

ATTACQ LIMITED

(previously Atterbury Investment Holdings Limited)
(Incorporated in the Republic of South Africa)
(Registration number 1997/000543/06)
JSE share code: ATT ISIN: ZAE000177218
("Attacq" or "the company")



ABRIDGED PROSPECTUS – OPENING OF OFFER TO INVITED INVESTORS TO SUBSCRIBE FOR SHARES AND LISTING OF ATTACQ ON THE JSE LIMITED

Abridged prospectus relating to:

- a placement ("**the private placement**") to raise up to approximately R800 million by way of an offer for subscription to invited investors for up to approximately 53 333 333 private placement shares ("**private placement shares**") in the company at an issue price to be determined by demand and for which an indicative issue price of R15.00 per share has been used; and
- the subsequent listing of all the shares of the company in the "Real Estate – Real Estate Holdings and Development" sector of the JSE ("**listing**").

This abridged prospectus is not an invitation to the public to subscribe for shares in the company, but is issued in compliance with the JSE Listings Requirements and the Companies Act, 2008 ("the Companies Act"), for the purpose of giving information to the public in relation to Attacq and to invited investors in relation to the private placement.

Invited investors will be contacted by and will receive application forms to participate in the private placement from the bookrunner, Java Capital.

As the private placement constitutes an initial public offering as regulated by the Companies Act, it is accompanied by a registered prospectus ("**the prospectus**"). This announcement contains the salient information in respect of Attacq, which is more fully described in the prospectus which will be made available to invited investors from today. For a full appreciation and understanding of Attacq, the private placement and the listing, the prospectus should be read in its entirety.

INTRODUCTION

Attacq was incorporated as a private company on 17 January 1997 and converted to a public company on 19 October 2006.

The JSE has granted Attacq a listing of up to 600 268 802 shares in the "Real Estate – Real Estate Holdings and Development" sector of the JSE, in terms of the FTSE classification, under the abbreviated name: "Attacq", JSE share code: ATT and ISIN: ZAE000177218 with effect from the commencement of trade on Monday, 14 October 2013, subject to the company having satisfied the Listings Requirements regarding the spread of public shareholders.

The financial year end of the company is 30 June each year.

HISTORY, NATURE OF BUSINESS AND INVESTMENT STRATEGY

The Atterbury group was founded in 1994 in Pretoria by Louis van der Watt and François van Niekerk with its main focus on developing retail shopping centres and commercial buildings. The Atterbury group consisted of Atterbury Investment Holdings Limited (now renamed Attacq Limited), Atterbury Property Holdings Proprietary Limited ("**Atterbury Property**") (a development company) and a number of subsidiaries, associates and joint ventures.

The Attacq group being collectively, Attacq, its subsidiaries and associates (hereafter "**the group**") focuses on long-term sustainable capital growth achieved through actively investing in and managing land, property development rights and investment properties, held directly or indirectly, and benefiting from key long-term strategic relationships and alignments. The group's properties, property-related rights and land are in respect of office, mixed use, retail and light industrial properties and developments.

The business of the group is undertaken in two focus areas: investments and developments. Investments comprise completed buildings held directly or indirectly. A number of the group's investment properties were developed by Atterbury Property and retained by Attacq. Developments comprise greenfields development of land or brownfields development by refurbishment, upgrade or other improvement to existing buildings.

The properties and assets in the group's investments provide stable income and balance sheet strength for the group to responsibly secure and fund high-growth development opportunities. In turn, the group's developments generate a pipeline of high quality investment properties, as developments are generally retained rather than realised. Attacq's strategy is to have 65% by value of the group's assets in investments and 35% in developments. Attacq's weighting of investments to developments, its re-investment of profits from rentals or occasional disposals, and its retention of completed developments as investments rather than their sale and resultant realisation of development profits, are intended to optimise long-term sustainable capital growth and enhance total returns to shareholders.

Attacq will be listing on the JSE in the "Real Estate – Real Estate Holdings and Development" sector and will not seek REIT status. The group's focus on long-term sustainable capital growth differentiates it from other JSE-listed property entities that focus on the generation and regular distribution to shareholders of income derived from rental. The REIT regulatory regime is intended for property entities focused on income distribution rather than capital growth.

Attacq holds 25% of Atterbury Property, the successful property development company with which it shares a common history and lineage. The balance of the shareholding in Atterbury Property is held by its founders and management. Attacq's shareholding in Atterbury Property is strategic and positions Attacq to access and participate in the opportunities and deal flow generated by this dynamic developer.

Attacq diversifies its investments geographically. Long-term, the group's strategy for investments is to invest 70% by value in South Africa, 20% by value in other parts of Africa and 10% by value internationally outside of Africa.

WATERFALL PIPELINE

In 2008, Attacq secured leasehold and development rights to develop the commercial property on the Waterfall Business Estate ("**the Waterfall development rights**").

The Waterfall development rights constitute a unique infill development centrally located in the Midrand area of the Gauteng region, South Africa's economic heartland. This includes Waterfall City, built around the Mall of Africa, a 116 000 m² super regional mall well-positioned and tenanted for a catchment area of some 6.7 million people and the adjoining 13 400 m² open inner city park. The current approved bulk in the Waterfall pipeline is 1.75 million m². There is the potential to increase these rights over the next 10 to 15 years provided that the City of Johannesburg's spatial development framework increases.

ATTERBURY AFRICA LIMITED ("ATTERBURY AFRICA")

Attacq has an effective 32.5% shareholding in the Mauritius-based Atterbury Africa, a property investment company focused on investing and developing shopping centres on the African continent outside of South Africa.

To date, Attacq has invested US\$11.2 million in Atterbury Africa and, with this, Atterbury Africa has secured the following assets:

- a 45% interest in West Hills Mall which is situated in the West of Accra, Ghana and will measure approximately 27 700 m² upon completion in October 2014. Key tenants secured to date include Shoprite, Edgars, Jet, Truworths, Identity, Foschini Group and Woolworths;
- a 47% interest in Accra Mall in Accra, Ghana and will measure 19 075 m². The retail centre has been fully let. This mall has a long tenant waiting list due to high demand for retail space. Phase 2 is in planning and will increase the GLA of the mall to 42 023 m²;
- a 75% interest in Achimota in Accra, Ghana. This site has an area of 3.59 hectares. Atterbury Africa has recently obtained approval to build a shopping centre of approximately 14 000 m² with completion expected by March 2015; and
- a 25% interest in Waterfall Mall in Lusaka, Zambia, which is vacant land measuring 8.09 hectares.

PROSPECTS

While the board of Attacq recognises the constraints and challenges impacting on the South African economy at present and going forward, it is confident that the group will continue to show positive income and capital growth, given the quality of its investment properties and development pipeline and the nature and strength of the group's key strategic relationships.

The group's investments in retail, office, mixed use and light industrial properties are high quality, generating stable, growing rental income. Additional investments will result from the group's roll-out of its existing development pipeline over the next 10 to 15 years, with particular emphasis on the Waterfall pipeline as detailed above. The group will continue to expand its development pipeline and grow its long-term prospects, through opportunities it secures and through its strategic relationships, particularly with Atterbury Property. The listing of Attacq on the JSE will enable Attacq to access capital efficiently, raise its profile and expand its investor base, all of which is expected to enhance Attacq's prospects.

Attacq is well-positioned to take advantage of the strong growth opportunities on the African continent *via* its investment in Atterbury Africa. The geographical diversification strategy through the group's investment into Africa and internationally is expected to mitigate the risk of the exposure of the group to the broader South African economy and the South African interest rate environment.

SUMMARISED FORECAST INFORMATION

The table below sets out a summary of the forecasts for the group for the years ending 30 June 2014 and 30 June 2015.

	Forecast for the year ending 30 June 2014	Forecast for the year ending 30 June 2015
Number of shares in issue ('000)	571 953	571 953
Weighted average number of shares in issue ('000)	547 110	571 953
Earnings per share		
- from continuing and discontinued operations (cents)	151.37	147.20
- from continuing operations (cents)	145.03	143.99
- from discontinued operations (cents)	6.34	3.21
Headline earnings per share		
- from continuing and discontinued operations (cents)	13.67	34.31
- from continuing operations (cents)	13.84	33.99
- from discontinued operations (cents)	(0.17)	0.32

The figures set out above are extracted from detailed forecasts for the year ending 30 June 2014 and 30 June 2015 and have been reported on by the independent reporting accountant Deloitte & Touche. The detailed forecasts, the independent reporting accountant's report on the detailed forecast and the assumptions on which the detailed forecasts are based, are set out in the prospectus.

PURPOSES OF THE PRIVATE PLACEMENT AND THE LISTING

Attacq intends raising up to approximately R800 million by way of an offer for subscription to invited investors for up to approximately 53 333 333 private placement shares in the company at an issue price to be determined by demand and for which an indicative issue price of R15.00 per private placement share has been used.

The main purposes of the private placement and the listing are to:

- provide investors, both institutional and private, with an opportunity to participate over the long-term in the capital growth and the income streams of the company;
- enhance the liquidity and tradability of the shares;
- provide the company with a platform to raise equity funding to pursue growth and investment opportunities including in respect of the Waterfall pipeline; and
- enhance the public profile and general public awareness of Attacq.

The proceeds of the private placement will be used by Attacq to settle interest bearing debt and strengthen the balance sheet for ongoing activities.

SALIENT DATES AND TIMES

	2013
Abridged prospectus released on SENS on	Friday, 4 October
Opening date of the private placement (09:00)	Monday, 7 October
Abridged prospectus published in the press on	Monday, 7 October
Closing date of the private placement (12:00) ²	Wednesday, 9 October
Results of the private placement released on SENS on	Thursday, 10 October
Results of the private placement published in the press on	Friday, 11 October
Notification of allotments to successful invited investors by	Friday, 11 October
Accounts at CSDP or broker updated and debited in respect of dematerialised shareholders ³	Monday, 14 October
Listing of shares and commencement of trading on the JSE on (09:00)	Monday, 14 October

Notes:

¹ All references to dates and times are to local dates and times in South Africa. These dates and times are subject to amendment. Any such amendment will be released on SENS and published in the press.

² Invited investors must advise their CSDP or broker of their acceptance of the private placement in the manner and cut-off time stipulated by their CSDP or broker.

³ CSDPs effect payment on a delivery-versus-payment basis.

PARTICULARS OF THE PRIVATE PLACEMENT

The private placement comprises of an offer for subscription to invited investors for up to approximately 53 333 333 private placement shares in the company at an issue price to be determined by demand and for which an indicative issue price of R15.00 per private placement share has been used, which offer will raise up to approximately R800 million.

The private placement is open to invited investors only.

The following parties may not participate in the private placement:

- any person who may not lawfully participate in the private placement; and/or
- any investor who has not been invited to participate; and/or
- any person acting on behalf of a minor or deceased estate.

The private placement shares will be allotted subject to the provisions of the memorandum of incorporation of Attacq and will rank *pari passu* in all respects including distributions, with all existing issued shares in the company.

There are no convertibility or redemption provisions relating to any Attacq shares.

The private placement shares will only be issued in dematerialised form. No certificated private placement shares will be issued.

No fractions of private placement shares will be offered in terms of the private placement.

The directors will not increase the number of private placement shares offered in terms of the private placement.

CONDITION TO WHICH THE PRIVATE PLACEMENT AND THE LISTING ARE SUBJECT

The listing and the private placement are subject to the achievement of a spread of shareholders acceptable to the JSE, being a minimum of 300 public shareholders holding not less than 20% of the issued share capital of the company. As at the last practical date, being 24 September 2013, Attacq meets these requirements and expects to do so after the private placement.

DIRECTORS

The names, ages, nationalities, business addresses, qualifications and capacities of the directors of Attacq are set out below.

Names, age and nationality	Business address	Qualification	Capacity
Pierre Tredoux 56 South African	164 Nicolson Street, Brooklyn, Pretoria, 0181	CA (SA)	Independent chairman
Morné Wilken 42 South African	The Parkdev Building, 2nd Floor, Brooklyn Bridge, 570 Fehrsen Street. Brooklyn, Pretoria, 0181	B Eng (Hons) Industrial	Chief executive officer
Melt Hamman 42 South African	The Parkdev Building, 2nd Floor, Brooklyn Bridge, 570 Fehrsen Street. Brooklyn, Pretoria, 0181	CA (SA)	Financial director
Louis van der Watt 46 South African	The Atterbury Building, 4 Daventry Street, Lynnwood Manor, Pretoria, 0081	CIMA, CA (SA)	Executive director
Francois van Niekerk 73 South African	Glenfield Office Park, Mertech Building, Oberon Street, Faerie Glen, 0043	BA (Econ), MBL	Non-independent non- executive director
Pieter Faure 38 South African	Glenfield Office Park, Mertech Building, Oberon Street, Faerie Glen, 0043	CA (SA), BCom (Law), HDip International Tax	Non-independent non- executive director
Lucas Ndala 38 South African	37 High Street, Block C 2 nd Floor, Melrose Arch, 2076	CA (SA)	Non-independent non- executive director
Johan van der Merwe 48 South African	55 Willie van Schoor Avenue, Bellville, 7530	CA (SA), MCom (Tax), MPhil Finance	Non-independent non- executive director
Stewart Shaw-Taylor 61 South African	4 th Floor, 30 Baker Street, Rosebank, 2196	CA (SA)	Independent non- executive director
Hellen El Haimer 39 South African	4 Cromwell Street, Midstream, Midrand Estate, 1692	BSoc Sci LLB (Hons) Strategic Management, H Dip Property Investment	Independent non- executive director
Thys du Toit 54 South African	2 Andmar, corner of Ryneveld & Church Street, Stellenbosch, 7600	BSc, MBA	Independent non- executive director
Lebo Masekela 49 South African	5 Melrose Street, Kosmosdal Ext 32, Centurion, Pretoria, 0157	BSc Eng	Independent non- executive director
Thomas Reilly 41 South African	3A Summit Road, Dunkeld West, 2196	BCom (Hons) (Econ)	Alternate director to Johan van der Merwe
Wilhelm Nauta 42 South African	37 High Street, Block C, 2 nd Floor, Melrose Arch, 2076	CA (SA)	Alternate director to Lucas Ndala

AVAILABILITY OF THE PROSPECTUS AND THE INVESTOR PRESENTATION

A copy of the document presented on the road show to invited investors (“**investor presentation**”) is available on the company’s website: www.Attacq.co.za.

The investor presentation contains no information over and above that contained in the prospectus.

The prospectus is available in English only. Copies of the prospectus may be obtained between 08:30 and 17:00 on business days from Monday, 7 October 2013 to Monday, 14 October 2013 at the following addresses:

Attacq Limited

The Parkdev Building
2nd Floor, Brooklyn Bridge
570 Fehrsen Street
Brooklyn, 0181

Java Capital Trustees and Sponsors Proprietary Limited

2 Arnold Road
Rosebank, 2196
Johannesburg

Computershare Investor Services Proprietary Limited

Ground Floor, 70 Marshall Street
Johannesburg, 2001

RELEASE OF YEAR END RESULTS

The audited summarised consolidated financial results for the year ended 30 June 2013 will be released on SENS on Monday, 7 October 2013 when the private placement opens.

Corporate advisor, sponsor and bookrunner



Independent transaction sponsor



Deloitte & Touche Sponsor Services (Pty) Ltd
(Incorporated in the Republic of South Africa)
(Registration number 1996/000034/07)

Independent reporting accountants and auditors



Deloitte & Touche
Registered Auditors

Attorneys

