

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

The definitions and interpretations commencing on page 8 apply throughout this Circular, including this cover page, unless specifically defined otherwise, or the context indicates a contrary intention.

ACTION REQUIRED BY SHAREHOLDERS:

This Circular is important and should be read with particular attention to the section titled '*Action required by Shareholders*', which starts on page 3 of this Circular.

If you are in any doubt as to what you should do, please consult your banker, legal advisor or other professional advisor immediately.

If you have disposed of all your Shares, then this Circular, together with its attachments, should be forwarded to the purchaser of your Shares or to the agent through whom the sale was done.

Safari and its advisors do not accept responsibility, and will not be held liable, for any action of, or omission by, any of your advisors to notify you of the transactions set out in this Circular or to take any action on your behalf.



SAFARI INVESTMENTS RSA LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 2000/015002/06)

Share code: SAR

ISIN Number: ZAE000188280

(Approved as a REIT by the JSE)

("Safari" or "the Company")

CIRCULAR TO SHAREHOLDERS

regarding:

- a specific share repurchase by the Company from Maitlantic 1038 Proprietary Limited of the Repurchase Shares, namely 53 000 000 Safari Shares held by Maitlantic 1038 Proprietary Limited, for the Repurchase Consideration, being a repurchase price of R5.87 per Safari Share to be implemented in accordance with sections 48(8), 114(1)(e) and 115(2)(a) of the Companies Act and as a specific authority to repurchase securities in terms of the JSE Listings Requirements,
- the Delisting and Cancellation of the Repurchase Shares.

and incorporating:

- the Independent Expert's Report in respect of the Repurchase;
- a Notice convening the General Meeting;
- a Form of Proxy (*yellow*) for use by Shareholders;
- an Electronic Participation Form (*pink*); and
- extracts of sections 114 and 115 of the Companies Act dealing with the approval requirements for fundamental transactions (which include Repurchases of arrangements) and section 164 of the Companies Act dealing with Dissenting Shareholders' Appraisal Rights.

Independent Expert



Legal Advisor



Corporate Advisor



Sponsor



Date of issue: Wednesday, 1 March 2023

This Circular is available in English only and a copy will be sent to Shareholders in electronic format. A physical copy of this Circular may be obtained from the registered offices of the Company or the Company's sponsor, PSG Capital, whose registered addresses are set out in the "*Corporate information and advisors*" section of this Circular, during normal business hours from the date of issue of this Circular up to and including the Repurchase Implementation Date, and is also available on the Company's website at www.safari-investments.com/investor-relations.

CORPORATE INFORMATION AND ADVISORS

Registered office and company secretary

PWL van Niekerk
The Corner Office
410 Lynnwood Road
Lynnwood
Pretoria
0081

Date of incorporation: 7 July 2000

Place of incorporation: South Africa

Sponsor

PSG Capital Proprietary Limited
First Floor, Ou Kollege Building
35 Church Street
Stellenbosch
(PO Box 7403, Stellenbosch, 7599)

Transfer Secretaries

Computershare Investor Services Proprietary Limited
Rosebank Towers
15 Biermann Avenue
Rosebank, 2196
(PO Box X9000, Saxonwold, 2132)

Legal advisor

Webber Wentzel
90 Rivonia Road
Sandton, Johannesburg
South Africa
2196
(PO Box 61771, Marshalltown, South Africa, 2107)

Independent Expert

Valeo Capital Proprietary Limited
Unit 12, Paardevlei Specialist Medical Centre
Paardevlei
Somerset West
(PO Box X29, Somerset West, 7129)

Corporate advisor

Moore Corporate Finance JHB Proprietary Limited
50 Oxford Road
Parktown
Johannesburg, 2193
(PO Box 3094, Houghton, 2041)

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IMPORTANT LEGAL NOTICES

The definitions and interpretations commencing on page 8 of this Circular shall apply, mutatis mutandis, to this section (unless the context indicates otherwise).

APPLICABLE LAWS

The Repurchase is proposed solely in terms of this Circular and this Circular sets out the terms and conditions on which the Repurchase is to be implemented.

This Circular has been prepared for purposes of complying with the applicable disclosure requirements of the Companies Act, the Companies Regulations and the JSE Listings Requirements, and the information disclosed may not be the same as that which would have been disclosed had this Circular been prepared in accordance with the laws and regulations of any jurisdiction outside of South Africa.

Any Shareholder who is in doubt as to their position regarding the contents of this Circular should consult an appropriate independent professional advisor in the relevant jurisdiction without delay.

FOREIGN SHAREHOLDERS

This Circular has been prepared for the purposes of complying with the Companies Act and is, accordingly, published in terms thereof. The information disclosed in this Circular may not be the same as that which would have been disclosed if this Circular had been prepared in accordance with the laws and regulations of any jurisdiction outside of South Africa.

The release, publication or distribution of this Circular in jurisdictions other than South Africa may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than South Africa should inform themselves about and observe any applicable requirements. Any failure to comply with the applicable requirements may constitute a violation of the securities laws of any such jurisdiction.

This Circular is not intended to and does not constitute or form part of an offer to sell or an invitation to purchase or subscribe for any securities or a solicitation of any vote or approval in any jurisdiction in which such solicitation would be unlawful or in which securities may not be offered or sold without registration or an exemption from registration. This Circular does not constitute a prospectus or a prospectus-equivalent document. Shareholders are advised to read this Circular, which contains the full terms and conditions of the Repurchase, with care. Any decision to approve the Repurchase, and/or other response to the proposals should be made only on the basis of the information in this Circular.

The Repurchase, which is the subject of this Circular, may be affected by the laws of the relevant jurisdictions of Foreign Shareholders. Foreign Shareholders must satisfy themselves as to the full observance of any applicable laws. Foreign Shareholders who are in any doubt as to their positions should consult their professional advisors immediately.

FORWARD-LOOKING STATEMENTS

Certain of the statements included in this Circular constitute forward-looking statements that involve risks and uncertainties. Forward-looking statements may generally be identified by the use of terminology such as “*may*”, “*might*”, “*will*”, “*will likely result*”, “*will continue*”, “*expect*”, “*are expected to*”, “*intend*”, “*plan*”, “*seek*”, “*project*”, “*projection*”, “*potential*”, “*could*”, “*should*”, “*estimate*”, “*anticipate*”, “*believe*”, “*outlook*” or similar phrases. Without limitation, all statements regarding the Company’s future financial position or business strategy or the plans and / or objectives of management for the future operation of the Company are forward-looking statements. The actual future performance of the Company could differ materially from these forward-looking statements. Important factors that could cause the actual results to differ materially from these expectations include, among others, matters not yet known to the Independent Board or not currently considered material by it.

Reliance should not be placed on these forward-looking statements. All forward-looking statements are qualified in their entirety by these cautionary statements. Moreover, unless the Independent Board is required by law to update these statements after the date of this Circular, it will not necessarily do so.

DATE OF INFORMATION PROVIDED

Unless the context clearly indicates otherwise, all information provided in this Circular is provided as at the Last Practicable Date.

ACTION REQUIRED BY SHAREHOLDERS

The definitions and interpretations commencing on page 8 of this Circular shall apply, mutatis mutandis, to this section (unless the context indicates otherwise).

This Circular is important and requires your immediate attention. The actions you need to take are set out below. If you are in any doubt as to what you should do, please consult your banker, legal advisor or other professional advisor immediately.

Please take careful note of the following provisions regarding the action required by Shareholders in respect of the Repurchase:

- if you have disposed of all your Shares, then this Circular, together with the accompanying Notice of the General Meeting, Form of Proxy (*yellow*) should be forwarded to the purchaser to whom, or the agent through whom, the sale was done; and
- in order for the Repurchase to become operative, among other things, the Repurchase Resolution must be adopted at the General Meeting. The Independent Board has recommended that Shareholders vote in favour of the Repurchase Resolution.

I. GENERAL MEETING

The General Meeting will be held entirely by electronic communication as contemplated in section 63(2)(a) of the Companies Act at 12:00, on Friday, 31 March 2023 (or any adjourned or postponed date in accordance with the provisions of section 64(11) of the Companies Act and the MOI) to consider and, if deemed fit, pass, with or without modification, the Repurchase Resolution set out in the Notice of General Meeting. The Notice of General Meeting is attached to, and forms part of, this Circular.

II. VOTING AND ATTENDANCE AT THE GENERAL MEETING

Subject to sections 56 and 57 of the Companies Act, and the instructions related to electronic participation at the General Meeting below, you may attend and participate at the General Meeting.

A. ELECTRONIC PARTICIPATION AT THE GENERAL MEETING

- The General Meeting will be conducted entirely by way of electronic communication.
- The electronic meeting facilities arranged will permit all participants at the General Meeting to communicate concurrently, without an intermediary, and to participate reasonably effectively in the meeting. Shareholders who are unable to attend the General Meeting are strongly encouraged to submit a duly completed Form of Proxy (*yellow*) in accordance with the instructions contained therein.
- Shareholders, or their proxies or representatives, who wish to attend and participate at the General Meeting are required to complete the Electronic Participation Form (*pink*) attached to and forming part of this Circular and email same together with the required documentation to TMS at proxy@tmsmeetings.co.za as soon as possible, but in any event by no later than 12:00, on Thursday, 30 March 2023. For any queries in this regard, please contact our helpline on 061 440 0654. This will facilitate the presentation of reasonably satisfactory identification and enable the chairperson of the General Meeting to be reasonably satisfied that the right of participants to attend and participate at the General Meeting has been reasonably verified as required in terms of section 63(1) of the Companies Act.
- Shareholders, or their proxies or representatives, will be liable for their own network charges in relation to electronic attendance and participation at the General Meeting. Any such charges will not be for the account of Safari, the Company Secretary and/or any third-party service provider appointed in order to facilitate the General Meeting by electronic means.
- None of Safari, the Company Secretary or any third-party service provider appointed in order to facilitate the General Meeting by electronic means can be held accountable in the case of loss of network connectivity or other network failure due to insufficient airtime, internet connectivity, internet bandwidth and/or power outages which prevents any such Shareholder, or its proxy or representative from attending and participating at the General Meeting. In order to ensure that all Shareholders' votes are taken into account, Shareholders are encouraged to submit a duly completed Form of Proxy (*yellow*) in accordance with the instructions contained therein.

B. DEMATERIALISED SHAREHOLDERS WHO ARE NOT OWN-NAME DEMATERIALISED SHAREHOLDERS

a. Voting at the General Meeting

- Your Broker or CSDP should contact you to ascertain how you wish to cast your vote at the General Meeting and should thereafter cast your vote in accordance with your instructions.
- If your Broker or CSDP has not contacted you, it is advisable for you to contact your Broker or CSDP and furnish them with your voting instructions.
- If your Broker or CSDP does not obtain voting instructions from you, it will be obliged to vote in accordance with the instructions contained in the custody agreement concluded between you and your Broker or CSDP.
- You must not complete the attached Form of Proxy (*yellow*).

b. Attendance and representation at the General Meeting

- In accordance with the custody agreement between you and your CSDP or Broker, you must advise your CSDP or Broker if you wish to:
 - participate electronically, speak and vote at the General Meeting; or
 - send a proxy to represent you at the General Meeting.
- If you wish to electronically attend the General Meeting in person, your CSDP or Broker should then issue the necessary letter of representation to you for you or your proxy to participate electronically, speak and vote at the General Meeting. In order to attend the General Meeting electronically you must register with TMS by following the procedure set out in paragraph A above and email the letter of representation to the Transfer Secretaries, as set out in paragraph A above.
- You must also connect to the General Meeting electronically, as explained in paragraph A above.

C. CERTIFICATED SHAREHOLDERS AND OWN-NAME DEMATERIALISED SHAREHOLDERS

a. Voting and attendance at the General Meeting

- You may electronically attend the General Meeting (as explained in paragraph A above) and may vote (or abstain from voting) at the General Meeting. If you wish to attend the meeting electronically in person, you must pre-register with TMS by following the procedure set out in paragraph A above. You must also connect to the General Meeting electronically, as explained in paragraph A above.
- Alternatively, you may appoint a proxy to represent you electronically at the General Meeting by completing the attached Form of Proxy (*yellow*) in accordance with the instructions contained therein and lodging it, posting it or sending it via e-mail to TMS to be received by them, for administrative purposes, by no later than 12:00, on Thursday, 30 March 2023, provided that any Form of Proxy (*yellow*) not delivered to TMS by this time may be emailed to TMS (who will provide same to the chairperson of the General Meeting) at any time before the appointed proxy exercises any Shareholder rights at the General Meeting.

III. GENERAL

A. Approval of the Repurchase at the General Meeting

The Repurchase must be approved by a Special Resolution of Shareholders, in accordance with sections 48(8)(b), 114(1)(e) and 115(2)(a) of the Companies Act and paragraph 5.69 of the JSE Listings Requirements, at the General Meeting at which sufficient Shareholders must be present to exercise, in aggregate, at least 25% of all the voting rights that are entitled to be exercised on the Repurchase Resolution.

In terms of section 65(9) of the Companies Act and the MOI, the percentage of voting rights required in order for the Repurchase Resolution to be approved is at least 75% of the voting rights exercised on the resolution.

B. Court approval

Shareholders are advised that, in terms of section 115(3) of the Companies Act, Safari may in certain circumstances not proceed to implement the Repurchase without the approval of the Court, despite the fact that the Repurchase Resolution has been adopted at the General Meeting.

A copy of section 115 of the Companies Act pertaining to the required approval for the Repurchase is set out in Annexure 2 to this Circular.

C. Dissenting Shareholders

A Shareholder who is entitled to vote at the General Meeting is entitled to seek relief under section 164 of the Companies Act if that Shareholder notifies Safari in advance in writing of its intention to oppose the Repurchase Resolution, is present at the General Meeting, votes against the Repurchase Resolution and thereafter complies with the procedural requirements of section 164 of the Companies Act, which includes sending a demand to the Company as contemplated in section 164(5) of the Companies Act.

Shareholders are referred to Annexure 2 to this Circular, which contains an extract of the provisions of section 164 of the Companies Act.

IV. OTHER

The contents of this Circular do not purport to constitute legal advice or to comprehensively deal with the legal, regulatory and tax implications of the Repurchase or any other matter for each Shareholder. Shareholders are accordingly advised to consult their professional advisors about their personal legal, regulatory and tax positions regarding the Repurchase or any other matter and in particular the receipt of the Repurchase Consideration, as applicable.

Safari does not accept responsibility and will not be held liable for any act of or omission by any advisor or agent, including, without limitation, any failure on the part of the agent or advisor or any registered holder of the Shares to notify the holder of any beneficial interest in those Shares or any Shareholder in respect of the Repurchase or any other matter set out in this Circular.

SALIENT DATES AND TIMES

2023

Record date to determine which Shareholders are eligible to receive this Circular (" Posting Record Date ")	Friday, 24 February
Circular (including Notice of General Meeting and Form of Proxy) posted to Shareholders and published on the Company's website at www.safari-investments.com/investor-relations on	Wednesday, 1 March
Last day to trade for Shareholders to be recorded in the Register in order to be eligible to attend, participate in and vote at the General Meeting	Monday, 20 March
Record date for Shareholders to be recorded in the Register in order to be eligible to attend, participate in and vote at the General Meeting (" Voting Record Date "), by 17:00 on	Friday, 24 March
For administrative purposes only, Forms of Proxy (<i>yellow</i>) to be lodged with TMS by 10:00 on (<i>refer to note 2 below</i>)	Wednesday, 29 March
Last date and time for Shareholders to give notice to the Company objecting, in terms of section 164(3) of the Companies Act, to the Repurchase Resolution to be able to invoke Appraisal Rights by 12:00 on	Friday, 31 March
Forms of Proxy (<i>yellow</i>) to be emailed to TMS (who will provide same to the chairperson of the General Meeting) at any time before the proxy exercises any rights of the Shareholder at the General Meeting on	Friday, 31 March
General Meeting to be held at 12:00 on	Friday, 31 March
Results of the General Meeting published on the Company's website at www.safari-investments.com/investor-relations on	Friday, 31 March
Results of the General Meeting published in the South African press	Monday, 3 April
If the Repurchase is approved by Shareholders at the General Meeting:	
Last date on which Shareholders who voted against the Repurchase Resolution may require Safari to seek court approval in terms of section 115(3)(a) of the Companies Act, but only if the Repurchase Resolution was opposed by at least 15% of the voting rights exercised thereon	Tuesday, 11 April
Last date on which Shareholders who voted against the Repurchase Resolution may make application to the court in terms of section 115(3)(b) of the Companies Act for leave to apply for a review of the Repurchase, as the case may be	Tuesday, 18 April
Last date for Safari to send objecting Shareholders notice of the adoption of the Repurchase Resolution, in terms of section 164(4) of the Companies Act	Tuesday, 18 April
<i>If all the resolutions relating to the Repurchase are passed by the requisite majority of Safari Shareholders at the General Meeting and all conditions are fulfilled:</i>	
Compliance certificate to be received from the TRP on	Wednesday, 19 April
Finalisation announcement released on SENS on	Thursday, 20 April
Finalisation announcement published in the South African press on	Friday, 21 April
Repurchase effected on or about	Monday, 24 April
Delisting and Cancellation of Repurchase Shares on or about	Wednesday, 26 April

Notes:

1. All of the above dates and times are subject to change, subject to the approval of the TRP and (where required) the JSE. The dates have been determined based on the assumption that no Court approval or review of the Repurchase will be required. Any change will be published on the Company's website at **www.safari-investments.com/investor-relations**.
2. A Shareholder may submit a Form of Proxy (*yellow*) at any time before the commencement of the General Meeting (or any adjournment or postponement of the General Meeting) or submit it to the chairperson of the General Meeting before the appointed proxy exercises any of the relevant Shareholder's rights at the General Meeting (or any adjourned or postponed General Meeting), provided that should a Shareholder lodge a Form of Proxy (*yellow*) with TMS less than 48 hours (excluding Saturdays, Sundays and gazetted, national public holidays in South Africa) before the General Meeting, such Shareholder will also be required to submit a copy of such Form of Proxy (*yellow*) to the chairperson of the General Meeting before the appointed proxy exercises any of such Shareholder's rights at the General Meeting (or adjourned or postponed General Meeting), by emailing the Form of Proxy (*yellow*) to TMS at proxy@tmsmeetings.co.za.
3. If the General Meeting is adjourned or postponed, Forms of Proxy (*yellow*) already submitted for the General Meeting will remain valid in respect of any adjournment or postponement of the General Meeting.
4. Shareholders who wish to exercise their right in terms of section 115(3) of the Companies Act to require the approval of a court for the Repurchase should refer to Annexure 2 to this Circular which includes an extract of section 115 of the Companies Act. Should Shareholders exercise their rights in terms of section 115(3) of the Companies Act, the dates and times set out above may change, in which case an updated timetable will be published on the Company's website at **www.safari-investments.com/investor-relations**. Shareholders who wish to exercise their Appraisal Rights are referred to Annexure 2 to this Circular for purposes of determining the relevant timing for the exercise of their Appraisal Rights.
5. All times given in this Circular are local times in South Africa.

DEFINITIONS AND INTERPRETATIONS

In this Circular and its Annexures, unless otherwise stated or the context indicates otherwise, the words and expressions in the first column shall have the meanings stated opposite them in the second column, and words and expressions in the singular shall include the plural and vice versa, words importing natural persons shall include juristic persons and unincorporated associations of persons and vice versa, and any reference to one gender shall include the other gender.

Acknowledgement of Debt	the acknowledgement of debt agreement between Safari and Southern Palace, dated 21 June 2019, in terms of which, among other things, Southern Palace acknowledged its indebtedness to the Company for all outstanding amounts owed by it to Safari from time to time;
Annexures	the annexures attached to this Circular;
Appraisal Rights	the rights held by Safari Shareholders under section 164 of the Companies Act, as detailed more fully in with Annexure 2 to this Circular;
Board or Directors	the board of directors of Safari as at the Last Practicable Date, whose details are set out on page 12 of this Circular;
Broker	any person registered as a “broking member (equities)” in accordance with the provisions of the Financial Markets Act;
Business Day	any day other than a Saturday, Sunday or a gazetted national public holiday in South Africa;
Cancellation	the cancellation of the Repurchase Shares pursuant to the Repurchase and in terms of which the Repurchase Shares will be restored to the status of authorised and unissued share capital;
Capital Raise	a capital raise implemented by the Company on or about 28 August 2017 in which Safari issued 99 552 633 Shares at R7,60 per share, raising an aggregate sum of R756 600 011 from Bridge Fund Managers Holdings Proprietary Limited (formerly Grindrod Asset Management Proprietary Limited), Safari Hold Proprietary Limited, Southern Palace, Stanlib Asset Management Limited and WDB Investment Holdings Proprietary Limited;
Circular	this bound document, dated Wednesday, 1 March 2023 including the Annexures hereto and incorporating the Notice of the General Meeting, a Form of Proxy (<i>yellow</i>) and an Electronic Participation Form (<i>pink</i>);
Common Monetary Area	South Africa, the Republic of Namibia and the Kingdoms of Lesotho and eSwatini;
Companies Act	the Companies Act, 71 of 2008, as amended;
Company Secretary	the company secretary of Safari;
Companies Regulations	the Companies Regulations, 2011, promulgated under the Companies Act, as amended;
Court	any South African court with competent jurisdiction to approve the implementation of the Repurchase Resolution set out in the Notice of the General Meeting pursuant to section 115 of the Companies Act and/or to review the Repurchase Resolution and/or to determine the fair value of the Shares and/or to make an order pursuant to section 164(14) of the Companies Act;
CSDP	a central securities depository participant registered in terms of the Financial Markets Act with whom a beneficial holder of shares holds a Dematerialised share;
Delisting	the removal of the Repurchase Shares from the list of securities admitted to listing and trading on the JSE pursuant to the Repurchase;
Dematerialise	the process whereby physical share certificates and/or other Documents of Title are replaced with electronic records evidencing ownership of shares, or as the case may be, shares which are evidenced by electronic records of ownership as contemplated in the Financial Markets Act;

Dissenting Shareholders	at any relevant time, those Shareholders who have validly exercised their Appraisal Rights in accordance with sections 164(5) to 164(8) of the Companies Act for so long as none of the circumstances contemplated in section 164(9) of the Companies Act have occurred and/or the relevant Shareholder has not withdrawn its demand pursuant to an order of Court as contemplated in section 164(15)(c)(v)(aa) of the Companies Act;
Documents of Title	a share certificate, certified transfer deed, balance receipt and/or any other form of document of title acceptable to Safari in respect of Shares;
Electronic Participation Form (<i>pink</i>)	the electronic participation form (<i>pink</i>), which is attached to and forms part of this Circular, to be completed by Shareholders or their proxies who wish to participate in and/or vote at the General Meeting via the electronic participation facility;
Financial Markets Act	the Financial Markets Act, 19 of 2012, as amended;
Firm Intention Announcement	the firm intention announcement by the Company, detailing the terms of the Repurchase, published on the Company's website at www.safari-investments.com/investor-relations published on SENS on Wednesday, 22 February 2023;
Foreign Shareholders	a Shareholder who has a registered address outside South Africa and/or who is a national, citizen or resident of a country other than South Africa;
Form of Proxy (<i>yellow</i>)	the form of proxy (<i>yellow</i>), which is attached to and forms part of this Circular;
Heriot or Offeror	Heriot Properties Proprietary Limited, registration number 1998/003195/07, a private company incorporated in accordance with the laws of South Africa, which company is wholly owned by Heriot REIT;
Heriot Circular	the general offer circular distributed to Safari Shareholders by Heriot, dated Thursday, 13 October 2022, and all annexures thereto and incorporating the form of acceptance, which is available on Safari's website at www.safari-investments.com/investor-relations ;
Heriot Investments	Heriot Investments Proprietary Limited, registration number 2017/296227/07, a private company incorporated in accordance with the laws of South Africa, which company owns 87% of Heriot REIT and is 100% owned by The Gusi Trust, (Master's reference number IT6578/99), a discretionary trust, the trustees of which are R Herring, S Blieden and R Bloch and the beneficiaries of which are members of S Herring's family;
Heriot REIT	Heriot REIT Limited, registration number 2017/167697/06, a public company incorporated in accordance with the laws of South Africa and listed on the Alternative Exchange of the JSE;
Holdco Guarantee Pledge and Cession	the guarantee, pledge and cession agreement between Southern Palace and Safari, dated 21 June 2019;
General Meeting	the general meeting of Safari Shareholders scheduled to be held at 12.00 on Friday, 31 March 2023 entirely by way of electronic communication to consider and, if deemed fit, approve the Repurchase Resolution, which meeting may be postponed or adjourned from time to time;
Group	Safari and its Subsidiaries from time to time;
Independent Board	the independent board of Safari established by the Board in accordance with regulation 108(8) of the Companies Regulations for purposes of considering the terms and conditions of the Repurchase, comprising at the date of this Circular of: Dr MT Matshoba-Ramuedzisi, Mr GJ Heron and Mr MH Muller, all of whom are independent Directors of Safari;
Independent Expert	Valeo Capital Proprietary Limited, registration number 2021/834806/07, a private company incorporated in accordance with the laws South Africa;
Irrevocable Undertakings	the irrevocable undertakings obtained from the Shareholders listed in paragraph 9 below;
JSE	the JSE Limited, registration number 2005/022939/06, a public company incorporated in accordance with the laws of South Africa, or the securities exchange licensed under the Financial Markets Act and operated by the JSE, as the context may require;

JSE Listings Requirements	the Listings Requirements of the JSE, as amended from time to time;
Last Practicable Date	Wednesday, 22 February 2023, being the last practicable date prior to the finalisation of this Circular;
Legal Advisor or Webber Wentzel	Webber Wentzel, a partnership of attorneys practicing in South Africa and the legal advisor to Safari;
Longstop Date	has the meaning given to such term in paragraph 4.2;
MOI	the memorandum of incorporation of the Company, as amended from time to time;
Nominee or Maitlantic 1038	Maitlantic 1038 Proprietary Limited, registration number 2022/511728/07, a private company duly incorporated in accordance with the laws of South Africa and a wholly owned subsidiary of Stonehage;
Notice or Notice of General Meeting	the notice convening the General Meeting, which is attached to and forms part of this Circular;
PSG Capital	PSG Capital Proprietary Limited, registration number 2006/015817/07, a private company incorporated under the laws of South Africa, particulars of which appear in the " <i>Corporate information and advisors</i> " section of this Circular, being the sponsor to Safari;
R or Rand or Cents	the lawful currency or legal tender of South Africa;
Register	the register of Shareholders maintained by the Company Secretary in accordance with section 50 of the Companies Act;
Repurchase	the repurchase by Safari of the Repurchase Shares on the terms and subject to conditions set out in the Repurchase Agreement, as read with this Circular;
Repurchase Agreement	the share repurchase agreement entered into between Safari and the Nominee on or about Wednesday, 22 February 2023 in respect of the Repurchase;
Repurchase Conditions Precedent	the suspensive conditions to the Repurchase set out in paragraph 4.2 of this Circular;
Repurchase Consideration	R5.87 per Safari Share, which aggregate amount is equal to R311,110,000;
Repurchase Implementation Date	the Business Day on which Safari will commence settling the Repurchase Consideration, which is expected to be Monday, 24 April 2023;
Repurchase Resolution	Special Resolution 1 required to be approved by Safari Shareholders in order to implement and give effect to the Repurchase;
Repurchase Shares	all the SP Shares which are in issue as at the Last Practicable Date, namely 53 000 000 Safari Shares, constituting 17.1% of the total issued ordinary share capital of Safari, held by Maitlantic 1038;
Reversionary Pledge and Cession	the amended and restated acknowledgement of claim and reversionary pledge and cession agreement between Safari and Southern Palace originally dated 22 August 2017 and amended and restated on 21 June 2019;
Safari or Company	Safari Investments RSA Limited, registration number 2000/015002/06, a public company incorporated in accordance with the laws of South Africa and listed on the Main Board of the JSE;
Safari Shareholders or Shareholders	registered holders of Safari Shares, from time to time, and "Shareholder" shall mean any one of them;
Safari Shares or Shares	ordinary shares of no-par value in the issued share capital of the Company;
Sanlam	Sanlam Life Insurance Limited (acting through its Sanlam Capital Markets Division);
Sanlam Facilities	the A loan facility in an amount of R225 000 000 and B loan facility in an amount of R230 000 000, each provided by Sanlam to Southern Palace;
SENS	the stock exchange news service of the JSE;
South Africa	the Republic of South Africa;
Special Resolution	a resolution adopted by Shareholders with the support of at least 75% of the voting rights exercised on the resolution;

Subsidiary	a subsidiary company as defined in the Companies Act, but also includes a juristic person or other undertaking which would have been a subsidiary company as defined in the Companies Act had it been a company or had it been incorporated in South Africa;
Southern Palace	Southern Palace Capital Proprietary Limited, registration number 2016/348938/07, a private company incorporated in accordance with the laws of South Africa, a wholly owned subsidiary of Southern Palace Group;
Southern Palace Group	Southern Palace Group of Companies Proprietary Limited, registration number 2005/021141/07, a private company incorporated in accordance with the laws of South Africa, the issued shares in which are held by each of Southern Palace Investments 66 Proprietary Limited (7%) (the ultimate shareholder of which is Mr. Paulos Sello Mahlangu), Emancipa Investments Proprietary Limited (63%) (the ultimate shareholder of which is Ms. Mamatjanyana Gladys Mahlangu), The Namahadi Trust (15%) (the ultimate beneficiaries of which are Mr. Lucas Tseki and Mrs Tendani Mawela), and The Southern Palace Employee Share Trust (the ultimate beneficiaries of which are various employees of the Southern Palace Group);
SP Shares	53 000 000 Safari Shares (previously held by Southern Palace) constituting 17.1% of Safari's issued share capital, which Shares have been ceded to the Nominee;
SP Update Announcements	the announcements released by the Company detailing matters in respect of the Southern Palace Indebtedness dated 4 May 2020, 29 July 2022, and 13 October 2022;
Stonehage	Stonehage Fleming Trustees Proprietary Limited, registration number 1999/002503/07, a private company incorporated in accordance with the laws of South Africa and a wholly owned subsidiary of Sturdon Holdings Luxembourg S.a.r.l, which is in turn ultimately held by Stonehage Flemming Family & Partners Limited;
Strate	the settlement and clearing system used by the JSE and managed by Strate Proprietary Limited, registration number 1998/022242/07, a private company duly incorporated in accordance with the laws of South Africa;
Transfer Secretary	Computershare Investor Services Proprietary Limited, registration number 2004/003647/07, a private company incorporated in accordance with the laws of South Africa;
TRP	the Takeover Regulation Panel, established in terms of section 196 of the Companies Act;
TMS	The Meeting Specialist Proprietary Limited, registration number 2017/287419/07, a private company duly incorporated in accordance with the laws of South Africa;
VAT	value added tax as defined in the Value Added Tax Act, 1991, as amended;
Voting Agreement	the voting agreement between Safari, Southern Palace and Sanlam dated 21 June 2019; and
Voting Record Date	the last date to be recorded in the Register in order for Shareholders to be eligible to attend, speak and vote at the General Meeting (or any adjournment thereof), being Friday, 24 March 2023.

SAFARI INVESTMENTS RSA LTD

SAFARI INVESTMENTS RSA LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 2000/015002/06)

Share code: SAR

ISIN Number: ZAE000188280

(Approved as a REIT by the JSE)

("Safari" or "the Company")

Directors

Executive

DC Engelbrecht (*Chief Executive Officer*)

WL Venter (*Chief Financial Officer*)

Non-executive

SB Herring (*Chairperson*)

Dr MT Matshoba-Ramuedzisi (*Lead Independent*)

GJ Heron

Dr PA Pienaar

MH Muller

CIRCULAR TO SHAREHOLDERS

1. INTRODUCTION

- 1.1 Shareholders are referred to the SP Update Announcements as well as Firm Intention Announcement published by Safari on SENS, on Wednesday, 22 February 2023, wherein Shareholders were advised of the Repurchase.
- 1.2 In the Firm Intention Announcement, Safari Shareholders were advised that Safari and Maitlantic 1038 had entered into a Repurchase Agreement for the sale and purchase of the Repurchase Shares. The Repurchase is the subject of this Circular.
- 1.3 Implementation of the Repurchase is subject to the fulfilment or waiver of the Repurchase Conditions Precedent including, among others, approval of the Repurchase Resolution by Shareholders on or before the date stipulated therein for their fulfilment or waiver.
- 1.4 The Repurchase will be implemented in accordance with the terms of the Repurchase Agreement.
- 1.5 Given that the Repurchase constitutes a repurchase by Safari of more than 5% of the entire issued ordinary share capital of Safari, it is required that the Repurchase be approved and implemented in accordance with sections 48(8), 114 and 115 of the Companies Act and given that it constitutes a specific repurchase in terms of the JSE Listings Requirements, it must comply with and be approved in terms of paragraph 5.69 of the JSE Listings Requirements.

2. PURPOSE OF THIS CIRCULAR

The purpose of this Circular is to provide Shareholders with relevant information regarding the Repurchase, including, among others, the Independent Expert's report, and to advise Shareholders of the Independent Board's opinion in respect of the Repurchase and to give notice convening the General Meeting in order for Shareholders to consider and, if deemed fit, to pass with or without change the Repurchase Resolution. In addition, the Circular is intended to inform Shareholders of their Appraisal Rights and the manner in which they should exercise these rights should they wish to do so.

3. RATIONALE FOR THE REPURCHASE

3.1 Background

- 3.1.1 Shareholders are referred to the circular dated 7 June 2017 in respect of the Capital Raise (“**Capital Raise Circular**”). Southern Palace was a participant in the Capital Raise. The proceeds of the Capital Raise were used to, among other things, reduce Safari’s bond debt and strengthen its balance sheet and cashflows, as more fully described in the Capital Raise Circular.
- 3.1.2 Southern Palace’s subscription for shares in the Capital Raise was principally funded by the Sanlam Facilities with the balance being raised separately by Southern Palace from Sanlam through an equity bridge facility. As one of Sanlam’s conditions to providing the Sanlam Facilities to Southern Palace, Safari provided financial support to Southern Palace in the form of a guarantee (“**Safari Guarantee**”), supported by a R250 million facility to Safari from Absa Bank Limited (“**Absa Facility**”). In terms of the Absa Facility, Absa provided Sanlam with a collateral guarantee in the amount of R250 million with the balance of financial support to Southern Palace being covered by earmarked capacity within Safari’s other debt facilities.
- 3.1.3 Accordingly, the commercial position for Safari under the initial Southern Palace transaction was that it received R501,6 million in equity subscriptions from Southern Palace (with funding therefore mostly being underwritten by Safari) against the issue of 66 million Safari Shares.
- 3.1.4 During September 2018, Sanlam called on the equity bridge facility in an amount of R51,6 million and due to non-payment, sold 13 million Safari Shares to settle this facility. The 13 million shares were sold to a third party and Safari was not a party to such arrangements. The funding raised by Southern Palace for the transaction was also partly repaid by the sale of 13 million of the initial 66 million shares at a price of approximately R4,67 per share, and from the dividends received by Southern Palace on the Safari Shares.
- 3.1.5 Then in June 2019, as a result of a persistent shortfall on the interest payable under the Sanlam Facilities, Sanlam exercised its rights under the Sanlam Facilities and in accordance with existing security arrangements, Safari, was required to settle Loan A and the accrued interest thereon in an amount of R252 032 465.75. At this time, Southern Palace Group signed a guarantee in favour of Safari (being the Holdco Guarantee, Pledge and Cession) pursuant to Safari’s settlement of the amounts due to Sanlam. The security provided for Southern Palace’s liability to Safari also included a Reversionary Pledge and Cession of the 53 million Safari Shares held by Southern Palace (being the number of Safari Shares remaining following the disposal of 13 million Safari Shares described above), an Acknowledgement of Debt and a Voting Agreement (collectively, “**Southern Palace Security**”).
- 3.1.6 On or about May 2020, Sanlam called on Southern Palace for repayment of the outstanding balance under Loan B of the Sanlam Facilities. Southern Palace did not make the required payment, and Sanlam consequently called on Safari for repayment of the outstanding debt of approximately R221 million, which amount Safari discharged on or about 6 May 2020, by drawing down from the balance of the Absa Facility as well as from Safari’s other existing debt facilities at the time.
- 3.1.7 Accordingly, Safari has a claim against Southern Palace for repayment of the amount paid to Sanlam, and for repayment of all other amounts paid and payable by Safari (including interest, costs and fees) relating to the Capital Raise in an amount of approximately R520 million (the “**Southern Palace Indebtedness**”). The Southern Palace Indebtedness is secured by the Southern Palace Security.

3.2 Safari’s enforcement of its rights under the Security Documents

- 3.2.1 The Company has over an extended period considered a number of options regarding the unwind of the Southern Palace transaction including the cancellation and repurchase of the SP Shares.
- 3.2.2 In this regard and as a result of one or more ongoing events of default, Safari elected to enforce its rights under the Reversionary Pledge and Cession by ceding the SP Shares to the Nominee in anticipation of realising the underlying value of the SP Shares by way of a repurchase of the SP Shares, as contemplated under section 48(8) of the Companies Act and the JSE Listings Requirements.
- 3.2.3 The cession of SP Shares from Safari to the Nominee occurred on 14 September 2022. The Repurchase will reflect the realisation of the security provided by Southern Palace to Safari and will result in a partial settlement of the Southern Palace Indebtedness in amount equal to the Repurchase Consideration.

3.3 Benefits of the Repurchase for Shareholders

- 3.3.1 The Repurchase and cancellation of the SP Shares is ultimately to the benefit of Shareholders in that the cancellation of such shares results in the removal of the SP Shares from the share capital of the Company (i.e. a decrease in the aggregate number of Safari Shares by 53 million) and, accordingly, Shareholders will be protected from the possible dilutory effects of the SP Shares remaining part of the issued ordinary share capital, which would be the case if realisation occurred by way of a disposal of the SP Shares to a third party purchaser.

- 3.3.2 Furthermore, the Repurchase will result in a simplification of Safari's share capital structure in that the number of treasury shares held by the Company will reduce to nil as the SP Shares will be cancelled and no longer be treated as treasury shares.
- 3.3.3 As the SP Shares are presently accounted for as treasury shares in the Company's financial statements, the Repurchase will have no financial impact on Safari's earnings per share, headline earnings per share and net asset value per share.
- 3.3.4 Shareholders are reminded that the Heriot Offer was made on the basis that the SP Shares were 'treasury' shares and were thus excluded from the Heriot Offer and from the determination of the consideration payable under the Heriot Offer. In this regard, the Nominee provided an irrevocable undertaking to Heriot that it will not participate in, and will not accept the Heriot Offer. Furthermore, the Heriot Offer is now closed. As such, Heriot Offer has no impact on the Repurchase and the Repurchase will not have any impact on the Heriot Offer. The Repurchase is conversely also not conditional on the Heriot Offer and will proceed independently thereof.

4. TERMS AND CONDITIONS OF THE REPURCHASE

Subject to the fulfilment or waiver of the Repurchase Conditions Precedent, Safari wishes to implement the Repurchase in terms of sections 48(8), 114 and 115 of the Companies Act and paragraph 5.69 of the JSE Listings Requirements, and on the terms and subject to the conditions set out in this paragraph 4 below.

4.1 The Repurchase

In terms of the Repurchase Agreement, Safari will repurchase the Repurchase Shares from Maitlantic 1038, for an amount equal to the Repurchase Consideration, constituting a specific share repurchase by Safari in terms of the JSE Listings Requirements.

4.2 Repurchase Conditions Precedent

The implementation of the Repurchase is subject to the fulfilment or waiver (where capable of waiver) of the following Repurchase Conditions Precedent by no later than 17:00, on Wednesday, 31 May 2023 ("**Longstop Date**"):

- 4.2.1 by no later than Friday, 28 April 2023, the approval by the Shareholders of the Repurchase Resolution as required in accordance with sections 48(8)(b), 114(1)(e) and 115(2)(a) of the Companies Act and paragraph 5.69 of the JSE Listings Requirements is obtained; and

that in relation to any objections to the Repurchase by Shareholders:

- 4.2.2.1 no Shareholders give notice objecting to the Repurchase, as contemplated in section 164(3) of the Companies Act and vote against the resolutions proposed at the General Meeting to approve the Repurchase; or
- 4.2.2.2 if Shareholders give notice objecting to the Repurchase, as contemplated in section 164(3) of the Companies Act, and vote against the resolutions proposed at the General Meeting, Shareholders holding no more than 1% of all Shares eligible to be voted at the General Meeting give such notice and vote against the resolutions proposed at the General Meeting; or
- 4.2.2.3 if Shareholders holding more than 1% of all Shares eligible to vote at the General Meeting give notice objecting to the Repurchase, as contemplated in section 164(3) of the Companies Act, and vote against the resolutions proposed at the General Meeting, the relevant Shareholders do not exercise their Appraisal Rights, by giving valid demands in terms of sections 164(5) to 164(8) of the Companies Act within 30 Business Days following the General Meeting, in respect of more than 1% of the shares eligible to be voted at the General Meeting.

4.3 Repurchase Consideration

- 4.3.1 In the event that the Repurchase Conditions Precedent are fulfilled or waived (as the case may be) and the Repurchase becomes operative and is implemented in accordance with its terms, the Repurchase Shares will be repurchased for the Repurchase Consideration.
- 4.3.2 The Repurchase Consideration will be set-off against the Southern Palace Indebtedness and accordingly, no funds will flow. A dispensation has been obtained from the TRP to allow for the Repurchase Consideration to be set-off against the Southern Palace Indebtedness.

5. IMPLEMENTATION OF THE REPURCHASE

5.1 Effective date of the Repurchase

Safari and the Nominee have agreed that, upon the fulfilment of the Repurchase Conditions Precedent and the Repurchase Agreement becoming unconditional, they will give effect to the terms and conditions of the Repurchase and will take all actions and sign all necessary documents to give effect to the Repurchase.

5.2 Delisting and Cancellation of the Repurchase Shares

An application will be made to the JSE to grant approval for the termination of the listing of the Repurchase Shares, which termination is expected to be implemented at the commencement of trading on Monday, 24 April 2023, assuming the Repurchase Conditions Precedent are fulfilled or waived (where capable of waiver) by no later than Wednesday, 31 May 2023. The Cancellation of the Repurchase Shares will be implemented simultaneously with their Delisting.

5.3 Required approvals for the Repurchase

5.3.1 Pursuant to section 115(2) of the Companies Act as read with paragraph 5.69 of the JSE Listings Requirements, the Repurchase must be approved by a Special Resolution adopted by Shareholders entitled to exercise voting rights on such matter, at a meeting called for that purpose, excluding any voting rights attaching to the Repurchase Shares. At least 25% of the voting rights that are entitled to be exercised must be present at the meeting, whether in person or by proxy.

5.3.2 If at least 15% of the voting rights exercised on the Repurchase Resolution oppose it and a Shareholder who voted against the Repurchase Resolution requires, within 5 Business Days after the vote, that Safari seek Court approval for the Repurchase:

5.3.2.1 Safari may not proceed to implement the Repurchase Resolution without the approval of a Court; and

5.3.2.2 Safari must apply to Court for approval within 10 Business Days after the vote and shall not treat the Repurchase Resolution as a nullity.

5.3.3 If less than 15% of the voting rights exercised on the Repurchase Resolution oppose it and a Shareholder who voted against the Repurchase Resolution applies to Court within 10 Business Days of the vote for leave to review the Repurchase, Safari may not proceed to implement the Repurchase Resolution unless the Court declines to grant such leave or declines to set aside the Repurchase Resolution. The Court may grant such leave only if it is satisfied that the applicant is acting in good faith, appears to be prepared and able to sustain proceedings and alleges facts that, if proved, would support the order being sought. A Court may only set aside the Repurchase Resolution if the Court finds that the Repurchase Resolution is manifestly unfair to Shareholders or if the vote was materially tainted by a conflict of interest, for inadequate disclosure, failure to comply with the Companies Act or the MOI or if there is a significant and material irregularity.

5.3.4 No voting rights attached to the Repurchase Shares may be exercised on Special Resolution Number 1 or Ordinary Resolution Number 1.

5.4 Amendments, variations and modifications to the Repurchase

5.4.1 Subject to compliance with the Companies Act and the Companies Regulations, Safari shall be entitled to:

5.4.1.1 before or at the General Meeting, but prior to Shareholders casting their votes, make any amendment, variation or modification to the Repurchase; or

5.4.1.2 after the General Meeting, make any amendment, variation or modification to the Repurchase, provided that no amendment, variation or modification made after the General Meeting may have the effect of negatively affecting the rights which will accrue to Maitlantic 1038 in terms of the Repurchase.

5.4.2 Shareholders will be notified of any such changes to the Repurchase through the Company's website at www.safari-investments.com/investor-relations.

5.5 Termination Events

5.5.1 The Repurchase will terminate, and the Repurchase Resolution will be treated as a nullity with immediate effect upon the determination by Safari that any or all of the Repurchase Conditions Precedent have not been fulfilled (or waived, to the extent possible) on or before the relevant date for fulfilment (or waiver, to the extent possible).

5.5.2 In the event that the Repurchase does not become unconditional or is otherwise not implemented for whatsoever reason, the Shares held by the Dissenting Shareholders will not be purchased by Safari in terms of section 164 of the Companies Act.

6. AUTHORITY TO IMPLEMENT THE REPURCHASE

At the General Meeting, the approval of the Repurchase Resolution in accordance with sections 48(8), 114(1)(e) and 115(2)(a) of the Companies Act and paragraph 5.69 of the JSE Listings Requirements will be proposed to Safari Shareholders as a Special Resolution.

7. OPINIONS AND RECOMMENDATIONS

7.1 Independent Expert's Report

- 7.1.1 The Independent Board has appointed the Independent Expert to provide a fair and reasonable opinion regarding the Repurchase, and to make appropriate recommendations to the Independent Board in the form of the Independent Expert's Report set out in Annexure 1.
- 7.1.2 Taking into consideration the terms and conditions of the Repurchase, the Independent Expert is of the opinion that the terms and conditions of the Repurchase (including the Repurchase Consideration) are fair and reasonable.

7.2 Views of the Independent Board

- 7.2.1 The Independent Board, after due consideration of the Independent Expert's Report, has determined that it will place reliance on the valuation performed by the Independent Expert for the purposes of reaching its own opinion regarding the Repurchase and the Repurchase Consideration, as contemplated in regulation 110(3)(b) of the Companies Regulations. The Independent Board has formed a view on the value of the Shares, which accords with the value of the Shares contained in the Independent Expert's Report, in considering its opinion and recommendation.
- 7.2.2 The Independent Board has carefully considered the terms and conditions of the Repurchase and, taking into account the Independent Expert's Report, is unanimously of the opinion that the terms and conditions of the Repurchase are fair and reasonable and unanimously recommends that Shareholders vote in favour of the Repurchase Resolution. The Independent Board is not aware of factors that are difficult to quantify, or are unquantifiable, which affect this opinion.

8. ADEQUACY OF CAPITAL

- 8.1 The Board has considered the impact of the Repurchase and is of the opinion that the provisions of sections 4 and 48 of the Companies Act have been complied with and confirms that:
 - 8.1.1 the Company and the Group will be able in the ordinary course of business to pay their debts for a period of 12 months after the date of approval of the Circular and the implementation of the Repurchase;
 - 8.1.2 the assets of Company and the Group will be in excess of the liabilities of the Company and the Group for a period of 12 months after the date of the approval of this Circular and the implementation of the Repurchase. For this purpose, the assets and liabilities have been recognised and measured in accordance with the accounting policies used in the latest audited consolidated annual financial statements which comply with the Companies Act;
 - 8.1.3 the share capital and reserves of the Company and the Group will be adequate for ordinary business purposes for a period of 12 months after the date of this Circular and the implementation of the Repurchase;
 - 8.1.4 the working capital of Company and the group will be adequate for ordinary business purposes for a period of 12 months after the date of the approval of this Circular and the implementation of the Repurchase; and
 - 8.1.5 in terms of section 46(1)(c) of the Companies Act, the Board has, by resolution, acknowledged that it has applied the solvency and liquidity test, and reasonably concluded that Safari will satisfy the solvency and liquidity test immediately after implementing the Repurchase and that, since the solvency and liquidity test was performed, there have been no material changes to the financial position of Safari and the Group.

9. IRREVOCABLE UNDERTAKINGS

9.1 As at the Last Practicable Date, the following Shareholders have provided irrevocable undertakings to vote all of their Shares (as stated below) in favour of the Repurchase Resolution:

Shareholder	Number of Shares held	Percentage of Issued Shares
Heriot REIT together with its wholly-owned subsidiary Heriot and certain concert parties (namely Heriot Investments and Reya Gola Investments Proprietary Limited)	146 516 751	47%
Safarihold Proprietary Limited	8 030 000	3%
Counter Point Boutique	5 610 940	2%
WDB Investment Holdings Proprietary Limited	6 232 372	2%
Majodiko Beleggings Proprietary Limited	4 077 782	1%
The Kyriacos Andrea Pashiou Trust	3 113 391	1%
P.E. Trust Nr.2	3 000 000	1%
Schuld Familie Trust	2 900 000	1%
The George Andrea Pashiou Trust	2 500 898	1%
TJ Trust James Bennet Theron	2 471 059	1%
Dream World Investments 77 Proprietary Limited	2 340 113	1%
Nyeleti Investment Trust	1 621 980	1%
Feisty Barracuda Holdings Proprietary Limited	2 216 857	1%
Feevos Andrea Pashiou Trust	2 039 451	1%
The Vasiliki Loizides Trust	2 001 616	1%
Fanus Kruger Consulting Proprietary Limited	703 940	0%
Fanus Kruger Trust	1 364 060	0%
Total	196 741 210	63.6%¹

Notes:

- The percentage of Shares is calculated based on 310 826 016 Shares in issue, as at the Last Practicable Date. Excluding the Repurchase Shares, the total number of Shares in issue is 257 826 016 and the Irrevocable Undertakings then equate to 76.6%.

10. MAJOR SHAREHOLDERS

Insofar as it is known to the Directors, the major Shareholders who beneficially held 5% or more of the issued Safari Shares as at Wednesday, 22 February 2023 are as follows:

Major shareholders	Number of shares	Percentage direct shareholding
Heriot Properties	103 296 478	33.23%
Heriot Investments	42 413 204	13.65%
Southern Palace ²	53 000 000	17.05%

² Shares held by the Nominee.

11. SHARE CAPITAL

The authorised and issued share capital of Safari, before the Repurchase and the Delisting and Cancellation of the Repurchase Shares, is as set out below. The number of issued Safari Shares below includes the SP Shares.

Authorised	
2 000 000 000 no par value ordinary shares	Number of shares
Stated Capital: ordinary Shares with no par value	310 826 016
SP Shares treated as treasury shares*	(53 000 000)

The authorised and issued share capital of Safari, after the Repurchase and the Delisting and Cancellation of the Repurchase Shares is set out below.

Authorised	
2 000 000 000 no par value ordinary shares	Number of shares
Stated Capital: ordinary Shares with no par value	257 826 016

12. DIRECTORS INTERESTS IN SHARES

As at the Last Practicable Date, the beneficial interests of the Directors (current and those who resigned during the last 18 (eighteen) months) (and their associates), directly or indirectly, in the issued share capital of Safari are as follows:

Director	Total shares	Shares held in Personal capacity	Entity if applicable	% Shareholding of director in entity	Entity's shareholding in Safari	Shares beneficially held by director	% of issued share capital
DC Engelbrecht	56 462	56 462					0.02
SB Herring	146 516 751						
			Heriot Properties	26.80	103 296 478	27 683 456	33.23
			Heriot Investments	13.65	42 413 204	5 789 402	13.65
			Reya Gola Investments	0.26	807 069	2 098	0.26
Dr. PA Pienaar	4 049 093						
		87 000					
			Dream World Investments Proprietary Limited	100%	2 340 113	2 340 113	0.75
			Nyelete Investments Trust	10.25%	1 621 980	166 902	0.52
WL Venter	4 096	4 096					0.00
Total	149 171 324						48.46

No Directors have any personal financial interest in the Repurchase Shares.

13. MATERIAL CHANGE

There have been no material changes in the financial or trading position of the Company or its subsidiaries since the end of the last financial period, for which the latest unaudited interim financial results for the six months ended 30 September 2022 were published and the Last Practicable Date.

14. MATERIAL RISKS

A list of risk factors has been included in Annexure 3.

15. AGREEMENTS IN RELATION TO THE REPURCHASE

15.1 Other than the Irrevocable Undertakings, no agreement exists between Safari and:

- 15.1.1 any of the Directors, or persons who were Directors within the preceding 12 (twelve) months; or
- 15.1.2 holders of Shares (as at the Last Practicable Date), or persons who were holders of Shares within the preceding 18 (eighteen) months,

which agreement is considered to be material to the decision to be taken by Shareholders regarding the Repurchase.

16. FINANCIAL INFORMATION

16.1 The Repurchase will be effected at a price equal to the Repurchase Consideration.

16.2 Other costs associated with the Repurchase include the transaction costs incurred in transactions of this nature, as detailed in paragraph 24 of this Circular.

16.3 The Repurchase will not have a further impact on the statement of financial position and/or the statement of changes in equity of Safari given that the Repurchase Shares are already treated as treasury shares for accounting purposes. By way of background, the accounting treatment of the Repurchase Shares in the 2019 and 2020 financial years (subsequent to the initial transaction in the 2018 financial year) resulted in a reduction of share capital (equity) effectively reversing the equity transaction and raising of a liability, as it became clear at this time that Safari would have to settle Sanlam under the Sanlam Guarantee. This liability was cleared when Safari settled Sanlam. Safari has a claim against Southern Palace in respect of the amounts paid to Sanlam with the Repurchase Shares being held as security. As a result of the accounting treatment as set out above where the liability was raised and equity (share capital) reduced the claim amount was not raised as an asset in Safari's financial statements. Accordingly, the only impact from an accounting perspective is that the number of treasury shares of the Company will be reduced to nil and the number of issued Shares of the Company will reduce to 257 826 016 Safari Shares.

16.4 Following the implementation of the Repurchase, the balance owing by Southern Palace to Safari will amount to approximately R208.9 million. At this stage this amount is not recorded as an asset in Safari's financial statements due to recoverability considerations.

16.5 The transaction expenses will be funded from available cash resources and are not expected to have a material effect on the financial statements of the Company.

16.6 There will be no exchange control consequences.

17. WORKING CAPITAL STATEMENT

The Directors are of the opinion that the working capital available to the Group is sufficient for the Group's present working capital requirements and will, post-implementation of the Repurchase be adequate for at least 12 (twelve) months from the date of issue of this Circular.

18. RESTRICTED JURISDICTIONS

To the extent that the release, publication or distribution of this Circular in certain jurisdictions outside of South Africa may be restricted or prohibited by the laws of such jurisdiction, then this Circular is deemed to have been provided for information purposes only and the Board accepts no responsibility for any failure by Foreign Shareholders to inform themselves about, and to observe, any applicable legal requirements in any such relevant foreign jurisdiction. Foreign Shareholders who are in doubt as to their position should consult their professional advisors immediately.

19. NOTICE OF THE GENERAL MEETING

The General Meeting will be held entirely by electronic communication as contemplated in section 63(2)(a) of the Companies Act at 12:00, on Friday, 31 March 2023 (or any adjourned or postponed date in accordance with the provisions of section 64(11) of the Companies Act and the MOI) to consider and, if deemed fit, pass, with or without modification, the Repurchase Resolution set out in the Notice of General Meeting. The Notice of the General Meeting is attached to and forms part of this Circular.

20. EXCHANGE CONTROL REGULATIONS

Safari is incorporated and registered in South Africa and there are no exchange control regulations implications or approvals required in respect of the Repurchase.

21. CONSENTS

Each of the advisors set out in the “*Corporate information and advisors*” section of this Circular has consented in writing to act in the capacity stated in this Circular and to their names being stated in this Circular and, in the case of the Independent Expert, reference to their report in the form and context in which it appears and have not withdrawn their consent prior to the publication of this Circular.

22. GOVERNING LAW

This Circular and the Repurchase will be governed by, and construed in accordance with, the laws of South Africa, and will be subject to the exclusive jurisdiction of the South African courts.

23. RESPONSIBILITY STATEMENT

23.1 Directors

The Directors, whose names are given on page 12 of this Circular collectively and individually accept full responsibility for the accuracy of the information given 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 Circular contains all information required by law and the JSE Listings Requirements.

23.2 Independent Board

The Independent Board, collectively and individually accept full responsibility for the accuracy of the information given 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 Circular contains all information required by law and the JSE Listings Requirements.

24. REPURCHASE EXPENSES

24.1 The estimated expenses (excluding VAT) that will be incurred by Safari in the implementation of the Repurchase, and which will be settled from Safari's existing cash resources, are as follows:

Service	Service Provider	Estimated Amount
JSE documentation inspection fee	JSE	R27 000
TRP documentation inspection fee	TRP	R125 000
TRP dispensation request	TRP	R10 350
Independent Expert	Valeo	R150 000
Legal Advisor	Webber Wentzel	R750 000
Corporate advisor	Moore	R300 000
Sponsor	PSG Capital	R70 000
Printing and publication	Red Jelly Proprietary Limited	R17 000
Meeting facilitator and scrutineer	TMS	R35 000
Contingency		R15 000
Total		R1 499 350

24.2 No preliminary expenses were incurred by the Company in relation to the Repurchase.

25. DOCUMENTS AVAILABLE FOR INSPECTIONS

Copies of the following documents will be made available for inspection by Shareholders on the Company's website ([www.safari-investments.com/investor relations](http://www.safari-investments.com/investor-relations)) as well as during normal business hours at the registered offices of the Company and PSG Capital, whose registered addresses are set out in the "Corporate information and advisors" section of this Circular from the date of posting of this Circular on Wednesday, 1 March 2023 up to and including the Repurchase Implementation Date:

25.1 the MOI;

25.2 a signed copy of the Independent Expert's Report and the Independent Expert's consent;

25.3 the Repurchase Agreement;

25.4 the Consents referred to in paragraph 13;

25.5 the Reversionary Pledge and Cession Agreement;

25.6 the issued integrated annual reports of the Group for the three financial years ended 31 March 2020, 31 March 2021 and 31 March 2022;

25.7 the letter issued by the TRP approving the issue and publication of this Circular; and

25.8 a signed copy of this Circular.

By order of the Independent Board



Dr MT Matshoba-Ramuedzisi
Chairperson of the Independent Board

Monday, 27 February 2023

OPINION OF THE INDEPENDENT EXPERT

The Independent Board of Directors
Safari Investments RSA Limited (“Safari” or “Company”)
The Corner Office
410 Lynnwood Road
Lynwood
Pretoria
0081

27 February 2023

Dear Sir(s)/Madam(s),

INDEPENDENT EXPERT REPORT IN RESPECT OF THE PROPOSED SHARE REPURCHASE

1. INTRODUCTION

As announced on SENS on Wednesday, 22 February 2023, Safari shareholders were advised that Safari and Maitlantic 1038 Proprietary Limited (“Maitlantic 1038”) had entered into a repurchase agreement (“Repurchase Agreement”) for the repurchase of 53 000 000 Safari ordinary shares (“Repurchase Shares”), equating to a 17.1% interest in Safari, held by Maitlantic 1038 for a purchase consideration of R5.87 per share (“Repurchase Consideration”) (the “Repurchase”). The Repurchase is subject to the terms and conditions contained in the circular issued to the Company’s shareholders on Wednesday, 1 March 2023 (“the Circular”) in which this report is contained as Annexure 1.

As at the last practicable date for the finalisation of the Circular, the share capital of the Company consists of the following:

- an authorised share capital comprising 2 000 000 000 no par value shares (“Ordinary Shares”); and
- an issued share capital comprising 310 826 016 Ordinary Shares.

Given that the Repurchase constitutes a repurchase by Safari of more than 5% of the entire issued ordinary share capital of Safari, it is required that the Repurchase be approved and implemented in accordance with sections 48(8), 114 and 115 of the Companies Act, 71 of 2008 as amended (“Companies Act”). The Repurchase also constitutes a specific repurchase in terms of the Listings Requirements of the JSE (“JSE Listings Requirements”), and must comply with and be approved by shareholders in terms of paragraph 5.69 of the JSE Listings Requirements.

Extracts of sections 115 of the Companies Act dealing with the approval requirements of the Repurchase and section 164 of the Companies Act dealing with shareholders’ appraisal rights are included in Annexure 2 of the Circular respectively, and are incorporated herein by reference for purposes of section 114(3)(g) of the Companies Act.

The effect of the Repurchase on Safari Shareholders will be that the Repurchase Shares held by Maitlantic 1038 will be repurchased by the Company for the Repurchase Consideration, The Repurchase entails the realisation of the security provided by Southern Palace Capital Proprietary Limited (“Southern Palace”) to Safari and will result in a partial settlement of the indebtedness of Southern Palace to Safari in amount equal to the Repurchase Consideration as detailed in paragraph 3 of the Circular (“Southern Palace indebtedness”).

2. SCOPE

As the Repurchase will result in Safari acquiring in excess of 5% of its issued ordinary shares, the Repurchase is, in terms of section 48(8)(b) of the South African Companies Act, No. 71 of 2008, as amended (the “Companies Act”), subject to the provisions of sections 114 and 115 of the Companies Act. As such, the Repurchase requires, *inter alia*, an independent expert (“Independent Expert”) to compile a report on the terms and conditions of the Repurchase and opine as to the fair and reasonableness in respect of the Repurchase as far as Safari shareholders (“Shareholders”) are concerned. In addition, the Independent Expert is required to opine on the fairness of the Repurchase in terms of section 5.69 of the JSE Listings Requirements (the “Opinion”) given that the Repurchase is done from a related party in terms of section 10.1(b)(i) of the JSE Listings Requirements.

Valeo Capital Proprietary Limited (“Valeo Capital”) has been appointed by the independent board of directors of Safari (“Independent Board”) as the Independent Expert to assess the terms of the Repurchase and to provide the Opinion to the Independent Board in terms of section 114 of the Companies Act and section 5.69 of the JSE Listings Requirements. The Opinion set out herein is provided to the Independent Board for the sole purpose of assisting the Independent Board in forming and expressing an opinion on the Repurchase and the Repurchase Consideration for the benefit of Shareholders (“Shareholders”). The Opinion will be distributed to Shareholders in the Circular, prior to the relevant resolutions required to approve the Repurchase being tabled for consideration by the Shareholders.

3. RESPONSIBILITY

Compliance with the Companies Act and the JSE Listings Requirements is the responsibility of the Independent Board. Valeo Capital's responsibility is to report to the Independent Board on the terms of the Repurchase in terms of section 114 of the Companies Act and the JSE Listings Requirements.

4. DEFINITION OF THE TERMS "FAIR" AND "REASONABLE"

A transaction will generally be considered fair to a company's shareholders if the benefits received by shareholders, as a result of a transaction, are equal to or greater than the value surrendered by a company.

The assessment of fairness is primarily based on quantitative considerations. Accordingly, the Repurchase may be considered fair if the Repurchase Consideration is lower than or equal to the value attributable to Repurchase Shares, or unfair if the Repurchase Consideration is more than the value attributable to Repurchase Shares.

In terms of the Companies Regulations 2011, a transaction will be considered reasonable if the value received by the shareholders in terms of a transaction is higher than the market price of the company's securities at the time that the transaction was announced, if applicable. In addition, the assessment of reasonableness is also based on qualitative considerations surrounding a transaction. Even though a transaction may be unfair based on quantitative considerations, a transaction may still be reasonable after considering other significant qualitative factors.

We have applied the aforementioned principles in preparing our Opinion. The Opinion does not purport to cater for an individual shareholder's position but rather the general body of shareholders. An individual shareholder's decision regarding the terms of a transaction may be influenced by its particular circumstances (such as taxation and the original price paid for the shares).

5. SOURCES OF INFORMATION

In the course of our work, we relied upon information obtained from Safari management ("**Management**") and from various public sources. Our conclusion is dependent on such information from Management being complete and accurate in all material respects.

The principal sources of information used in performing our work include:

- the audited annual financial statements of Safari for the financial years ended 31 March 2018 to 31 March 2022;
- the final draft of the Repurchase Agreement;
- the unaudited interim results of Safari for the 6-months period ended 30 September 2022;
- the Circular, containing *inter alia* the terms and conditions of the Repurchase;
- The firm intention announcement regarding the general offer by Heriot Reit Limited for Safari shares dated 3 June 2022;
- other information provided by Management;
- independent expert valuation reports for the properties currently held by Safari as either investment properties, inventory, and or non-current assets held for sale;
- discussions with Management on prevailing market, economic, legal and other conditions or factors which may affect the underlying value of the Repurchase Shares and the rationale for the Repurchase;
- comparative, publicly available financial and market information on appropriate peer issuers in South Africa;
- economic outlooks prepared by leading South African banks; and
- on-line and subscription databases covering financial markets, share prices, volumes traded and news.

6. ASSUMPTIONS

We have arrived at our valuation, as detailed in paragraph 8 below, and resultant Opinion based on the following assumptions:

- the terms of the Repurchase are legally enforceable with no material amendments;
- the structure of the Repurchase will not give rise to any undisclosed tax liabilities;
- that Company is not involved in any material legal proceedings or disputes with regulatory bodies;
- that reliance can be placed on the financial information provided by Management;
- there are no undisclosed contingencies that could affect the value of the relevant securities;
- reliance can be placed on Management representations made; and
- the current regulatory and market conditions will not change materially.

7. PROCEDURES

In arriving at our Opinion, we have undertaken the following procedures in evaluating the fairness and reasonableness of the Repurchase:

- considered the rationale for the Repurchase as presented by Management;
- reviewed the terms and conditions of the Repurchase as set out in the Circular;
- analyses the information as provided by Management;
- where relevant, corroborated representations made by Management to source documents;
- performed a valuation of the Company as detailed below;
- reviewed relevant publicly available information relating to Safari;
- performed an analysis of other information considered pertinent to our valuation and Opinion; and
- determined the fairness and reasonableness of the Repurchase based on the results of the procedures mentioned above.

We believe that these considerations justify the Opinion outlined below.

8. VALUATION APPROACH

In considering the Repurchase, Valeo Capital performed an independent valuation of Safari in accordance with generally accepted valuation approaches and methods used in the market from time to time. Accordingly, for the purpose of our valuation we have applied the market multiple valuation method as our primary valuation methodology and the comparable transaction approach as a secondary approach.

Key external value drivers effecting the value attributable to Safari include:

- Economic growth that could affect forecasted demand, driving occupancy and rental rates, as lower economic growth will decrease demand and the derived value of the Company;
- Increase in South Africa inflation, as higher inflation may not be able to be passed on to tenants, which will decrease the value of the Company; and
- South African forecasted interest rates, as an increase in interest rates will decrease the value of the Company.

Key internal value drivers effecting the value attributable to the Company include:

- the distribution yield applicable to the Company. An increase in the distribution yield, assuming the distribution remains constant would result in a lower value attributable to Safari.

The Independent Expert performed sensitivity analyses on the valuation methodologies applied, which included, *inter alia*:

- a change of 7.50% in distribution per share, which analyses resulted in a variance range of 14.1% to the Midpoint of the Valuation Range;

In addition, the valuation was performed taking cognisance of risk, market and industry factors that may impact Safari.

9. REASONABLENESS

In arriving at our Opinion with respect to the reasonability of the Repurchase, we considered, *inter alia*, the following:

- the Ordinary Shares are listed on the JSE Limited;
- the Southern Palace Indebtedness balance and residual security available to Safari; and
- Alternatives available to Safari to reduce the Southern Palace Indebtedness.

10. OPINION

We have considered the terms and conditions of the Repurchase, and based on the aforementioned, we are of the opinion, subject to the limited conditions as set out below, that the indicative fair value of the Repurchase Shares, amounts to between 555 cents per share and 620 cents per share ("**Value Range**"), with the likely core value of 587 cents per share being the midpoint of the Value Range. We have compared the Value Range to the Repurchase Consideration of 587 cents per Ordinary Share, which falls within the Value Range. Subject to the conditions set out herein, we are of the opinion that the Repurchase is fair and reasonable to Shareholders.

We are not aware of any material adverse effects of the Repurchase, given that the Repurchase is an enforcement of Safari's rights under the Reversionary Pledge and Cession (as defined in the Circular) agreement and that the value attributable to Ordinary Shares before and after the Repurchase will not change materially. Save for information disclosed in the Circular, we are not aware of any reasonable probable beneficial and significant effect of the Repurchase on the business and prospects of the Company.

11. LIMITING CONDITIONS

This Opinion is provided to the Independent Board in connection with and for the purpose of the Repurchase, for the sole purpose of assisting the Independent Board in forming and expressing an opinion for the benefit of Shareholders. This Opinion is prepared solely for the Independent Board and therefore should not be regarded as suitable for use by any other party or give rise to any third-party rights.

We have relied upon and assumed the accuracy of the information provided to and obtained by us in determining our Opinion. Where practical, we have corroborated the reasonableness of the information provided to us for the purpose of reaching our Opinion, whether in writing or in discussion with Management, with reference to publicly available or independently obtained information.

While our work has involved a review of, *inter alia*, various sets of annual financial statements and other information provided to us, our engagement does not constitute an audit conducted in accordance with generally accepted auditing standards.

This Opinion is provided in terms of the Companies Act and the Listings Requirements. It does not constitute a recommendation to any Shareholder as to how to vote at any Shareholders' meeting relating to the Repurchase or on any matter relating to it. It should not, therefore, be relied upon for any other purpose. We assume no responsibility to anyone if this Opinion is used or relied upon for anything other than its intended purpose. Should an individual Shareholder have any doubts as to what action to take, such Shareholder should consult an independent advisor.

Subsequent developments may affect our Opinion and we are under no obligation to update, review or re-affirm it based on such developments. We have assumed that all conditions precedent referred to in the Circular, including any material regulatory and other approvals, if any, will be properly fulfilled/obtained.

12. MATERIAL INTEREST OF SAFARI DIRECTORS

The Safari directors shareholding in the Company has been set out in paragraph 12 of the Circular and is incorporated herein by reference for purposes of section 114(3)(e) of the Companies Act. The effect of the Repurchase on directors is the same as all Shareholders (in that their proportionate shareholding will increase).

13. INDEPENDENCE AND ADDITIONAL REGULATORY DISCLOSURES

We confirm that Valeo Capital (i) has no relationship with the Company or with any proponent of the Repurchase, such as would lead a reasonable and informed third party to conclude that our integrity, impartiality or objectivity has been compromised by such relationship ("**Relationship**"), (ii) has not had any such Relationship within the immediately two years preceding the last practicable date of the Circular or (iii) is not related to any person who has or has had a relationship contemplated in (i) and (ii). We also confirm that we have the necessary competence and experience to provide this Opinion. Furthermore, we confirm that our professional fee of R150 000 (excluding VAT) is not contingent upon the outcome of the Repurchase.

The directors, employees or consultants of Valeo Capital allocated to this assignment have the necessary qualifications, expertise and competencies to (i) understand the Repurchase, (ii) evaluate the consequences of the Repurchase and (iii) assess the effect of the Repurchase on the value of the Company's Ordinary Shares and on the rights and interests of Shareholders, or a creditor of Safari and are able to express opinions, exercise judgement and make decisions impartially in carrying out this assignment.

14. CONSENT

We hereby consent to the inclusion of this Opinion and references thereto, in whole or in part, in the form and context in which it appears in any required regulatory announcement, the Circular or documentation regarding the Repurchase.

Yours faithfully



CP van Heerden

RELEVANT SECTIONS OF THE COMPANIES ACT

SECTION 114 OF THE COMPANIES ACT

- (1) Unless it is in liquidation or in the course of business rescue proceedings in terms of Chapter 6, the board of a company may propose and, subject to subsection (4) and approval in terms of this Part, implement any arrangement between the company and holders of any class of its securities by way of, among other things:
 - (a) a consolidation of securities of different classes;
 - (b) a division of securities into different classes;
 - (c) an expropriation of securities from the holders;
 - (d) exchanging any of its securities for other securities;
 - (e) a re-acquisition by the company of its securities; or
 - (f) a combination of the methods contemplated in this subsection.
- (2) The company must retain an independent expert, who meets the following requirements, to compile a report as required by subsection (3):
 - (a) The person to be retained must be:
 - (i) qualified, and have the competence and experience necessary to:
 - (aa) understand the type of arrangement proposed;
 - (bb) evaluate the consequences of the arrangement; and
 - (cc) assess the effect of the arrangement on the value of securities and on the rights and interests of a holder of any securities, or a creditor of the company; and
 - (ii) able to express opinions, exercise judgment and make decisions impartially.
 - (b) The person to be retained must not:
 - (i) have any other relationship with the company or with a proponent of the arrangement, such as would lead a reasonable and informed third party to conclude that the integrity, impartiality or objectivity of that person is compromised by that relationship;
 - (ii) have had any relationship contemplated in subparagraph (i) within the immediately preceding two years; or
 - (iii) be related to a person who has or has had a relationship contemplated in subparagraph (i) or (ii).
- (3) The person retained in terms of subsection (2) must prepare a report to the board, and cause it to be distributed to all holders of the company's securities, concerning the proposed arrangement, which must, at a minimum-
 - (a) state all prescribed information relevant to the value of the securities affected by the proposed arrangement;
 - (b) identify every type and class of holders of the company's securities affected by the proposed arrangement;
 - (c) describe the material effects that the proposed arrangement will have on the rights and interests of the persons mentioned in paragraph (b);
 - (d) evaluate any material adverse effects of the proposed arrangement against-
 - (i) the compensation that any of those persons will receive in terms of that arrangement; and
 - (ii) any reasonably probable beneficial and significant effect of that arrangement on the business and prospects of the company;
 - (e) state any material interest of any director of the company or trustee for security holders;
 - (f) state the effect of the proposed arrangement on the interest and person contemplated in paragraph (e); and
 - (g) include a copy of sections 115 and 164.

- (4) Section 48 applies to a proposed arrangement contemplated in this section to the extent that the arrangement would result in any re-acquisition by a company of any of its previously issued securities.

SECTION 115 OF THE COMPANIES ACT

- (1) Despite section 65, and any provision of a company's Memorandum of Incorporation, or any resolution adopted by its board or holders of its securities, to the contrary, a company may not dispose of, or give effect to an agreement or series of agreements to dispose of, all or the greater part of its assets or undertaking, implement an amalgamation or a merger, or implement a Repurchase of arrangement, unless:
- (a) the disposal, amalgamation or merger, or Repurchase of arrangement-
 - (i) has been approved in terms of this section; or
 - (ii) is pursuant to or contemplated in an approved business rescue plan for that company, in terms of Chapter 6; and
 - (b) to the extent that Parts B and C of this Chapter, and the Takeover Regulations, apply to a company that proposes to:
 - (i) dispose of all or the greater part of its assets or undertaking;
 - (ii) amalgamate or merge with another company; or
 - (iii) implement a Repurchase of arrangement,the Panel has issued a compliance certificate in respect of the transaction, in terms of section 119(4)(b), or exempted the transaction in terms of section 119(6).
- (2) A proposed transaction contemplated in subsection (1) must be approved-
- (a) by a special resolution adopted by persons entitled to exercise voting rights on such a matter, at a meeting called for that purpose and at which sufficient persons are present to exercise, in aggregate, at least 25% of all of the voting rights that are entitled to be exercised on that matter, or any higher percentage as may be required by the company's Memorandum of Incorporation, as contemplated in section 64(2); and
 - (b) by a special resolution, also adopted in the manner required by paragraph (a), by the shareholders of the company's holding company if any, if:
 - (i) the holding company is a company or an external company;
 - (ii) the proposed transaction concerns a disposal of all or the greater part of the assets or undertaking of the subsidiary; and
 - (iii) having regard to the consolidated financial statements of the holding company, the disposal by the subsidiary constitutes a disposal of all or the greater part of the assets or undertaking of the holding company; and
 - (c) by the court, to the extent required in the circumstances and manner contemplated in subsections (3) to (6).
- (3) Despite a resolution having been adopted as contemplated in subsections (2)(a) and (b), a company may not proceed to implement that resolution without the approval of a court if-
- (a) the resolution was opposed by at least 15% of the voting rights that were exercised on that resolution and, within five business days after the vote, any person who voted against the resolution requires the company to seek court approval; or
 - (b) the court, on an application within 10 business days after the vote by any person who voted against the resolution, grants that person leave, in terms of subsection (6), to apply to a court for a review of the transaction in accordance with subsection (7).
- (4) For the purposes of subsections (2) and (3), any voting rights controlled by an acquiring party, a person related to an acquiring party, or a person acting in concert with either of them, must not be included in calculating the percentage of voting rights:
- (a) required to be present, or actually present, in determining whether the applicable quorum requirements are satisfied; or
 - (b) required to be voted in support of a resolution, or actually voted in support of the resolution.
- (4A) In subsection (4), "**act in concert**" has the meaning set out in section 117(1)(b).

- (5) If a resolution requires approval by a court as contemplated in terms of subsection (3)(a), the company must either:
 - (a) within 10 business days after the vote, apply to the court for approval, and bear the costs of that application; or
 - (b) treat the resolution as a nullity.
- (6) On an application contemplated in subsection (3)(b), the court may grant leave only if it is satisfied that the applicant:
 - (a) is acting in good faith;
 - (b) appears prepared and able to sustain the proceedings; and
 - (c) has alleged facts which, if proved, would support an order in terms of subsection (7).
- (7) On reviewing a resolution that is the subject of an application in terms of subsection (5)(a), or after granting leave in terms of subsection (6), the court may set aside the resolution only if:
 - (a) the resolution is manifestly unfair to any class of holders of the company's securities; or
 - (b) the vote was materially tainted by conflict of interest, inadequate disclosure, failure to comply with the Act, the Memorandum of Incorporation or any applicable rules of the company, or other significant and material procedural irregularity.
- (8) The holder of any voting rights in a company is entitled to seek relief in terms of section 164 if that person:
 - (a) notified the company in advance of the intention to oppose a special resolution contemplated in this section; and
 - (b) was present at the meeting and voted against that special resolution.
- (9) If a transaction contemplated in this Part has been approved, any person to whom assets are, or an undertaking is, to be transferred, may apply to a court for an order to effect:
 - (a) the transfer of the whole or any part of the undertaking, assets and liabilities of a company contemplated in that transaction;
 - (b) the allotment and appropriation of any shares or similar interests to be allotted or appropriated as a consequence of the transaction;
 - (c) the transfer of shares from one person to another;
 - (d) the dissolution, without winding-up, of a company, as contemplated in the transaction;
 - (e) incidental, consequential and supplemental matters that are necessary for the effectiveness and completion of the transaction; or
 - (f) any other relief that may be necessary or appropriate to give effect to, and properly implement, the amalgamation or merger.

SECTION 164 OF THE COMPANIES ACT

- (1) This section does not apply in any circumstances relating to a transaction, agreement or offer pursuant to a business rescue plan that was approved by shareholders of a company, in terms of section 152.
- (2) If a company has given notice to shareholders of a meeting to consider adopting a resolution to:
 - (a) amend its Memorandum of Incorporation by altering the preferences, rights, limitations or other terms of any class of its shares in any manner materially adverse to the rights or interests of holders of that class of shares, as contemplated in section 37(8); or
 - (b) enter into a transaction contemplated in section 112, 113, or 114, that notice must include a statement informing shareholders of their rights under this section.
- (3) At any time before a resolution referred to in subsection (2) is to be voted on, a dissenting shareholder may give the company a written notice objecting to the resolution.
- (4) Within 10 business days after a company has adopted a resolution contemplated in this section, the company must send a notice that the resolution has been adopted to each shareholder who:
 - (a) gave the company a written notice of objection in terms of subsection (3); and
 - (b) has neither:
 - (i) withdrawn that notice; or
 - (ii) voted in support of the resolution.

- (5) A shareholder may demand that the company pay the shareholder the fair value for all of the shares of the company held by that person if:
- (a) the shareholder:
 - (i) sent the company a notice of objection, subject to subsection (6); and (ii) in the case of an amendment to the company's Memorandum of Incorporation, holds shares of a class that is materially and adversely affected by the amendment;
 - (ii) the company has adopted the resolution contemplated in subsection (2); and
 - (b) the shareholder:
 - (i) voted against that resolution; and
 - (ii) has complied with all of the procedural requirements of this section.
- (6) The requirement of subsection (5)(a)(i) does not apply if the company failed to give notice of the meeting, or failed to include in that notice a statement of the shareholders rights under this section.
- (7) A shareholder who satisfies the requirements of subsection (5) may make a demand contemplated in that subsection by delivering a written notice to the company within:
- (a) 20 business days after receiving a notice under subsection (4); or
 - (b) if the shareholder does not receive a notice under subsection (4), within 20 business days after learning that the resolution has been adopted.
- (8) A demand delivered in terms of subsections (5) to (7) must also be delivered to the Panel, and must state:
- (a) the shareholder's name and address;
 - (b) the number and class of shares in respect of which the shareholder seeks payment; and
 - (c) a demand for payment of the fair value of those shares.
- (9) A shareholder who has sent a demand in terms of subsections (5) to (8) has no further rights in respect of those shares, other than to be paid their fair value, unless:
- (a) the shareholder withdraws that demand before the company makes an offer under subsection (11), or allows an offer made by the company to lapse, as contemplated in subsection (12)(b);
 - (b) the company fails to make an offer in accordance with subsection (11) and the shareholder withdraws the demand; or
 - (c) the company, by a subsequent special resolution, revokes the adopted resolution that gave rise to the shareholder's rights under this section.
- (10) If any of the events contemplated in subsection (9) occur, all of the shareholder's rights in respect of the shares are reinstated without interruption.
- (11) Within five business days after the later of:
- (a) the day on which the action approved by the resolution is effective;
 - (b) the last day for the receipt of demands in terms of subsection (7)(a); or
 - (c) the day the company received a demand as contemplated in subsection (7)(b), if applicable, the company must send to each shareholder who has sent such a demand a written offer to pay an amount considered by the company's directors to be the fair value of the relevant shares, subject to subsection (16), accompanied by a statement showing how that value was determined.
- (12) Every offer made under subsection (11):
- (a) in respect of shares of the same class or series must be on the same terms; and
 - (b) lapses if it has not been accepted within 30 business days after it was made.
- (13) If a shareholder accepts an offer made under subsection (12):
- (a) the shareholder must either in the case of:
 - (i) shares evidenced by certificates, tender the relevant share certificates to the company or the company's transfer agent; or
 - (ii) uncertificated shares, take the steps required in terms of section 53 to direct the transfer of those shares to the company or the company's transfer agent; and
 - (b) the company must pay that shareholder the agreed amount within 10 business days after the shareholder accepted the offer and:
 - (i) tendered the share certificates; or
 - (ii) directed the transfer to the company of uncertificated shares.

- (14) A shareholder who has made a demand in terms of subsections (5) to (8) may apply to a court to determine a fair value in respect of the shares that were the subject of that demand, and an order requiring the company to pay the shareholder the fair value so determined, if the company has:
- (a) failed to make an offer under subsection (11); or
 - (b) made an offer that the shareholder considers to be inadequate, and that offer has not lapsed.
- (15) On an application to the court under subsection (14):
- (a) all dissenting shareholders who have not accepted an offer from the company as at the date of the application must be joined as parties and are bound by the decision of the court;
 - (b) the company must notify each affected dissenting shareholder of the date, place and consequences of the application and of their right to participate in the court proceedings; and
 - (c) the court:
 - (i) may determine whether any other person is a dissenting shareholder who should be joined as a party;
 - (ii) must determine a fair value in respect of the shares of all dissenting shareholders, subject to subsection (16);
 - (iii) in its discretion may:
 - (aa) appoint one or more appraisers to assist it in determining the fair value in respect of the shares; or
 - (bb) allow a reasonable rate of interest on the amount payable to each dissenting shareholder from the date the action approved by the resolution is effective, until the date of payment;
 - (iv) may make an appropriate order of costs, having regard to any offer made by the company, and the final determination of the fair value by the court; and
 - (v) must make an order requiring:
 - (aa) the dissenting shareholders to either withdraw their respective demands or to comply with subsection (13)(a); and
 - (bb) the company to pay the fair value in respect of their shares to each dissenting shareholder who complies with subsection (13)(a), subject to any conditions the court considers necessary to ensure that the company fulfils its obligations under this section.
- (15A) At any time before the court has made an order contemplated in subsection (15)(c)(v), a dissenting shareholder may accept the offer made by the company in terms of subsection (11), in which case:
- (a) that shareholder must comply with the requirements of subsection 13(a); and
 - (b) the company must comply with the requirements of subsection 13(b).
- (16) The fair value in respect of any shares must be determined as at the date on which, and time immediately before, the company adopted the resolution that gave rise to a shareholder's rights under this section.
- (17) If there are reasonable grounds to believe that compliance by a company with subsection (13)(b), or with a court order in terms of subsection (15)(c)(v)(bb), would result in the company being unable to pay its debts as they fall due and payable for the ensuing 12 months:
- (a) the company may apply to a court for an order varying the company's obligations in terms of the relevant subsection; and
 - (b) the court may make an order that:
 - (i) is just and equitable, having regard to the financial circumstances of the company; and
 - (ii) ensures that the person to whom the company owes money in terms of this section is paid at the earliest possible date compatible with the company satisfying its other financial obligations as they fall due and payable.
- (18) If the resolution that gave rise to a shareholder's rights under this section authorised the company to amalgamate or merge with one or more other companies, such that the company whose shares are the subject of a demand in terms of this section has ceased to exist, the obligations of that company under this section are obligations of the successor to that company resulting from the amalgamation or merger.
- (19) For greater certainty, the making of a demand, tendering of shares and payment by a company to a shareholder in terms of this section do not constitute a distribution by the company, or an acquisition of its shares by the company within the meaning of section 48, and therefore are not subject to:
- (a) the provisions of that section; or
 - (b) the application by the company of the solvency and liquidity test set out in section 4.
- (20) Except to the extent:
- (a) expressly provided in this section; or
 - (b) that the Panel rules otherwise in a particular case,
- a payment by a company to a shareholder in terms of this section does not obligate any person to make a comparable offer under section 125 to any other person.

MATERIAL RISKS

	IIRC	Risk name	Risk description	Business impact	Mitigation
1.	Financial	Unreasonable and unjustified significant increases in municipal rates and taxes impacting cost of occupancy and ultimately net operating income. Substandard service delivery.	The risk of unpredicted significant increases in the cost of utility rates and the risk of substandard service delivery	<p>Negative impact on the cost of occupancy for tenants which makes renewal negotiations difficult; decrease in valuation of assets.</p> <p>Distrust between business and local government service delivery, resulting in businesses investing elsewhere.</p> <p>Substandard infrastructure and maintenance so minimal new capital projects undertaken or completed successfully.</p>	Safari maximised investment in solar power systems at centres to reduce reliance on municipal power. Boreholes and backup water systems rolled out at centers to ensure smooth operations and effective firefighting equipment. Safari supports property forum groups that may oppose unreasonable rates applied by municipalities.
2.	Manufactured	Property utility supply risk	The risk of disruption and failure to supply utility services and administrative management	<p>Disruption to trading hours directly impacting tenant turnovers. Backup power and water facilities increase the operating costs to supply essential utilities. Loadshedding and water interruptions are expected to increase while backup power and water are expensive and becoming unsustainable for tenants to absorb the cost, costs are ultimately absorbed by landlords. Poor service delivery or utility service interruptions may give rise to community unrest and protest actions.</p>	Safari provides necessary back-up power and water at its centres. Solar systems and borehole water are operational at most centres.
3.	Societal/ Relational	Political unrest and riots risk	The risk of violent protests and/or riots, looting of shops	Disruption of political or social stability negatively impacts communities, economic activity, and the operation of our shopping centres.	Safari has dedicated centre managers at all shopping centres who closely liaise with the internalised security function as well as the South African Police Service (SAPS) on a regular basis to assess risks. As an additional measure appropriate insurance cover is in place. Emergency evacuation plans for tenants and employees implemented, and an effective business continuity management programme in place.
4.	Financial	Interest rate risk	The risk of a rise in interest rates	Reduced yields and lower distributable earning; limiting additional funding possibilities.	Hedging policy is in place; approximately 30% of interest-bearing debt hedged by way of interest rate swaps

	IIRC	Risk name	Risk description	Business impact	Mitigation
5.	Financial	Energy cost risk	The risk of sharp and/or sustained energy price increases.	Economic pressure on energy-dependent industries.	Monitor utilities per building with auto-flagging mechanisms in place. Undertake energy-saving initiatives through solar projects. Regularly serviced generators at all centres.
6.	Financial	Decline in national economy and increased unemployment	The risk of poor economic growth, even negative growth, resulting in increase in unemployment, especially in lower LSM communities being serviced by Safari's centres.	Poor economic growth and increased unemployment lead to reduced income in the catchment area of Safari's centres and, as a result, reduction in purchasing power.	Safari's tenants are predominantly suppliers of basic goods and groceries for which demand is stable. Safari strives to have strong relationships with the local community via our marketing and centre management staff, leading to a sense of ownership and loyalty from the communities. Safari's centres are also a stimulus for new businesses, entrepreneurship, and employment opportunities.
7.	Manufactured	Expense to income ratio risk	The risk of costs consistently rising at a higher rate than income.	Decreased net profit.	Cost per square metre is compared throughout the portfolio to ensure that expenses are in line per centre. Lease agreements due for renewal are considered six months in advance to enable management to negotiate optimum rental and escalation. Leases due for renewal are reviewed in detail and trading density, cost of occupancy, location etc. are taken into account. Centre specific budgets are compiled and the Audit Partner, CEO and CFO conduct quarterly evaluations to adjust the forecast if needed.
8.	Financial	Capital availability risk	The risk of inability to raise funding for capital and operational requirements.	Restricted growth opportunities. Low liquidity which negatively impacts the ease of raising funds in the market.	The investment committee continually monitors capital requirements and there is an open communication line with existing and prospective lenders in this regard. Management of cash flow forecasts help identify the appropriate time to raise funds from the market.
9.	Societal/ Relational	COVID-19 or similar dreaded disease	The risk of loss and other consequences related to the COVID 19 or similar pandemic.	Negative impact on tenant sustainability due to widespread fatalities and economic disruption.	Safari obtains clarity from its insurer on cover in case of such business interruptions. Management to deal with tenant concerns and relief requests on a case-by-case basis. Shopping centres prepared to operate in compliance with imposed levels of restrictions. These include but are not limited to social distancing measures, hygienic cleaning efforts, sanitisers and disinfectants readily available.
10.	Financial	Credit risk	The risk of liquidation or default by tenants.	Failure to recover debt from tenants. Negative impact of potential business rescue proceedings.	Safari portfolio consists of >80% national tenants. Authorised background/credit checks are performed on new tenants before any contracts are signed. Daily monitoring of debtors lists is undertaken. Lease administrator follow-ups in the case of default are carried out on a daily basis and necessary action taken accordingly.

EXTRACTS OF AUDITED SUMMARISED HISTORICAL FINANCIAL INFORMATION OF SAFARI FOR THE FINANCIAL YEARS ENDED 31 MARCH 2020, 31 MARCH 2021 AND 31 MARCH 2022

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 MARCH

	2022 R'000	2021 R'000	2020 R'000
ASSETS			
Non-current assets			
Property, plant and equipment	738	920	912
Right-of-use assets	4 976	5 955	6 934
Investment property	3 212 687	3 245 810	3 058 199
Fair value of investment property	3 307 763	3 353 762	3 149 392
Straight-line lease adjustment	(95 076)	(107 952)	(91 193)
Loans to shareholders	40 436	43 077	44 399
Investment in joint ventures	1 500	–	–
Straight-lining lease asset	94 435	104 591	87 637
Deferred tax asset	22 284	20 038	24 234
	3 377 056	3 420 391	3 222 315
Current assets			
Inventories	60 026	106 000	122 684
Loans to shareholders	7 059	6 262	5 465
Trade and other receivables	18 740	13 050	12 593
Operating lease asset	641	3 361	3 557
Cash and cash equivalents	7 131	5 085	6 105
	93 597	133 758	150 404
Investment property held-for-sale	175 900	–	–
Total assets	3 646 553	3 554 149	3 372 719
EQUITY AND LIABILITIES			
Equity and reserves			
Stated capital	1 606 452	1 606 452	1 606 452
Retained income	667 560	542 738	375 711
Share-based payment reserve	465	–	–
Total equity and reserves	2 274 477	2 149 190	1 982 163
Liabilities			
Non-current liabilities			
Interest-bearing borrowings	1 248 844	516 065	500 000
Derivatives	10 735	35 540	23 875
Lease liabilities	5 525	6 332	6 975
Deferred tax	20 095	9 361	19 206
	1 285 199	567 298	550 056
Current liabilities			
Trade and other payables	30 074	29 756	32 089
Interest-bearing borrowings	52 655	804 386	587 240
Derivatives	3 341	2 875	252
Lease liabilities	807	644	502
Share-based payment liability	–	–	220 417
	86 877	837 661	840 500
Total liabilities	1 372 076	1 404 959	1 390 556
Total equity and liabilities	3 646 553	3 554 149	3 372 719

CONDENSED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 MARCH

	2022 R'000	2021 R'000	Restated 2020 R'000
Revenue	416 068	342 712	366 784
Property revenue	365 478	320 898	320 788
Straight-line lease adjustment	9 160	16 759	24 656
Revenue from sale of inventory	41 430	5 055	21 340
Other income	34 581	6 376	5 444
Cost of inventory sold	(45 204)	(5 356)	(20 774)
Impairment of inventory	(2 511)	(11 508)	(11 233)
Operating expenses	(157 790)	(116 993)	(114 831)
Operating profit	245 144	215 231	225 390
Investment income	4 161	4 426	5 605
Fair value adjustments	88 038	153 058	(8 179)
Finance costs	(98 264)	(97 662)	(90 995)
Fair value profit/(loss) on hedging instruments	23 902	(12 835)	(21 870)
Profit before taxation	262 981	262 218	109 951
Taxation	(9 246)	5 361	(2 289)
Profit for the year	253 735	267 579	107 662
Other comprehensive income	-	-	-
Total comprehensive income for the year	253 735	267 579	107 662
Basic earnings per share (cents)	98,41	103,78	42
Diluted earnings per share (cents)	98,37	103,78	42

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH

	Stated capital R'000	Share-based payment reserve R'000	Retained income 2020 R'000	Total equity R'000
Balance as at 1 April 2019	1 828 902		417 245	2 246 147
Profit for the year	–	–	107 662	107 662
Other comprehensive income	–	–	–	–
Total comprehensive income for the year	–	–	107 662	107 662
Share-based payment	(2 033)	–	–	(2 033)
Share-based payment liability	(220 417)	–	–	(220 417)
REIT distribution paid	–	–	(149 196)	(149 196)
Total contributions by and distributions to owners of company recognised directly in equity	(222 450)	–	(149 196)	(371 646)
Balance as at 1 April 2020	1 606 452		375 711	1 982 163
Profit for the year	–	–	267 579	267 579
Other comprehensive income	–	–	–	–
Total comprehensive income for the year	–	–	267 579	267 579
REIT distribution paid	–	–	(100 552)	(100 552)
Total contributions by and distributions to owners of the Group recognised directly in equity	–	–	(100 552)	(100 552)
Balance as at 1 April 2021	1 606 452		542 738	2 149 190
Profit for the year	–	–	253 735	253 735
Other comprehensive income	–	–	–	–
Total comprehensive income for the year	–	–	253 735	253 735
Long term incentive plan	–	465	–	465
REIT distribution paid	–	–	(128 913)	(128 913)
Total contributions by and distributions to owners of the Group recognised directly in equity	–	465	(128 913)	(128 448)
Balance as at 31 March 2022	1 606 452	465	667 560	2 274 477

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH

	2022 R'000	2021 R'000	Restated 2020 R'000
Cash flows from operating activities			
Cash generated from operations	279 917	213 595	238 047
Investment income received	4 171	4 646	5 759
Finance costs paid	(99 991)	(98 424)	(90 911)
REIT distribution paid	(128 913)	(100 552)	(149 197)
Tax paid	(757)	(288)	(495)
Net cash generated from/(used in) operating activities	54 427	18 977	3 203
Cash flows from investing activities			
Purchase of property, plant and equipment	(122)	(258)	(1 060)
Development of investment property	(32 702)	(34 553)	(57 374)
Investment in joint venture	(1 500)	–	–
Proceeds from shareholders' loan	1 833	321	1 289
Net cash (used in)/from investing activities	(32 491)	(34 490)	(57 145)
Cash flows from financing activities			
Payment of share-based payment liability	–	(220 417)	(252 033)
Proceeds from interest-bearing borrowings	1 151 308	946 259	564 983
Repayment of interest-bearing borrowings	(1 170 554)	(710 847)	(259 782)
Payment lease liabilities	(644)	(502)	(354)
Net cash (used in)/from financing activities	(19 890)	14 493	52 814
Total cash movement for the year	2 046	(1 020)	(1 128)
Cash at the beginning of the year	5 085	6 105	7 233
Total cash and cash equivalents at the end of the year	7 131	5 085	6 105

The Company's Integrated Annual Reports for 2020, 2021 and 2022 are available at <https://www.safari-investments.com/investor-relations>.



SAFARI INVESTMENTS RSA LIMITED
(Incorporated in the Republic of South Africa)
(Registration number 2000/015002/06)
Share code: SAR ISIN Number: ZAE000188280
(Approved as a REIT by the JSE)
("Safari" or "the Company")

NOTICE OF GENERAL MEETING

ATTENTION OF SHAREHOLDERS IS DRAWN TO ANNEXURE 2 OF THE CIRCULAR, WHICH SETS OUT THE PROVISIONS OF SECTIONS 114 AND 115, AND 164 OF THE COMPANIES ACT.

If you are in any doubt as to what action you should take in respect of the General Meeting and/or the Repurchase Resolution, please consult your banker, legal advisor or other professional advisor immediately.

All terms used in this Notice of General Meeting ("**Notice**") shall, unless the context otherwise requires or they are otherwise defined herein, have the meanings attributed to them in the Circular to which this Notice is attached.

Shareholders are reminded that:

- a Shareholder entitled to attend and participate at the General Meeting is entitled to appoint a proxy to attend and participate in its stead at the General Meeting in the place of that Shareholder, and Shareholders are referred to the attached Form of Proxy (*yellow*) in this regard;
- a proxy need not also be a Shareholder; and
- in terms of section 63(1) of the Companies Act, any person attending or participating in a meeting of shareholders must present reasonably satisfactory identification, and the chairperson must be reasonably satisfied that the right of any person to attend and participate in (whether as shareholder or as proxy for a shareholder) has been reasonably verified.

Notice is hereby given that a meeting of the Shareholders, as at the Voting Record Date of Friday, 24 March 2023, will be held entirely by electronic communication at 12.00 on Friday, 31 March 2023 (or any adjourned or postponed date determined in accordance with the provisions of section 64(11) of the Companies Act and the MOI) to consider and, if deemed fit, pass, with or without modification, the Repurchase Resolution set out in this Notice.

SPECIAL RESOLUTION NUMBER 1 – APPROVAL FOR THE REPURCHASE IN TERMS OF SECTIONS 48(8 (B), 114(1)(E) AND 115(2)(A) OF THE COMPANIES ACT AND PARAGRAPH 5.69 OF THE JSE LISTINGS REQUIREMENTS

"RESOLVED THAT, Safari be and is hereby authorised, by way of specific authority, in terms of the Companies Act, the JSE Listings Requirements and the Safari MOI, to repurchase the Repurchase Shares from the Maitlantic 1038 Proprietary Limited for the Repurchase Consideration and once implemented, to cancel (and delist) the Repurchase Shares and restore such shares to the authorised, but unissued, share capital of Safari."

Voting requirement

In terms of section 115(2)(a) of the Companies Act, the Company's MOI and the JSE Listings Requirements, Special Resolution Number 1 must be adopted by Shareholders:

- at a meeting at which sufficient persons are present to exercise at least 25% of the voting rights that are entitled to be exercised thereon; and
- with the support of at least 75% of all of the voting rights exercised on the resolution, save for any voting rights attaching to the Repurchase Shares.

In terms of paragraph 5.69 of the JSE Listings Requirements, the Repurchase requires approval of the Shareholders by way of a special resolution with the approval of 75% of the Shareholders authorised to vote on the resolution (excluding the voting rights attached to the Repurchase Shares and shall specifically exclude the Nominee).

Explanatory Note

The reason for Special Resolution Number 1 is for Shareholders to approve the Repurchase in terms of sections 48(8)(b) and 115(2)(a) of the Companies Act and paragraph 5.69 of the JSE Listings Requirements. In terms of section 48(8)(b) of the Companies Act, the Repurchase is subject to the requirements of section 114 and 115 of the Companies Act if, considered alone, or together with other transactions in an integrated series of transactions, it involves the acquisition by the Company of more than 5% of the issued shares of any particular class of the Company's shares.

ORDINARY RESOLUTION NUMBER 1 – AUTHORITY OF THE DIRECTORS

“RESOLVED THAT, any of the members of the Safari Board and/or the Company Secretary be and are hereby authorised to do all things, sign all documents and take all such actions required and generally do anything necessary or desirable to give effect to and implement special resolution number 1 set out above and all such actions taken prior hereto be and are hereby ratified and approved to the extent permissible by law.”

Voting requirement

For Ordinary Resolution Number 1 to be adopted, it must be supported by more than 50% of the voting rights exercised on Ordinary Resolution Number 1 by Safari Shareholders entitled to exercise voting rights at a quorate meeting. In this regard, at least 25% of all the voting rights that are entitled to be exercised on Ordinary Resolution Number 1 must be present in person or represented by proxy at the General Meeting.

No voting rights attached to the Repurchase Shares may be exercised on Ordinary Resolution Number 1.

Explanatory Note

The reason for and effect of Ordinary Resolution Number 1 is to authorise and empower the Directors and/or Company Secretary to take all action as may be required, necessary or desirable to give effect to the Repurchase.

By order of the Board



D C Engelbrecht
CEO and Executive Director

Pretoria
Wednesday, 1 March 2023

The Corner Office
410 Lynnwood Road
Lynwood
Pretoria
0081



SAFARI INVESTMENTS RSA LIMITED
 (Incorporated in the Republic of South Africa)
 (Registration number 2000/015002/06)
 Share code: SAR ISIN Number: ZAE000188280
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 (“Safari” or “the Company”)

FORM OF PROXY (YELLOW) – FOR USE BY CERTIFICATED AND OWN-NAME DEMATERIALISED SHAREHOLDERS ONLY

All terms used in this Form of Proxy (*yellow*) (“Form”) shall, unless the context otherwise requires or they are otherwise defined herein, have the meanings attributed to them in the Circular to which this Form is attached.

For use by certificated and own-name dematerialised Shareholders registered as such at the close of business on the Voting Record Date, at the General Meeting to be held virtually at **12:00, on Friday, 31 March 2023** (or any adjourned or postponed date in accordance with the provisions of section 64(11) of the Companies Act and the MOI) to consider and, if deemed fit, pass, with or without modification, the Repurchase Resolution set out in the Notice of General Meeting.

It is recommended that you complete this Form in accordance with the instructions contained herein and ensure that it is received by TMS, for administrative purposes, by no later than **12:00, on Thursday, 30 March 2023** before the General Meeting that is to be held entirely by electronic communication at **12:00, on Friday, 31 March 2023** (or any adjourned or postponed date in accordance with the provisions of section 64(11) of the Companies Act and the MOI) to consider and, if deemed fit, pass, with or without modification, the Repurchase Resolution set out in the Notice of General Meeting. Should this Form not be delivered to TMS by this time, you will be required to provide a copy of this Form to the chairperson of the General Meeting by emailing it to TMS at proxy@tmsmeetings.co.za before the appointed proxy exercises any of the Shareholder’s rights at the General Meeting (or any postponement or adjournment thereof).

I/We (Full names in **BLOCK LETTERS** please)

of (address)

being the holder of _____ Shares in the share capital of Safari, do hereby appoint (see note 4):

- 1. _____ or failing him
- 2. _____ or failing him
- 3. the Chairperson of the General Meeting

as my/our proxy to attend and participate for me/us on my/our behalf at the General Meeting (or any postponement or adjournment thereof) for purposes of considering and, if deemed fit, passing, with or without modification, the Repurchase Resolution to be proposed thereat and at each postponement or adjournment thereof and to vote for and/or against the Repurchase Resolution and/or abstain from voting in respect of the Shares registered in my/our name/s. In accordance with the following instruction and otherwise in accordance with the Companies Act, the MOI and the terms of the attached notes:

Please indicate with an “X” in the appropriate space below how you wish your vote to be cast. Unless this is done the proxy (if not the chairperson of the General Meeting) shall be entitled to vote or abstain from voting as he thinks fit, provided that if the proxy is the chairperson of the General Meeting, he shall be deemed to be instructed to vote in favour of the Repurchase Resolution set out in the Notice of General Meeting to which this Form is attached, in respect of all Shares held by the Shareholder:

	Number of votes		
	For	Against	Abstain
Special Resolution Number 1 Approval of the Repurchase in terms of sections 48(8)(b), 114(1)(e) and 115(2)(a) of the Companies Act and paragraph 5.69 of the JSE Listings Requirements			
Ordinary Resolution Number 1 Authority of the directors			

Signed at _____

on _____

2023

Signature _____

Capacity of signatory (*where applicable*) _____

Assisted by (*where applicable*) _____

Capacity of signatory _____

Telephone number () _____

Cellphone number _____

A Shareholder entitled to attend and participate at the General Meeting is entitled to appoint a proxy to attend and participate at the General Meeting (including any postponement or adjournment thereof). A proxy need not be a Shareholder.

Summary of the rights established in terms of section 58 of the Companies Act

For purposes of this summary, the term “shareholder” shall have the meaning ascribed thereto in section 57(1) of the Companies Act.

In terms of section 58 of the Companies Act:

- at any time, a shareholder of a company is entitled to appoint an individual, including an individual who is not a shareholder of that company, as a proxy, to participate in, speak and vote at, a shareholders’ meeting on behalf of the shareholder;
- a proxy appointment must be in writing, dated and signed by the relevant shareholder, and such proxy appointment remains valid for one year after the date upon which the proxy was signed, or any longer or shorter period expressly set out in the appointment, unless it is revoked in a manner contemplated in section 58(4)(c) of the Companies Act or expires earlier as contemplated in section 58(8)(d) of the Companies Act;
- except to the extent that a company’s memorandum of incorporation provides otherwise:
 - o a shareholder may appoint two or more persons concurrently as proxies, and may appoint more than one proxy to exercise voting rights attached to different securities held by the shareholder;
 - o a proxy may delegate his authority to act on behalf of a shareholder to another person, subject to any restriction set out in the instrument appointing the proxy; and
 - o a copy of the instrument appointing a proxy must be delivered to the relevant company, or to any other person on behalf of the relevant company, before the proxy exercises any rights of the shareholder at a shareholders’ meeting;
- irrespective of the form of instrument used to appoint a proxy, the appointment of the proxy is suspended at any time and to the extent that the shareholder who appointed that proxy chooses to act directly and in person in the exercise of any rights as a shareholder of the relevant company;
- unless the proxy appointment expressly states otherwise, the appointment of a proxy is revocable. If the appointment of a proxy is revocable, 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 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 relevant shareholder as of the later of the date: (a) stated in the revocation instrument, if any; or (b) upon which the revocation instrument is delivered to the proxy and the relevant company as required in section 58(4)(c)(ii) of the Companies Act;
- if the instrument appointing a proxy has been delivered to the relevant company, as long as that appointment remains in effect, any notice that is required by the Companies Act or the relevant company’s memorandum of incorporation to be delivered by such company to the shareholder, must be delivered by such company to the shareholder, or to the proxy, if the shareholder has directed the relevant company to do so in writing and paid any reasonable fee charged by the company for doing so;
- a proxy is entitled to exercise, or abstain from exercising, any voting right of the relevant shareholder without direction, except to the extent that the memorandum of incorporation, or the instrument appointing the proxy provide otherwise;
- if a company issues an invitation to shareholders to appoint one or more persons named by such company as a proxy, or supplies a form of instrument for appointing a proxy:
 - o such invitation must be sent to every shareholder who is entitled to notice of the meeting at which the proxy is intended to be exercised;
 - o the invitation, or form of instrument supplied by the relevant company, must: (a) bear a reasonably prominent summary of the rights established in section 58 of the Companies Act; (b) contain adequate blank space, immediately preceding the name or names of any person or persons named in it, to enable a shareholder to write in the name and, if so desired, an alternative name of a proxy chosen by such shareholder; and (c) provide adequate space for the shareholder to indicate whether the appointed proxy is to vote in favour or against the applicable resolution/s to be put at the relevant meeting, or is to abstain from voting;
 - o the company must not require that the proxy appointment be made irrevocable; and
 - o the proxy appointment remains valid only until the end of the relevant meeting at which it was intended to be used, unless revoked as contemplated in section 58(5) of the Companies Act.

NOTES:

1. Every Shareholder present in person or by proxy and entitled to attend and participate at the General Meeting shall in the event of a poll be entitled to one vote in respect of each Share held by him.
2. A Shareholder may insert the name of its proxy or the names of two alternative proxies of the Shareholder's choice in the space/s provided overleaf, with or without deleting "the *chairperson of the General Meeting*", but any such deletion must be initialled by the Shareholder. Should this space be left blank, the chairperson of the General Meeting will exercise the proxy. The person whose name appears first on the Form and who is present at the General Meeting will be entitled to act as proxy to the exclusion of those whose names follow.
3. A Shareholder's voting instructions to the proxy must be indicated by the insertion of an "X" or the number of votes exercisable by that Shareholder in the appropriate space provided. If an "X" has been inserted in the block to the Repurchase Resolution, it will indicate the voting of all the Shares held by the Shareholder concerned. Failure to do this shall be deemed to authorise the proxy to vote or to abstain from voting at the General Meeting, as he thinks fit in respect of all the Shareholder's exercisable votes. A Shareholder or his proxy is not obliged to use all the votes exercisable by his proxy, but the total number of votes cast, or those in respect of which abstention is recorded, may not exceed the total number of votes exercisable by the Shareholder or by his proxy.
4. A minor or any person under incapacity must be assisted by his parent or guardian, as applicable, unless the relevant documents establishing his legal capacity are produced or have been registered by the Company Secretary.
5. The completed Form or the power of attorney, or other authority, must be lodged with TMS at:

Hand deliveries to:
1st Floor, JSE Building,
One Exchange Square
2 Gwen Lane
Sandown, 2196

Postal deliveries or email to:
proxy@tmsmeetings.co.za

and is required to be delivered, for administrative purposes, to the Company Secretary on or before Thursday, 30 March 2023 (excluding Saturdays, Sundays and gazetted, national public holidays in South Africa) (or such lesser period as the Directors may determine in relation to any particular meeting) before the time appointed for the holding of the General Meeting (including an postponed or adjourned meeting), or in the case of a poll, not less than 24 hours (or such lesser period determined as aforesaid in relation to the particular poll) before the time appointed for taking the poll. Should the Form not be delivered to the Company Secretary by this time, you will be required to furnish a copy of such Form to the chairperson of the General Meeting by emailing it to TMS at proxy@tmsmeetings.co.za before the appointed proxy exercises any of the Shareholder's rights at the General Meeting (or any postponement or adjournment thereof).

6. Documentary evidence establishing the authority of a person signing this Form in a representative capacity (e.g. for a company, close corporation, trust, pension fund, deceased estate etc.) must be attached to this Form unless previously recorded with TMS or waived by the chairperson of the General Meeting.
7. Where this Form is signed under power of attorney, such power of attorney must accompany this Form, unless previously recorded with TMS or waived by the chairperson of the General Meeting.
8. The completion and lodging of this Form shall not preclude the relevant Shareholder from attending and participating at the General Meeting (including any postponement or adjournment thereof) to the exclusion of any proxy appointed in terms hereof, should such Shareholder wish to do so.
9. The completion of any blank spaces overleaf need not be initialled. Any alterations or corrections to this Form other than the deletion of alternatives must be initialled by the signatory/ies.
10. The chairperson of the General Meeting may reject or accept any Form which is completed other than in accordance with these instructions provided that he is satisfied as to the manner in which a Shareholder wishes to vote.
11. Where there are joint holders of Shares:
 - 11.1 any one holder may sign the Form;
 - 11.2 the vote/s of the senior Shareholder (for that purpose seniority will be determined by the order in which the names of Shareholders appear in the Register) who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote/s of the other joint Shareholder/s.
12. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or mental disorder of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the Shares in respect of which the proxy is given, provided that no notification in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by Safari at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.



SAFARI INVESTMENTS RSA LIMITED
(Incorporated in the Republic of South Africa)
(Registration number 2000/015002/06)
Share code: SAR ISIN Number: ZAE000188280
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("Safari" or "the Company")

ELECTRONIC PARTICIPATION FORM (*PINK*)

All terms used in this Electronic Participation Form (*pink*) ("*Form*") shall, unless the context otherwise requires or they are otherwise defined herein, have the meanings attributed to them in the Circular to which this Form is attached.

ELECTRONIC PARTICIPATION IN THE GENERAL MEETING TO BE HELD ON FRIDAY, 31 MARCH 2023

The General Meeting will be hosted on an interactive electronic platform, in order to facilitate remote attendance and participation by Shareholders.

- Shareholders, or their proxies or representatives, who wish to participate in the General Meeting via electronic communication must apply to deliver the electronic participation registration form below to TMS via email to proxy@tmsmeetings.co.za as soon as possible, but in any event by no later than **Thursday, 30 March 2023**
- General Meeting participants will be able to vote during the General Meeting through an electronic participation platform. Such participants, should they wish to have their vote(s) counted at the General Meeting, must provide TMS with the information requested below.
- Each Shareholder, who has complied with the requirements of this Form, will be contacted by TMS by no later than **Thursday, 30 March 2023** via email/mobile with a unique link to allow them to participate in the electronic General Meeting.
- The cost of the Shareholder's phone call or data usage will be at his own expense and will be billed separately by his own telephone service provider.
- The Shareholder's unique access credentials will be forwarded to the email/cell number provided below.

APPLICATION FORM

Name and surname of Shareholder	
Name and surname of Shareholder representative (<i>if applicable</i>)	
Identity number of Shareholder or representative	
Email address	
Mobile number	
Telephone number	
Number of Shares	
Signature	
Date	

TERMS AND CONDITIONS FOR PARTICIPATION AT THE GENERAL MEETING TO BE HELD AT 12.00 ON FRIDAY, 31 MARCH 2023 VIA ELECTRONIC COMMUNICATION

- The cost of dialling in using a telecommunication line/webcast/web-streaming to participate in the General Meeting is for the expense of the Shareholder and will be billed separately by the Shareholder's own telephone service provider.
- The participant acknowledges that the telecommunication lines/webcast/web-streaming and verification and meeting voting and participation services ("**the services**") are provided to the Company by a third party and are (among others) dependent on technological and other functionality which cannot be guaranteed, and that the participant thus uses such services entirely at its own risk. TMS is contracted solely to Safari, and neither Safari nor TMS provides shareholders any undertaking, warranty, promise or representation, whether expressed or implied, in connection with the services. Each participant using the services accordingly shall not have any claim against either Safari or TMS in connection with the services, and (subject to any non-waivable rights in law) waives any claim which it may otherwise have in this regard.
- Participants will be able to vote during the General Meeting through an electronic participation platform. Such participants, should they wish to have their vote(s) counted at the General Meeting, must act in accordance with the requirements set out above.
- Once the Shareholder has received the link, the onus to safeguard this information remains with the Repurchase Participant.
- A participant will only be eligible to participate and/or vote electronically at the meeting if this registration form has been fully completed and signed by the participant, including the required supporting documents, and emailed to TMS at proxy@tmsmeetings.co.za, and such identification and related registration request is satisfactorily verified in accordance with the provisions.

Shareholder name

Signature

Date

Important: You are required to attach a copy of your identity document/driver's licence/passport when submitting the application. In addition, in respect of any Shareholder who is a juristic person, you must also submit copies of registration documents together with the authorising resolution authorising you as the representative of such Shareholder at the General Meeting.

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INVESTMENTS RSA LTD