                                   | -          | -          | 193 222     | 240 120   |
| Jean Junction (Pty) Ltd                                                 | -          | -          | 530 678     | -         |
| Katale Square (Pty) Ltd                                                 | -          | -          | 188 052     | 185 172   |
| KwaBhaca Mall (Pty) Ltd                                                 | -          | -          | 245 872     | 541 782   |
| Maake Plaza (Pty) Ltd                                                   | -          | -          | 99 925      | 124 635   |
| Mabopane Square (Pty) Ltd                                               | -          | -          | 312 055     | 299 323   |
| Mall of Thembisa (Pty) Ltd                                              | -          | -          | 1 171 076   | 990 318   |
| Mandeni Plaza (Pty) Ltd                                                 | -          | -          | 213 994     | 212 844   |
| Modimall (Pty) Ltd                                                      | -          | -          | 786 075     | 740 334   |
| Phola Mall (Pty) Ltd                                                    | -          | -          | 532 616     | 478 206   |
| Theku Mall (Pty) Ltd                                                    | -          | -          | 406 198     | 391 940   |
| Tsakane Mall (Pty) Ltd                                                  | -          | -          | 474 182     | 452 145   |
| Ezakheni Plaza (Pty) Ltd                                                | 334 253    | 338 013    | 334 253     | 338 013   |
| Flagstaff Square (Pty) Ltd                                              | 228 863    | 265 859    | 228 863     | 265 859   |
| Tshakuma Mall (Pty) Ltd                                                 | 250 850    | 197 902    | 250 850     | 197 902   |
| Kabokweni Plaza Share Block (Pty) Ltd                                   | 530 167    | 658 830    | 530 167     | 658 830   |
| Mahlakung Shopping Centre (Pty) Ltd                                     | 891 125    | 859 234    | 891 125     | 859 234   |
| Mehlareng Mall (Pty) Ltd                                                | 58 071     | -          | 58 071      | -         |
| McCormick Property Development (Pty) Ltd                                | 18 997 124 | 19 034 344 | -           | -         |
| <b>Purchase of 100% share in Jean Junction from a related party</b>     |            |            |             |           |
| The John McCormick Family Trust                                         | -          | 7 100 000  | -           | 7 100 000 |
| <b>Rooftop rent paid to related parties</b>                             |            |            |             |           |
| Alex Mall (Pty) Ltd                                                     | -          | -          | (199 874)   | (178 407) |
| Flagstaff Square (Pty) Ltd                                              | (78 701)   | (74 708)   | (78 701)    | (74 708)  |
| Katale Square (Pty) Ltd                                                 | -          | -          | (79 815)    | (75 411)  |
| Mabopane Square (Pty) Ltd                                               | -          | -          | (100 244)   | (94 641)  |
| Madombidzha Mall (Pty) Ltd                                              | (50 366)   | -          | (50 366)    | -         |
| Mall of Thembisa (Pty) Ltd                                              | -          | -          | (395 431)   | (375 071) |
| Mandeni Plaza (Pty) Ltd                                                 | -          | -          | (47 520)    | -         |
| Mehlareng Mall (Pty) Ltd                                                | (21 230)   | -          | (21 230)    | -         |
| Phola Mall (Pty) Ltd                                                    | -          | -          | (124 997)   | (188 250) |
| Modimall (Pty) Ltd                                                      | -          | -          | (220 534)   | (223 522) |
| Theku Mall (Pty) Ltd                                                    | -          | -          | (162 622)   | (141 684) |
| Tsakane Mall (Pty) Ltd                                                  | -          | -          | (92 678)    | (86 934)  |
| Tshakuma Mall (Pty) Ltd                                                 | (150 203)  | (24 786)   | (150 203)   | (24 786)  |

**Electricity income received from related parties**

|                            |           |         |           |           |
|----------------------------|-----------|---------|-----------|-----------|
| Alex Mall (Pty) Ltd        | -         | -       | 4 663 996 | 3 131 610 |
| Flagstaff Square (Pty) Ltd | 655 528   | 479 351 | 655 528   | 479 351   |
| Jean Junction (Pty) Ltd    | -         | -       | 396 698   | -         |
| Katale Square (Pty) Ltd    | -         | -       | 1 730 281 | 1 304 070 |
| Mabopane Square (Pty) Ltd  | -         | -       | 1 621 224 | 1 324 530 |
| Madombidzha Mall (Pty) Ltd | 1 506 134 | -       | 1 506 134 | -         |
| Mall of Thembisa (Pty) Ltd | -         | -       | 7 961 259 | 7 771 092 |
| Mandeni Plaza (Pty) Ltd    | -         | -       | 933 243   | -         |
| Mehlareng Mall (Pty) Ltd   | 286 926   | -       | 286 926   | -         |
| Modimall (Pty) Ltd         | -         | -       | 7 645 654 | 6 871 727 |
| Phola Mall (Pty) Ltd       | -         | -       | 4 718 606 | 3 484 999 |
| Theku Mall (Pty) Ltd       | -         | -       | 2 981 748 | 2 234 285 |
| Tsakane Mall (Pty) Ltd     | -         | -       | 2 172 965 | 2 718 162 |
| Tshakhuma Mall (Pty) Ltd   | 2 602 972 | 348 369 | 2 602 972 | 348 369   |

**Dividends received from related parties**

|                            |   |   |            |            |
|----------------------------|---|---|------------|------------|
| Alex Mall (Pty) Ltd        | - | - | 67 050 462 | 59 651 294 |
| Jean Junction (Pty) Ltd    | - | - | 6 234 284  | -          |
| Katale Square (Pty) Ltd    | - | - | 13 612 722 | 12 774 469 |
| Maake Plaza (Pty) Ltd      | - | - | 8 211 237  | 9 066 645  |
| Mabopane Square (Pty) Ltd  | - | - | 15 975 351 | 14 604 017 |
| Mall of Thembisa (Pty) Ltd | - | - | 71 141 754 | 47 984 748 |
| Mandeni Plaza (Pty) Ltd    | - | - | 3 531 978  | 3 246 122  |
| Modimall (Pty) Ltd         | - | - | 31 426 434 | 25 801 955 |
| Phola Mall (Pty) Ltd       | - | - | 15 488 201 | 15 356 062 |
| Theku Mall (Pty) Ltd       | - | - | 14 383 970 | 18 237 741 |
| Tsakane Mall (Pty) Ltd     | - | - | 38 274 073 | 38 407 417 |

**Rent and operating costs paid to related parties**

|                                 |           |             |           |             |
|---------------------------------|-----------|-------------|-----------|-------------|
| The John McCormick Family Trust | (390 121) | (1 563 422) | (390 121) | (1 563 422) |
|---------------------------------|-----------|-------------|-----------|-------------|

**Project management fees paid to related parties**

|                                          |             |   |   |   |
|------------------------------------------|-------------|---|---|---|
| McCormick Property Development (Pty) Ltd | (4 436 214) | - | - | - |
|------------------------------------------|-------------|---|---|---|

## 36. 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              |                      |
|------------------------------|----------------------|----------------------|----------------------|----------------------|
|                              | 2025                 | 2024                 | 2025                 | 2024                 |
|                              | R                    | R                    | R                    | R                    |
| Receivable within year one   | 834 502 446          | 803 497 481          | 389 255 489          | 354 571 599          |
| Receivable within year two   | 678 118 792          | 666 276 041          | 307 986 227          | 272 161 981          |
| Receivable within year three | 489 473 615          | 491 497 758          | 219 460 386          | 190 262 885          |
| Receivable within year four  | 289 296 163          | 343 339 148          | 128 253 186          | 133 452 528          |
| Receivable within year five  | 180 258 906          | 198 916 999          | 86 338 123           | 78 641 176           |
| Receivable beyond five years | 438 140 047          | 477 610 086          | 273 928 626          | 306 041 706          |
|                              | <b>2 909 789 969</b> | <b>2 981 137 513</b> | <b>1 405 222 037</b> | <b>1 335 131 875</b> |

The Group lets a number of retail properties under operating leases. Leases typically run for an average period of three to ten years, with escalation rates ranging between 4 and 8 %.



## 37. RISK MANAGEMENT

### Categories of financial instruments

#### Categories of financial assets

##### 2025

|                                  |
|----------------------------------|
| Derivative financial instruments |
| Loans receivable                 |
| Trade and other receivables      |
| Cash and cash equivalents        |

| GROUP |                                         |                    |                         |                    |
|-------|-----------------------------------------|--------------------|-------------------------|--------------------|
| Notes | Fair value<br>through profit<br>or loss | Amortised cost     | Non-financial<br>assets | Total              |
|       | R                                       | R                  | R                       | R                  |
| 6     | 7 881 404                               | -                  | -                       | 7 881 404          |
| 8     | -                                       | 59 304 117         | -                       | 59 304 117         |
| 9     | -                                       | 58 768 366         | 34 176 392              | 92 944 758         |
| 10    | -                                       | 83 885 599         | -                       | 83 885 599         |
|       | <b>7 881 404</b>                        | <b>201 958 082</b> | <b>34 176 392</b>       | <b>244 015 878</b> |

##### 2024

|                                  |
|----------------------------------|
| Derivative financial instruments |
| Loans receivable                 |
| Trade and other receivables      |
| Cash and cash equivalents        |

|    | Fair value<br>through profit<br>or loss | Amortised cost     | Non-financial<br>assets | Total              |
|----|-----------------------------------------|--------------------|-------------------------|--------------------|
|    | R                                       | R                  | R                       | R                  |
| 6  | 258 857                                 | -                  | -                       | 258 857            |
| 8  | -                                       | 57 261 096         | -                       | 57 261 096         |
| 9  | -                                       | 46 298 931         | 28 735 255              | 75 034 186         |
| 10 | -                                       | 42 843 244         | -                       | 42 843 244         |
|    | <b>258 857</b>                          | <b>146 403 271</b> | <b>28 735 255</b>       | <b>175 397 383</b> |

#### Categories of financial liabilities

##### 2025

|                          |
|--------------------------|
| Financial liabilities    |
| Trade and other payables |
| Lease liabilities        |
| Dividends payable        |

|    | Fair value<br>through profit<br>or loss | Amortised cost       | Non-financial<br>liabilities | Total                |
|----|-----------------------------------------|----------------------|------------------------------|----------------------|
|    | R                                       | R                    | R                            | R                    |
| 14 | -                                       | 4 071 442 473        | -                            | 4 071 442 473        |
| 17 | -                                       | 156 363 168          | 78 695 305                   | 235 058 473          |
| 15 | -                                       | 68 040 744           | -                            | 68 040 744           |
| 32 | -                                       | 11 117 403           | -                            | 11 117 403           |
|    | <b>-</b>                                | <b>4 306 963 788</b> | <b>78 695 305</b>            | <b>4 385 659 093</b> |

##### 2024

|                          |
|--------------------------|
| Financial liabilities    |
| Trade and other payables |
| Lease liabilities        |
| Dividends payable        |

|    | Fair value<br>through profit<br>or loss | Amortised cost       | Non-financial<br>liabilities | Total                |
|----|-----------------------------------------|----------------------|------------------------------|----------------------|
|    | R                                       | R                    | R                            | R                    |
| 14 | -                                       | 3 262 115 645        | -                            | 3 262 115 645        |
| 17 | -                                       | 146 936 219          | 76 078 001                   | 223 014 220          |
| 15 | -                                       | 61 317 869           | -                            | 61 317 869           |
| 32 | -                                       | 8 960 554            | -                            | 8 960 554            |
|    | <b>-</b>                                | <b>3 479 330 287</b> | <b>76 078 001</b>            | <b>3 555 408 288</b> |

## Categories of financial instruments

### Categories of financial assets

#### 2025

Derivative financial instruments

Loans to subsidiaries

Loans receivable

Trade and other receivables

Cash and cash equivalents

Dividend receivable

| COMPANY |                                         |                      |                         |                      |
|---------|-----------------------------------------|----------------------|-------------------------|----------------------|
|         | Fair value<br>through profit<br>or loss | Amortised cost       | Non-financial<br>assets | Total                |
| Notes   | R                                       | R                    | R                       | R                    |
| 6       | 7 881 404                               | -                    | -                       | 7 881 404            |
| 7       | -                                       | 2 838 127 108        | -                       | 2 838 127 108        |
| 8       | -                                       | 57 785 922           | -                       | 57 785 922           |
| 9       | -                                       | 37 542 937           | 10 261 136              | 47 804 073           |
| 10      | -                                       | 47 786 423           | -                       | 47 786 423           |
|         | -                                       | 17 737 354           | -                       | 17 737 354           |
|         | <b>7 881 404</b>                        | <b>2 998 979 744</b> | <b>10 261 136</b>       | <b>3 017 122 284</b> |

#### 2024

Derivative financial instruments

Loans to subsidiaries

Loans receivable

Trade and other receivables

Cash and cash equivalents

Dividend receivable

|    | Fair value<br>through profit<br>or loss | Amortised cost       | Non-financial<br>assets | Total                |
|----|-----------------------------------------|----------------------|-------------------------|----------------------|
|    | R                                       | R                    | R                       | R                    |
| 6  | 258 857                                 | -                    | -                       | 258 857              |
| 7  | -                                       | 2 293 347 577        | -                       | 2 293 347 577        |
| 8  | -                                       | 55 123 435           | -                       | 55 123 435           |
| 9  | -                                       | 23 555 193           | 13 177 322              | 36 732 515           |
| 10 | -                                       | 27 240 732           | -                       | 27 240 732           |
|    | -                                       | 15 871 102           | -                       | 15 871 102           |
|    | <b>258 857</b>                          | <b>2 415 138 039</b> | <b>13 177 322</b>       | <b>2 428 574 218</b> |

### Categories of financial liabilities

#### 2025

Financial liabilities

Lease liabilities

Trade and other payables

Loans from subsidiaries

|    | Fair value<br>through profit<br>or loss | Amortised cost       | Non-financial<br>liabilities | Total                |
|----|-----------------------------------------|----------------------|------------------------------|----------------------|
|    | R                                       | R                    | R                            | R                    |
| 14 | -                                       | 4 071 442 473        | -                            | 4 071 442 473        |
| 15 | -                                       | 17 562 291           | -                            | 17 562 291           |
| 17 | -                                       | 50 187 019           | 43 953 117                   | 94 140 136           |
| 18 | -                                       | 217 397 885          | -                            | 217 397 885          |
|    | -                                       | <b>4 356 589 668</b> | <b>43 953 117</b>            | <b>4 400 542 785</b> |

#### 2024

Financial liabilities

Lease liabilities

Trade and other payables

Loans from subsidiaries

|    | Fair value<br>through profit<br>or loss | Amortised cost       | Non-financial<br>liabilities | Total                |
|----|-----------------------------------------|----------------------|------------------------------|----------------------|
|    | R                                       | R                    | R                            | R                    |
| 14 | -                                       | 3 262 115 645        | -                            | 3 262 115 645        |
| 15 | -                                       | 15 290 544           | -                            | 15 290 544           |
| 17 | -                                       | 50 752 643           | 37 060 927                   | 87 813 570           |
| 18 | -                                       | 215 217 759          | -                            | 215 217 759          |
|    | -                                       | <b>3 543 376 591</b> | <b>37 060 927</b>            | <b>3 580 437 518</b> |



## Pre-tax gains and losses on financial instruments

|                                                        |       | GROUP                                   |                |               |
|--------------------------------------------------------|-------|-----------------------------------------|----------------|---------------|
|                                                        |       | Fair value<br>through profit<br>or loss | Amortised cost | Total         |
|                                                        | Notes | R                                       | R              | R             |
| <b>Gains and losses on financial assets</b>            |       |                                         |                |               |
| <b>2025</b>                                            |       |                                         |                |               |
| Interest income                                        | 23    | -                                       | 20 723 444     | 20 723 444    |
| Gain on fair value of derivative financial instruments |       | 7 622 547                               | -              | 7 622 547     |
|                                                        |       | 7 622 547                               | 20 723 444     | 28 345 991    |
|                                                        |       |                                         |                |               |
|                                                        |       | Fair value<br>through profit<br>or loss | Amortised cost | Total         |
|                                                        |       | R                                       | R              | R             |
| <b>2024</b>                                            |       |                                         |                |               |
| 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)  |
|                                                        |       |                                         |                |               |
|                                                        |       | Fair value<br>through profit<br>or loss | Amortised cost | Total         |
|                                                        |       | R                                       | R              | R             |
| <b>Gains and losses on financial liabilities</b>       |       |                                         |                |               |
| <b>2025</b>                                            |       |                                         |                |               |
| Finance costs                                          | 25    | -                                       | (339 658 700)  | (339 658 700) |
|                                                        |       | -                                       | (339 658 700)  | (339 658 700) |
|                                                        |       |                                         |                |               |
|                                                        |       | Fair value<br>through profit<br>or loss | Amortised cost | Total         |
|                                                        |       | R                                       | R              | R             |
| <b>2024</b>                                            |       |                                         |                |               |
| Finance costs                                          | 25    | -                                       | (287 031 941)  | (287 031 941) |
|                                                        |       | -                                       | (287 031 941)  | (287 031 941) |
|                                                        |       |                                         |                |               |
| COMPANY                                                |       |                                         |                |               |
|                                                        |       | Fair value<br>through profit<br>or loss | Amortised cost | Total         |
|                                                        |       | R                                       | R              | R             |
| <b>Gains and losses on financial assets</b>            |       |                                         |                |               |
| <b>2025</b>                                            |       |                                         |                |               |
| Interest income                                        | 23    | -                                       | 147 072 555    | 147 072 555   |
| Gain on fair value of derivative financial instruments |       | 7 622 547                               | -              | 7 622 547     |
|                                                        |       | 7 622 547                               | 147 072 555    | 154 695 102   |
|                                                        |       |                                         |                |               |
|                                                        |       | Fair value<br>through profit<br>or loss | Amortised cost | Total         |
| Notes                                                  |       | R                                       | R              | R             |
| <b>2024</b>                                            |       |                                         |                |               |
| 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    |

**2025**
**Gains and losses on financial liabilities**

Finance costs

| Notes | Fair value<br>through profit<br>or loss | Amortised cost | Total         |
|-------|-----------------------------------------|----------------|---------------|
|       | R                                       | R              | R             |
| 25    | -                                       | (357 742 236)  | (357 742 236) |
|       | -                                       | (357 742 236)  | (357 742 236) |

**2024**
**Gains and losses on financial liabilities**

Finance costs

| Notes | Fair value<br>through profit<br>or loss | Amortised cost | Total         |
|-------|-----------------------------------------|----------------|---------------|
|       | R                                       | R              | R             |
| 25    | -                                       | (261 388 219)  | (261 388 219) |
|       | -                                       | (261 388 219)  | (261 388 219) |

**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.

|                           | Notes | GROUP                |                      | COMPANY              |                      |
|---------------------------|-------|----------------------|----------------------|----------------------|----------------------|
|                           |       | 2025                 | 2024                 | 2025                 | 2024                 |
|                           |       | R                    | R                    | R                    | R                    |
| Loans from subsidiaries   | 18    | -                    | -                    | 217 397 885          | 215 217 759          |
| Financial liabilities     | 14    | 4 078 000 000        | 3 270 000 000        | 4 078 000 000        | 3 270 000 000        |
| Lease liabilities         | 15    | 68 040 744           | 61 317 869           | 17 562 291           | 15 290 544           |
| Trade and other payables  | 17    | 156 363 168          | 146 936 219          | 50 187 019           | 50 752 643           |
| <b>Total borrowings</b>   |       | <b>4 302 403 912</b> | <b>3 478 254 088</b> | <b>4 363 147 195</b> | <b>3 551 260 946</b> |
| Cash and cash equivalents | 10    | (83 885 599)         | (42 843 244)         | (47 786 423)         | (27 240 732)         |
| <b>Net borrowings</b>     |       | <b>4 218 518 313</b> | <b>3 435 410 844</b> | <b>4 315 360 772</b> | <b>3 524 020 214</b> |

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**

|                                                      | 2025                  | 2024                 |
|------------------------------------------------------|-----------------------|----------------------|
|                                                      | R                     | R                    |
| Gross Debt                                           | 4 071 442 473         | 3 262 115 645        |
| Less:                                                |                       |                      |
| Cash and cash equivalents                            | (83 885 599)          | (42 843 244)         |
| Derivative financial instruments                     | (7 881 404)           | (258 857)            |
| <b>Net debt</b>                                      | <b>3 979 675 470</b>  | <b>3 219 013 544</b> |
| <br>Total assets per statement of financial position | <br>10 515 646 831    | <br>8 960 072 949    |
| Less:                                                |                       |                      |
| Cash and cash equivalents                            | (83 885 599)          | (42 843 244)         |
| Derivative financial instruments                     | (7 881 404)           | (258 857)            |
| Staff share scheme loans                             | (25 630 535)          | (30 256 255)         |
| Trade and other receivables                          | (92 944 758)          | (75 034 186)         |
| Carrying amount of property-related assets           | <b>10 305 304 535</b> | <b>8 811 680 407</b> |

**SA REIT loan-to-value****38.6%****36.5%****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 & 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, is 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;
- loans receivable; and,
- other receivables.

**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 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 2025 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.

The Group uses a general approach to measure all other receivables per note 9. Under this approach each receivable is assessed individually.

On that basis, the loss allowance as at 28 February 2025 was determined as follows for trade receivables, other receivables and loans receivable.

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

##### 2025

|                           |
|---------------------------|
| Loans receivable          |
| Trade receivables         |
| Other receivables         |
| Cash and cash equivalents |

| GROUP |                       |                       |                    |
|-------|-----------------------|-----------------------|--------------------|
|       | Gross carrying amount | Credit loss allowance | Amortised cost     |
| Notes | R                     | R                     | R                  |
| 8     | 59 304 117            | -                     | 59 304 117         |
| 9     | 99 438 824            | (55 956 183)          | 43 482 641         |
| 9     | 17 247 302            | (1 961 577)           | 15 285 725         |
| 10    | 83 885 599            | -                     | 83 885 599         |
|       | <b>259 875 842</b>    | <b>(57 917 760)</b>   | <b>201 958 082</b> |

##### 2024

|                           |
|---------------------------|
| Loans receivable          |
| Trade receivables         |
| Other receivables         |
| Cash and cash equivalents |

|    | Gross carrying amount | Credit loss allowance | Amortised cost     |
|----|-----------------------|-----------------------|--------------------|
|    | R                     | R                     | R                  |
| 8  | 57 261 096            | -                     | 57 261 096         |
| 9  | 86 066 892            | (48 406 880)          | 37 660 012         |
| 9  | 10 600 496            | (1 961 577)           | 8 638 919          |
| 10 | 42 843 244            | -                     | 42 843 244         |
|    | <b>196 771 728</b>    | <b>(50 368 457)</b>   | <b>146 403 271</b> |

##### 2025

|                           |
|---------------------------|
| Loans to subsidiaries     |
| Loans receivable          |
| Trade receivables         |
| Other receivables         |
| Cash and cash equivalents |

| COMPANY |                       |                       |                      |
|---------|-----------------------|-----------------------|----------------------|
|         | Gross carrying amount | Credit loss allowance | Amortised cost       |
|         | R                     | R                     | R                    |
| 7       | 2 838 127 108         | -                     | 2 838 127 108        |
| 8       | 25 630 536            | -                     | 25 630 536           |
| 9       | 58 560 209            | (31 023 301)          | 27 536 908           |
| 9       | 11 967 606            | (1 961 577)           | 10 006 029           |
| 10      | 47 786 423            | -                     | 47 786 423           |
|         | <b>2 982 071 882</b>  | <b>(32 984 878)</b>   | <b>2 949 087 004</b> |

##### 2024

|                           |
|---------------------------|
| Loans to subsidiaries     |
| Loans receivable          |
| Trade receivables         |
| Other receivables         |
| Cash and cash equivalents |

|    | Gross carrying amount | Credit loss allowance | Amortised cost       |
|----|-----------------------|-----------------------|----------------------|
|    | R                     | R                     | R                    |
| 7  | 2 293 347 577         | -                     | 2 293 347 577        |
| 8  | 30 256 255            | -                     | 30 256 255           |
| 9  | 45 701 794            | (25 784 943)          | 19 916 851           |
| 9  | 5 599 919             | (1 961 577)           | 3 638 342            |
| 10 | 27 240 732            | -                     | 27 240 732           |
|    | <b>2 402 146 277</b>  | <b>(27 746 520)</b>   | <b>2 374 399 757</b> |

#### 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, R192,000,000 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                  |
|                                  | Notes | R                    | R                      | R                      | R                    | R                      |
| <b>2025</b>                      |       |                      |                        |                        |                      |                        |
| <b>Non-current assets</b>        |       |                      |                        |                        |                      |                        |
| Derivative financial instruments | 6     | -                    | 7 881 404              | -                      | -                    | 7 881 404              |
| <b>Non-current liabilities</b>   |       |                      |                        |                        |                      |                        |
| Financial liabilities            | 14    | -                    | (1 626 220 148)        | (1 922 198 474)        | (850 969 233)        | (4 399 387 855)        |
| <b>Current liabilities</b>       |       |                      |                        |                        |                      |                        |
| Trade and other payables         | 17    | (156 363 168)        | -                      | -                      | -                    | (156 363 168)          |
| Dividend payable                 | 32    | (11 117 403)         | -                      | -                      | -                    | (11 117 403)           |
| Financial liabilities            | 14    | (780 133 342)        | -                      | -                      | -                    | (780 133 342)          |
| <b>Total liabilities</b>         |       | <b>(947 613 913)</b> | <b>(1 626 220 148)</b> | <b>(1 922 198 474)</b> | <b>(850 969 233)</b> | <b>(5 347 001 768)</b> |
| <b>2024</b>                      |       |                      |                        |                        |                      |                        |
| <b>Current assets</b>            |       |                      |                        |                        |                      |                        |
| Derivative financial instruments | 6     | -                    | -                      | 258 857                | -                    | 258 857                |
| <b>Non-current liabilities</b>   |       |                      |                        |                        |                      |                        |
| Financial liabilities            | 14    | -                    | (1 223 796 780)        | (1 710 385 090)        | (924 366 120)        | (3 858 547 990)        |
| <b>Current liabilities</b>       |       |                      |                        |                        |                      |                        |
| Trade and other payables         | 17    | (146 936 219)        | -                      | -                      | -                    | (146 936 219)          |
| Dividend payable                 | 32    | (8 960 554)          | -                      | -                      | -                    | (8 960 554)            |
| Financial liabilities            | 14    | (313 873 950)        | -                      | -                      | -                    | (313 873 950)          |
| <b>Total liabilities</b>         |       | <b>(469 770 723)</b> | <b>(1 223 796 780)</b> | <b>(1 710 385 090)</b> | <b>(924 366 120)</b> | <b>(4 328 318 713)</b> |

|                                  |       | COMPANY                |                        |                        |                      |                        |
|----------------------------------|-------|------------------------|------------------------|------------------------|----------------------|------------------------|
|                                  |       | Less than 1 year       | 1 to 2 years           | 2 to 3 years           | 3 to 5 years         | Total                  |
|                                  | Notes | R                      | R                      |                        | R                    | R                      |
| <b>2025</b>                      |       |                        |                        |                        |                      |                        |
| <b>Current assets</b>            |       |                        |                        |                        |                      |                        |
| Derivative financial instruments | 6     | -                      | 7 881 404              | -                      | -                    | 7 881 404              |
| <b>Non-current liabilities</b>   |       |                        |                        |                        |                      |                        |
| Financial liabilities            | 14    | -                      | (1 626 220 148)        | (1 922 198 474)        | (850 969 233)        | (4 399 387 855)        |
| <b>Current liabilities</b>       |       |                        |                        |                        |                      |                        |
| Trade and other payables         | 17    | (50 187 019)           | -                      | -                      | -                    | (50 187 019)           |
| Loans from subsidiaries          | 18    | (217 397 885)          | -                      | -                      | -                    | (217 397 885)          |
| Financial liabilities            | 14    | (780 133 342)          | -                      | -                      | -                    | (780 133 342)          |
| <b>Total Liabilities</b>         |       | <b>(1 047 718 246)</b> | <b>(1 626 220 148)</b> | <b>(1 922 198 474)</b> | <b>(850 969 233)</b> | <b>(5 447 106 101)</b> |
| <b>2024</b>                      |       |                        |                        |                        |                      |                        |
| <b>Current assets</b>            |       |                        |                        |                        |                      |                        |
| Derivative financial instruments | 6     | -                      | -                      | 258 857                | -                    | 258 857                |
| <b>Non-current liabilities</b>   |       |                        |                        |                        |                      |                        |
| Financial liabilities            | 14    | -                      | (1 223 796 780)        | (1 710 385 090)        | (924 366 120)        | (3 858 547 990)        |
| <b>Current liabilities</b>       |       |                        |                        |                        |                      |                        |
| 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)          | -                      | -                      | -                    | (313 873 950)          |
| <b>Total Liabilities</b>         |       | <b>(579 844 352)</b>   | <b>(1 223 796 780)</b> | <b>(1 710 385 090)</b> | <b>(924 366 120)</b> | <b>(4 438 392 342)</b> |

### 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 Group is exposed to cash flow interest rate risk from long-term borrowings, which bear interest at rates linked to 3 month Jibar. The Group's weighted average cost of borrowing is 3 month JIBAR plus 1.62% and including hedges is 3 month JIBAR plus 1.50% (2024: 3 month JIBAR plus 1.79% and including hedges 3 month JIBAR plus 1.79%), excluding the amortisation of hedging costs and participation fees.

The Group enters into floating-for-fixed interest rate swaps and caps to hedge the fair value interest rate risk arising where it has borrowed at floating rates. The Group strategy is well-managed and monitored, and 58.5% (2024: 14.0%) of Group debt is hedged. Further details regarding the interest rate hedges are 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 R 34 068 074 (2024: R 32 621 156) 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        |
|                                  |       | R              | R       | R         | R              |
| 2025                             | Notes |                |         |           |                |
| <b>Assets</b>                    |       |                |         |           |                |
| Investment properties            | 3     | 10 092 147 170 | -       | -         | 10 092 147 170 |
| Derivative financial instruments | 6     | 7 881 404      | -       | 7 881 404 | -              |
| <b>2024</b>                      |       |                |         |           |                |
| <b>Assets</b>                    |       |                |         |           |                |
| Investment properties            | 3     | 8 646 478 488  | -       | -         | 8 646 478 488  |
| Derivative financial instruments | 3     | 258 857        | -       | 258 857   | -              |
|                                  |       | COMPANY        |         |           |                |
|                                  |       | Fair value     | Level 1 | Level 2   | Level 3        |
|                                  |       | R              | R       | R         | R              |
| 2025                             |       |                |         |           |                |
| <b>Assets</b>                    |       |                |         |           |                |
| Investment properties            | 3     | 4 777 897 166  | -       | -         | 4 777 897 166  |
| Derivative financial instruments | 6     | 7 881 404      | -       | 7 881 404 | -              |
| <b>2024</b>                      |       |                |         |           |                |
| <b>Assets</b>                    |       |                |         |           |                |
| Investment properties            | 3     | 4 079 773 126  | -       | -         | 4 079 773 126  |
| Derivative financial instruments | 6     | 258 857        | -       | 258 857   | -              |

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.



## 38. ACQUISITION OF ASSETS AND LIABILITIES BY THE GROUP

During the current year, Exemplar acquired 100% of the property known as Eerste Rivier Mall for a consideration of R282 million (excluding transaction costs).

## 39. JOINT OPERATIONS

Profits and losses resulting from the transactions with the joint operations are recognised in the Group's consolidated financial statements only to the extent of interests that are owned by 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.

**Joint operations comprise co-ownerships in the following properties:**

|                     | 2025  | 2024  |
|---------------------|-------|-------|
|                     | %     | %     |
| 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:**

### Statement of profit or loss and other comprehensive income

|                                                | 2025               | 2024               |
|------------------------------------------------|--------------------|--------------------|
|                                                | R                  | R                  |
| Rental income and recoveries                   | 280 736 063        | 262 290 852        |
| Straight-line lease income adjustments         | 823 204            | (706 714)          |
| Property operating costs                       | (110 049 166)      | (101 782 954)      |
| Fair value adjustment to investment properties | 144 608 281        | 61 854 172         |
| Other income                                   | 360 214            | 130 977            |
| Interest income                                | 2 129 522          | 2 698 576          |
| Finance costs                                  | (755 161)          | (716 162)          |
| <b>Profit before taxation</b>                  | <b>317 852 957</b> | <b>223 768 747</b> |

### Statement of financial position

|                                              |                      |                      |
|----------------------------------------------|----------------------|----------------------|
| Opening fair value of property assets        | 1 946 236 553        | 1 884 823 327        |
| Additions                                    | 261 749              | 1 432 694            |
| Net movement in tenant installations         | (830 355)            | (835 679)            |
| Fair value adjustment                        | 144 608 281          | 61 854 172           |
| Lease liability                              | (340 095)            | (331 247)            |
| Operating lease asset                        | 823 204              | (706 714)            |
| <b>Closing fair value of property assets</b> | <b>2 090 759 337</b> | <b>1 946 236 553</b> |
| Property, plant and equipment                | 570 012              | 775 691              |
| Current assets                               | 688 113 550          | 572 739 011          |
| <b>Total assets</b>                          | <b>2 779 442 899</b> | <b>2 519 751 255</b> |
| Equity                                       | 2 700 125 496        | 2 429 076 211        |
| Deferred taxation                            | 45 681 039           | 45 362 677           |
| Current liabilities                          | 33 636 364           | 45 312 367           |
| <b>Total equity and liabilities</b>          | <b>2 779 442 899</b> | <b>2 519 751 255</b> |

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

## 40. GOING CONCERN

The current liabilities of the Group exceed the current assets by R255 599 241 (Company: R388 873 220), mainly as a result of the current portion of the financial liabilities and provisions raised. Having assessed the forecast for the period ending 28 February 2026, the fact that the Group & Company have available undrawn facilities of R192 million and that the Group has a proven track record of refinancing debt as it matures, the directors have satisfied themselves that the Group & Company are in a sound financial position and that it has adequate financial resources to continue in operation for the foreseeable future. Accordingly, the 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.

## 41. 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. However the directors note that the Group is in discussion to raise a new R200m facility for working capital purposes.

## 42. 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 hadn'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 accordingly launched an application to compel the Plaintiff to deliver certain requested documents that is relevant to our prescription defence. Unfortunately, due to unavailability of legal representatives, a hearing date for our application to compel has to date not been issued. We are continuing to follow up with our attorneys.



# 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:

- Gauteng;
- Mpumalanga;
- KwaZulu-Natal;
- Limpopo;
- Eastern and Western Cape.

The measurement policies the Group uses for segment reporting under IFRS 8 are the same as those used in its financial statements.

|                          | GLA            | Investment property  | Rental and recovery income | Property operating expenses | Fair value adjustments on investment property | Net Property income including fair value adjustments |
|--------------------------|----------------|----------------------|----------------------------|-----------------------------|-----------------------------------------------|------------------------------------------------------|
| 2025                     | m <sup>2</sup> | R                    | R                          | R                           | R                                             | R                                                    |
| Gauteng                  | 180 865        | 4 576 011 742        | 631 745 647                | (174 613 900)               | 297 322 815                                   | 754 454 562                                          |
| Mpumalanga               | 85 926         | 1 692 422 404        | 223 134 223                | (93 371 251)                | 100 435 163                                   | 230 198 135                                          |
| KwaZulu-Natal            | 63 317         | 1 117 110 239        | 169 574 556                | (73 954 657)                | 91 484 127                                    | 187 104 026                                          |
| Limpopo                  | 52 938         | 1 220 426 709        | 173 023 617                | (67 485 134)                | 139 308 509                                   | 244 846 992                                          |
| Eastern and Western Cape | 55 950         | 1 346 762 931        | 133 735 094                | (57 270 762)                | 61 994 881                                    | 138 459 213                                          |
|                          | <b>438 996</b> | <b>9 952 734 025</b> | <b>1 331 213 137</b>       | <b>(466 695 704)</b>        | <b>690 545 495</b>                            | <b>1 555 062 928</b>                                 |

|                                                            |                      |
|------------------------------------------------------------|----------------------|
| Other income                                               | 49 964 350           |
| Administrative expenses and corporate costs                | (74 737 033)         |
| Investment income                                          | 20 723 444           |
| Finance costs                                              | (339 658 700)        |
| Fair value adjustments on derivative financial instruments | 7 622 547            |
| <b>Profit before taxation</b>                              | <b>1 218 977 536</b> |

|               | GLA            | Investment property  | Rental and recovery income | Property operating expenses | Fair value adjustments on investment property | Net Property income including fair value adjustments |
|---------------|----------------|----------------------|----------------------------|-----------------------------|-----------------------------------------------|------------------------------------------------------|
| 2024          | m <sup>2</sup> | R                    | R                          | R                           | R                                             | R                                                    |
| Gauteng       | 181 132        | 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                                    | 96 210 806                                           |
| 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                                           |
|               | <b>414 530</b> | <b>8 508 005 581</b> | <b>1 219 692 142</b>       | <b>(435 544 480)</b>        | <b>360 758 759</b>                            | <b>1 144 906 421</b>                                 |

|                                                            |                    |
|------------------------------------------------------------|--------------------|
| Other income                                               | 27 578 848         |
| Administrative expenses and corporate costs                | (64 489 978)       |
| Investment income                                          | 15 901 697         |
| Finance costs                                              | (287 031 941)      |
| Fair value adjustments on derivative financial instruments | (42 872 347)       |
| <b>Profit before taxation</b>                              | <b>793 992 700</b> |



# ANNEXURE B

## PROPERTY PORTFOLIO DETAIL

| Property Name                                    | Exemplar REIT's<br>economic interest | Location              | Exemplar<br>share of GLA<br>sqm | 2025<br>Weighted average<br>rental/sqm<br>Rand | 2024<br>Weighted average<br>rental/sqm<br>Rand |
|--------------------------------------------------|--------------------------------------|-----------------------|---------------------------------|------------------------------------------------|------------------------------------------------|
| <b>Gauteng</b>                                   |                                      |                       | 180 865                         | 184,71                                         | 175,47                                         |
| Alex Mall                                        | 100.00%                              | Alexandra             | 29 136                          | 166,56                                         | 159,01                                         |
| Atteridge Stadium Centre                         | 100.00%                              | Atteridgeville        | 4 797                           | 226,95                                         | 219,95                                         |
| Chris Hani Crossing                              | 50.00%                               | Vosloorus             | 20 370                          | 227,43                                         | 214,77                                         |
| Diepkloof Square                                 | 100.00%                              | Soweto                | 15 416                          | 194,10                                         | 186,59                                         |
| Mabopane Square                                  | 100.00%                              | Mabopane              | 10 398                          | 163,65                                         | 153,70                                         |
| Mall of Thembisa                                 | 100.00%                              | Thembisa              | 44 556                          | 165,26                                         | 157,38                                         |
| Mamelodi Square                                  | 50.00%                               | Mamelodi              | 8 221                           | 151,31                                         | 146,46                                         |
| Olievenhout Plaza                                | 100.00%                              | Olievenhoutbosch      | 16 314                          | 194,50                                         | 182,59                                         |
| Thorntree Shopping Centre                        | 100.00%                              | Soshanguve            | 15 620                          | 186,42                                         | 176,92                                         |
| Tsakane Mall                                     | 50.00%                               | Tsakani               | 16 037                          | 214,91                                         | 202,10                                         |
| <b>Mpumulanga</b>                                |                                      |                       | 85 926                          | 150,01                                         | 144,40                                         |
| Acornhoek Megacity                               | 43.98%                               | Bushbuckridge         | 11 083                          | 73,70                                          | 72,69                                          |
| Emoyeni Mall                                     | 100.00%                              | Emoyeni               | 23 427                          | 127,50                                         | 123,58                                         |
| Katale Square                                    | 100.00%                              | Marapyane             | 8 734                           | 151,99                                         | 141,57                                         |
| Kwagga Mall                                      | 43.51%                               | Kwaggafontein         | 14 988                          | 172,39                                         | 172,29                                         |
| Phola Mall                                       | 53.00%                               | KwaMhlanga            | 27 694                          | 186,85                                         | 176,51                                         |
| <b>KwaZulu-Natal</b>                             |                                      |                       | 63 317                          | 154,68                                         | 145,03                                         |
| Edendale Mall                                    | 100.00%                              | Pietermaritzburg      | 28 733                          | 130,45                                         | 120,98                                         |
| Mandeni Mall                                     | 50.00%                               | Mandeni               | 11 881                          | 167,04                                         | 156,31                                         |
| Theku Mall                                       | 82.50%                               | Newcastle             | 22 703                          | 178,89                                         | 169,56                                         |
| <b>Limpopo</b>                                   |                                      |                       | 52 938                          | 173,24                                         | 163,08                                         |
| Blouberg Mall                                    | 100.00%                              | Bochum                | 13 333                          | 188,25                                         | 178,53                                         |
| Jane Furse Plaza                                 | 29.83%                               | Jane Furse            | 5 639                           | 235,41                                         | 220,70                                         |
| Maake Plaza                                      | 30.00%                               | Tzaneen               | 4 318                           | 180,00                                         | 172,91                                         |
| Modi Mall                                        | 100.00%                              | Modimolle             | 22 810                          | 140,18                                         | 130,69                                         |
| Modjadji Plaza                                   | 70.00%                               | Ga-Kgapane            | 6 838                           | 198,71                                         | 187,23                                         |
| <b>Eastern and Western Cape</b>                  |                                      |                       | 55 950                          | 167,54                                         | 157,95                                         |
| Bizana Walk                                      | 60.00%                               | Bizana                | 6 879                           | 164,24                                         | 164,06                                         |
| Lusiki Plaza                                     | 100.00%                              | Lusikisiki            | 13 597                          | 161,96                                         | 150,54                                         |
| KwaBhaca Mall                                    | 60.00%                               | KwaBhaca              | 18 922                          | 169,57                                         | 161,06                                         |
| Eerste Rivier Mall                               | 100.00%                              | Eersterivier          | 16 552                          | 171,18                                         | N/A                                            |
|                                                  | <b>2025</b>                          |                       | <b>2024</b>                     |                                                |                                                |
| Weighted average rental (R/sqm)                  | 170,01                               |                       | 162,35                          |                                                |                                                |
| Weighted average rental escalation (%)           | 6.44%                                |                       | 6.36%                           |                                                |                                                |
| Vacancy (%)                                      | 3.03%                                |                       | 3.51%                           |                                                |                                                |
| Weighted average lease expiry by rental (months) | 31.0                                 |                       | 34.5                            |                                                |                                                |
| Weighted average lease expiry by GLA (months)    | 31.0                                 |                       | 34.8                            |                                                |                                                |
| Average annualised historic property yield (%)   | 9.00%                                |                       | 9.10%                           |                                                |                                                |
| <b>Tenant Grading</b>                            |                                      | <b>No. of tenants</b> |                                 |                                                |                                                |
| Category A                                       | 85.60%                               | 1 172                 |                                 |                                                |                                                |
| Category B                                       | 3.00%                                | 115                   |                                 |                                                |                                                |
| Category C                                       | 11.40%                               | 381                   |                                 |                                                |                                                |

Major customers include Boxer, Cashbuild, Clicks, KFC, Mr Price, Pepkor, Roots, Shoprite, Spar and TFG.

# ANNEXURE C

## SHAREHOLDER ANALYSIS

| Shareholder spread         | Number of shareholders | % of total shareholders | Number of shares   | % of issued capital |
|----------------------------|------------------------|-------------------------|--------------------|---------------------|
| 1 - 1 000 shares           | 44                     | 26.99                   | 12 130             | -                   |
| 1 001 - 10 000 shares      | 39                     | 23.93                   | 169 771            | 0.05                |
| 10 001 - 100 000 shares    | 45                     | 27.61                   | 1 912 321          | 0.58                |
| 100 001 - 1 000 000 shares | 12                     | 7.36                    | 3 423 344          | 1.03                |
| Over 1 000 000 shares      | 23                     | 14.11                   | 326 773 120        | 98.34               |
| <b>Total</b>               | <b>163</b>             | <b>100.00</b>           | <b>332 290 686</b> | <b>100.00</b>       |

### Distribution of shareholders

|                    |            |               |                    |               |
|--------------------|------------|---------------|--------------------|---------------|
| Individuals        | 107        | 65.64         | 5 895 730          | 1.77          |
| Private companies  | 44         | 26.99         | 319 951 150        | 96.29         |
| Trusts             | 11         | 6.75          | 6 443 803          | 1.94          |
| Close corporations | 1          | 0.62          | 3                  | -             |
| <b>Total</b>       | <b>163</b> | <b>100.00</b> | <b>332 290 686</b> | <b>100.00</b> |

### Shareholder type

#### Non-public shareholders

|                                        |    |      |             |       |
|----------------------------------------|----|------|-------------|-------|
| Directors and associates of a director | 11 | 6.75 | 251 931 444 | 75.82 |
|----------------------------------------|----|------|-------------|-------|

#### Public shareholders

|              |            |              |                   |              |
|--------------|------------|--------------|-------------------|--------------|
| <b>Total</b> | <b>152</b> | <b>93.25</b> | <b>80 359 242</b> | <b>24.18</b> |
|--------------|------------|--------------|-------------------|--------------|

|              |            |               |                    |               |
|--------------|------------|---------------|--------------------|---------------|
| <b>Total</b> | <b>163</b> | <b>100.00</b> | <b>332 290 686</b> | <b>100.00</b> |
|--------------|------------|---------------|--------------------|---------------|

### Shareholders holding 3% or more

|                                          |                    |              |
|------------------------------------------|--------------------|--------------|
| McCormick Property Development (Pty) Ltd | 180 318 534        | 54.27        |
| 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         |
| Sine Timore (Pty) Ltd                    | 13 240 000         | 3.98         |
| Stazamanzi (Pty) Ltd                     | 13 213 751         | 3.98         |
| Olievenhout Plaza (Pty) Ltd              | 12 810 228         | 3.86         |
| Seclari (Pty) Ltd                        | 12 009 630         | 3.61         |
| Safdev SSDC Commercial (Pty) Ltd         | 11 996 742         | 3.61         |
| <b>Total</b>                             | <b>291 004 066</b> | <b>87.58</b> |



# ANNEXURE D

## DISTRIBUTABLE EARNINGS RECONCILIATION

The following annexure does not form part of the IFRS financial statements:

Net property income including fair value adjustments  
Other income  
Administrative expenses and corporate costs  
Investment income  
Finance costs  
Fair value adjustment to derivative financial instruments  
Taxation  
**Total comprehensive income**

### Distributable earnings reconciliation

**Total comprehensive income**

### Distributable earnings adjustments:

Attributable to non-controlling interests  
Fair value adjustment to derivative financial instruments  
Fair value adjustment to investment properties  
Non-controlling interest in fair value adjustment to investment properties  
Straight-line lease income adjustments  
Non-controlling interest in straight-line lease income adjustments  
Lease liability adjustment – rent paid  
Lease liability adjustment – interest on lease  
Non-controlling interest in lease liability adjustments  
Deferred tax movement  
Non-controlling interest in deferred tax movement  
IFRS2 Charge on Share Scheme

**Distributable income**

Interim dividend paid  
Dividend per share (cents)  
Number of shares

Final distribution

Final dividend

Dividend per share (cents)

Number of shares

Return of contributed tax capital

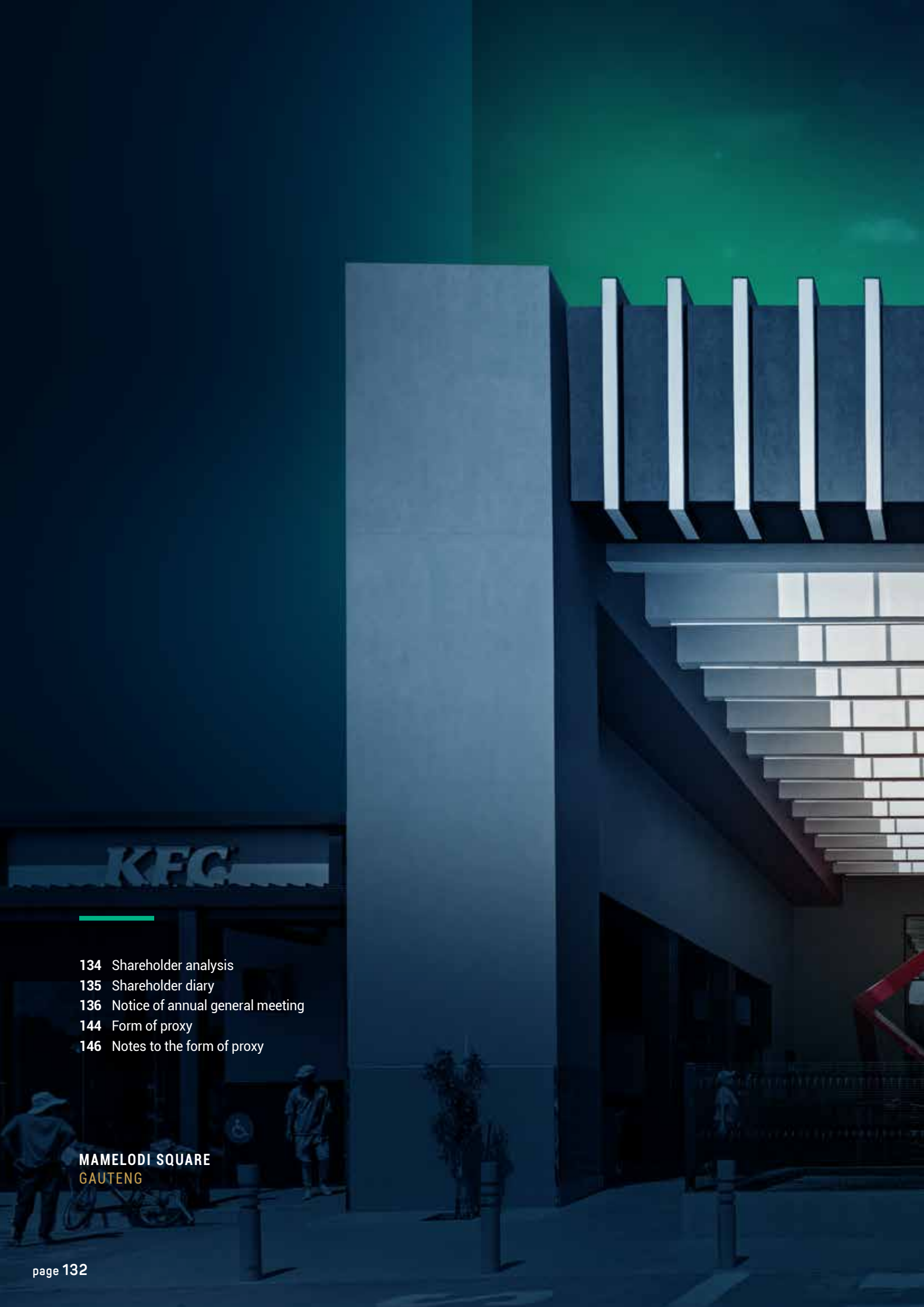
Return of contributed tax capital (cents)

Number of shares

**Total distribution for the year**

Dividend per share for the year (cents)  
Return of contributed tax capital per share for the year (cents)  
**Total distribution per share for the year (cents)**

| GROUP                |                    |
|----------------------|--------------------|
| 2025                 | 2024               |
| R                    | R                  |
| 1 555 062 928        | 1 144 906 421      |
| 49 964 350           | 27 578 848         |
| (74 737 033)         | (64 489 978)       |
| 20 723 444           | 15 901 697         |
| (339 658 700)        | (287 031 941)      |
| 7 622 547            | (42 872 347)       |
| (40 777 663)         | (39 966 681)       |
| <b>1 178 199 873</b> | <b>754 026 019</b> |
| <b>1 178 199 873</b> | <b>754 026 019</b> |
| (67 216 564)         | (45 334 879)       |
| (7 622 547)          | 42 872 347         |
| (690 545 495)        | (360 758 759)      |
| 52 472 588           | 29 233 969         |
| (7 663 113)          | (9 646 055)        |
| 270 824              | 1 744 697          |
| (5 315 964)          | (5 056 347)        |
| 8 078 802            | 8 437 807          |
| (1 223 198)          | (899 803)          |
| 40 777 663           | 39 966 681         |
| 1 324 663            | (1 955 859)        |
| 8 208 775            | 9 043 050          |
| <b>509 746 307</b>   | <b>461 672 868</b> |
| <b>233 422 710</b>   | <b>213 570 532</b> |
| 70,24654             | 64,27220           |
| 332 290 686          | 332 290 686        |
| <b>276 323 597</b>   | <b>248 102 336</b> |
| 219 488 764          | 189 514 514        |
| 66,05324             | 57,03275           |
| 332 290 686          | 332 290 686        |
| 56 834 833           | 58 587 822         |
| 17,10395             | 17,63150           |
| 332 290 686          | 332 290 686        |
| <b>509 746 307</b>   | <b>461 672 868</b> |
| 136,29978            | 121,30495          |
| 17,10395             | 17,63150           |
| <b>153,40373</b>     | <b>138,93645</b>   |



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- 146 Notes to the form of proxy

**MAMELODI SQUARE**  
**GAUTENG**



# SHAREHOLDER INFORMATION



# SHAREHOLDER ANALYSIS

| Shareholder spread         | Number of shareholders | % of total shareholders | Number of shares   | % of issued capital |
|----------------------------|------------------------|-------------------------|--------------------|---------------------|
| 1 - 1 000 shares           | 44                     | 26.99                   | 12 130             | -                   |
| 1 001 - 10 000 shares      | 39                     | 23.93                   | 169 771            | 0.05                |
| 10 001 - 100 000 shares    | 45                     | 27.61                   | 1 912 321          | 0.58                |
| 100 001 - 1 000 000 shares | 12                     | 7.36                    | 3 423 344          | 1.03                |
| Over 1 000 000 shares      | 23                     | 14.11                   | 326 773 120        | 98.34               |
| <b>Total</b>               | <b>163</b>             | <b>100.00</b>           | <b>332 290 686</b> | <b>100.00</b>       |

## Distribution of shareholders

|                    |            |               |                    |               |
|--------------------|------------|---------------|--------------------|---------------|
| Individuals        | 107        | 65.64         | 5 895 730          | 1.77          |
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| Close corporations | 1          | 0.62          | 3                  | -             |
| <b>Total</b>       | <b>163</b> | <b>100.00</b> | <b>332 290 686</b> | <b>100.00</b> |

## Shareholder type

### Non-public shareholders

|                                        |    |      |             |       |
|----------------------------------------|----|------|-------------|-------|
| Directors and associates of a director | 11 | 6.75 | 251 931 444 | 75.82 |
|----------------------------------------|----|------|-------------|-------|

### Public shareholders

|              |            |              |                   |              |
|--------------|------------|--------------|-------------------|--------------|
| <b>Total</b> | <b>152</b> | <b>93.25</b> | <b>80 359 242</b> | <b>24.18</b> |
|--------------|------------|--------------|-------------------|--------------|

|              |            |               |                    |               |
|--------------|------------|---------------|--------------------|---------------|
| <b>Total</b> | <b>163</b> | <b>100.00</b> | <b>332 290 686</b> | <b>100.00</b> |
|--------------|------------|---------------|--------------------|---------------|

## Shareholders holding 3% or more

|                                          |                    |              |
|------------------------------------------|--------------------|--------------|
| McCormick Property Development (Pty) Ltd | 180 318 534        | 54.27        |
| 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         |
| Sine Timore (Pty) Ltd                    | 13 240 000         | 3.98         |
| Stazamanzi (Pty) Ltd                     | 13 213 751         | 3.98         |
| Olievenhout Plaza (Pty) Ltd              | 12 810 228         | 3.86         |
| Seclari (Pty) Ltd                        | 12 009 630         | 3.61         |
| Safdev SSDC Commercial (Pty) Ltd         | 11 996 742         | 3.61         |
| <b>Total</b>                             | <b>291 004 066</b> | <b>87.58</b> |

# SHAREHOLDER DIARY

|                                                                      |                         |
|----------------------------------------------------------------------|-------------------------|
| Record date for receipt of notice of AGM                             | Friday, 6 June 2025     |
| Posting date                                                         | Tuesday, 17 June 2025   |
| Last day to trade in order to be eligible to vote                    | Tuesday, 1 July 2025    |
| Record date for voting purposes                                      | Friday, 4 July 2025     |
| For administration purposes, forms of proxy to be lodged by 15h00 on | Monday, 14 July 2025    |
| AGM to be held at 15h00 on                                           | Wednesday, 16 July 2025 |
| Results of AGM released on SENS on or before                         | Thursday, 17 July 2025  |

# 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 Wednesday, 16 July 2025 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.

In compliance with section 61(8) of the Companies Act, the following reports, which form part of the Company’s integrated annual report (IAR) for the financial year ended

28 February 2025 and are incorporated by reference into this notice, are presented to shareholders:

- the Directors’ report (page 69);
- the audited financial statements (pages 76 to 128);
- the Audit and Risk Committee report (pages 67 and 68); and
- the Social and Ethics Committee report (pages 52 and 53).

If you are in doubt as to what action you should take arising from the following resolutions, please consult your Central Securities Depository Participant (“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 Duncan A Church;
- 1.2 Frank M Berkeley; and
- 1.3 Gregory VC Azzopardi”

The abbreviated curriculum vitae of the aforementioned directors is available on pages 47 and 48 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, with Sergio Vittone as the engagement audit partner, be and is 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 its appointment, with the engagement audit partner, Sergio Vittone, 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 (subject to the passing of ordinary resolution 1.2); and

3.3 Elias P Maponya,

all of whom are independent non-executive directors."

The abbreviated curriculum vitae of each of the Audit and Risk Committee members is available on pages 47 and 48 of the IAR of which this notice forms part.

In order for ordinary resolutions 3.1 to 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: Re-appointment of members of the Social and Ethics Committee**

"Resolved that the members of the Company's Social and Ethics 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 72(9A) of the Companies Act:

4.1 Nonyameko Mandindi;

4.2 Elias P Maponya;

4.3 Gregory VC Azzopardi (subject to the passing of ordinary resolution 1.3); and

4.4 Jason McCormick

the majority of whom are independent non-executive directors, are currently not involved in the day-to-day management of the business of the Company and have not been so during the previous three financial years."

The abbreviated curriculum vitae of each of the Social and Ethics Committee members is available on pages 47 and 48 of the IAR of which this notice forms part.

*In order for ordinary resolutions 4.1 to 4.4 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 5: 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 5 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 6: 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 5, the non-binding advisory resolutions 1 to 2, and special resolutions 1 to 4, which are passed by the shareholders in accordance with and subject to the terms thereof."

*In order for ordinary resolution 6 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 pages 54 to 58, 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 on pages 54 to 58, 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 the prevailing VAT legislation, where applicable."

#### Proposed fees for FY2026

|                                    | Frank M Berkeley<br>(R) | Gregory VC Azzopardi<br>(R) | Elias P Maponya<br>(R) | Peter J Katzenellenbogen<br>(R) | Nonyameko Mandindi<br>(R) |
|------------------------------------|-------------------------|-----------------------------|------------------------|---------------------------------|---------------------------|
| <b>BOARD</b>                       |                         |                             |                        |                                 |                           |
| Chair                              | 661 500                 |                             |                        |                                 |                           |
| Other non-executive directors      |                         | 432 600                     | 432 600                | 495 600                         | 432 600                   |
| <b>AUDIT AND RISK COMMITTEE</b>    |                         |                             |                        |                                 |                           |
| Chair                              |                         |                             |                        | 130 200                         |                           |
| Other members                      | 78 750                  |                             | 78 750                 |                                 |                           |
| <b>REMUNERATION COMMITTEE</b>      |                         |                             |                        |                                 |                           |
| Chair                              |                         | 78 750                      |                        |                                 |                           |
| Other members                      | 47 250                  |                             |                        | 47 250                          |                           |
| <b>SOCIAL AND ETHICS COMMITTEE</b> |                         |                             |                        |                                 |                           |
| Chair                              |                         |                             |                        |                                 | 52 500                    |
| Other members                      |                         | 32 550                      | 32 550                 |                                 |                           |
| <b>TOTAL</b>                       | <b>787 500</b>          | <b>543 900</b>              | <b>543 900</b>         | <b>673 050</b>                  | <b>485 100</b>            |

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 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 measured in accordance with the accounting policies used in the latest audited Group & Company financial statements; 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 134 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 28 February 2025 and up to the date of this notice.

- Share capital of the Company:  
Refer to page 134 of the IAR.
- Directors' responsibility statement:  
The directors, whose names appear on pages 47 and 48 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), 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 of AGM***

Friday, 6 June 2025

#### ***Posting date***

Tuesday, 17 June 2025

#### ***Last day to trade in order to be eligible to vote***

Tuesday, 1 July 2025

#### ***Record date for voting purposes***

Friday, 4 July 2025

#### ***For administration purposes, forms of proxy to be lodged by***

15h00 on Monday, 14 July 2025

#### ***AGM to be held at 15h00 on***

Wednesday, 16 July 2025

#### ***Results of AGM released on SENS on or before***

Thursday, 17 July 2025

### **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, 4 July 2025.

### **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, 14 July 2025 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 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, 14 July 2025 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, driver's 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, 14 July 2025, by submitting, by email to the company secretary at [ananda@exemplarreit.co.za](mailto: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 REITail Limited**  
(Incorporated in the Republic of South Africa)

(FOR USE BY CERTIFICATED AND OWN-NAME  
DEMATERIALIZED 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 Wednesday, 16 July 2025 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 Duncan A Church

1.2 Frank M Berkeley

1.3 Gregory VC Azzopardi

**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 (subject to the passing of ordinary resolution 1.2)

3.3 Elias P Maponya

**Ordinary resolution 4:** Re-appointment of members of the Social and Ethics Committee:

4.1 Nonyameko Mandindi

4.2 Elias P Maponya

4.3 Gregory VC Azzopardi (subject to the passing of ordinary resolution 1.3)

4.4 Jason McCormick

**Ordinary resolution 5:** General authority to issue shares for cash**Ordinary resolution 6:** Authorisation to sign documents

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**NON-BINDING ADVISORY RESOLUTIONS****Non-binding advisory resolution 1:** Approval of remuneration policy**Non-binding advisory resolution 2:** Approval of remuneration implementation report

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**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

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\* One vote per share held by shareholders, recorded in the register on the record date.

Signed at: \_\_\_\_\_ on \_\_\_\_\_ 2025

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, 14 July 2025.
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 foregoing 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:**

***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:*** +27 11 688 5238

***Email to:*** [proxy@computershare.co.za](mailto:proxy@computershare.co.za)

to be received, for administrative purposes, by 15h00 on Monday, 14 July 2025.

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.

# ACRONYMS AND DEFINITIONS

|                                           |                                                                                                                  |
|-------------------------------------------|------------------------------------------------------------------------------------------------------------------|
| <b>AFS</b>                                | Group & Company Financial Statements for the year ended 28 February 2025                                         |
| <b>AGM</b>                                | Annual general meeting                                                                                           |
| <b>Audit and Risk Committee</b>           | The audit and risk committee of the Company, being a committee of the Exemplar board                             |
| <b>B-BBEE</b>                             | Broad-based black economic empowerment                                                                           |
| <b>Board</b>                              | The board of directors of Exemplar                                                                               |
| <b>CAGR</b>                               | Compound annual growth rate                                                                                      |
| <b>CEO</b>                                | Chief executive officer                                                                                          |
| <b>CFO</b>                                | Chief financial officer                                                                                          |
| <b>Companies Act</b>                      | Companies Act, No 71 of 2008                                                                                     |
| <b>CPS</b>                                | Cents per share                                                                                                  |
| <b>CSDP</b>                               | Central Securities Depository Participant                                                                        |
| <b>CSI</b>                                | Corporate social investment                                                                                      |
| <b>DPS</b>                                | Distribution per share                                                                                           |
| <b>EPS</b>                                | Earnings per share                                                                                               |
| <b>ESG</b>                                | Environmental, social and governance                                                                             |
| <b>Exemplar or the Company</b>            | Exemplar REITail Limited                                                                                         |
| <b>FY2021</b>                             | Financial year ended 28 February 2021                                                                            |
| <b>FY2022</b>                             | Financial year ended 28 February 2022                                                                            |
| <b>FY2023</b>                             | Financial year ended 28 February 2023                                                                            |
| <b>FY2024</b>                             | Financial year ended 29 February 2024                                                                            |
| <b>FY2025</b>                             | Financial year ended 28 February 2025                                                                            |
| <b>FY2026</b>                             | Financial year ended 28 February 2026                                                                            |
| <b>GLA</b>                                | Gross lettable area                                                                                              |
| <b>Group</b>                              | Exemplar and its subsidiaries                                                                                    |
| <b>IAR</b>                                | Integrated annual report                                                                                         |
| <b>IFRS Accounting Standards</b>          | IFRS® Accounting Standards as issued by the International Accounting Standards Board (IFRS Accounting Standards) |
| <b>International &lt;IR&gt; Framework</b> | The International Integrated Reporting Framework of the International Integrated Reporting Council               |
| <b>JIBAR</b>                              | Johannesburg Interbank Acceptance Rate                                                                           |
| <b>JSE</b>                                | JSE Limited                                                                                                      |
| <b>JSE Listings Requirements</b>          | JSE Limited Listings Requirements                                                                                |
| <b>King IV</b>                            | King IV Report on Corporate Governance™ for South Africa, 2016                                                   |
| <b>LTI</b>                                | Long-term incentive                                                                                              |
| <b>LTV</b>                                | Loan-to-value ratio                                                                                              |
| <b>MPD</b>                                | McCormick Property Development (Pty) Ltd                                                                         |
| <b>NAV</b>                                | Net asset value                                                                                                  |
| <b>NMD</b>                                | Eskom Notified Maximum Demand                                                                                    |
| <b>NPI</b>                                | Net property income                                                                                              |
| <b>PV</b>                                 | Photovoltaic                                                                                                     |
| <b>REC's</b>                              | Renewable Energy Certificates                                                                                    |
| <b>REIT</b>                               | Real estate investment trust                                                                                     |
| <b>Remco or Remuneration Committee</b>    | The remuneration committee of the Company, being a committee of the Exemplar board                               |
| <b>SENS</b>                               | Stock Exchange News Service of the JSE                                                                           |
| <b>Social and Ethics Committee</b>        | The Social and Ethics Committee of the Company, being a committee of the Exemplar board                          |
| <b>STI</b>                                | Short-term incentive                                                                                             |
| <b>ToU</b>                                | Time of Use                                                                                                      |
| <b>TRIS</b>                               | The Township Retail Investment Summit                                                                            |
| <b>WALE</b>                               | Weighted average lease expiry                                                                                    |

# 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

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## 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



MADOMBIDZHA MALL  
LIMPOPO

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*Traditional morals and values,  
and an eye for opportunity allow  
Exemplar to make strides where  
others don't, building communities  
and changing lives... for good.*



EXEMPLAR







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