

**TOWER PROPERTY FUND LIMITED**  
(Incorporated in the Republic of South Africa)  
(Registration number 2012/066457/06)  
JSE share code: TWR ISIN: ZAE000179040  
(Approved as a REIT by the JSE)  
("Tower" or "the Company")



---

## UPDATE REGARDING POTENTIAL TRANSACTION AND RENEWAL OF CAUTIONARY ANNOUNCEMENT

---

### 1. UPDATE REGARDING POTENTIAL TRANSACTION

Shareholders of Tower are referred to the various announcements published by RDC Properties Limited ("**RDC**") on the Botswana Stock Exchange news service and by Tower on the Johannesburg Stock Exchange ("**JSE**") news services, the most recent of which was published on 23 August 2021, respectively (the "**Announcements**").

The Announcements referred to, *inter alia*, a potential transaction which, if implemented, would result in the acquisition of all, or the majority, of Tower shares not already owned by RDC, and the potential delisting of Tower shares from the JSE (the "**Potential Transaction**"). The Potential Transaction contemplates:

- a scheme of arrangement in terms of section 114 of the Companies Act, No. 71 of 2008 ("**Companies Act**") to be proposed by Tower to its shareholders, in terms of which RDC (or a nominated RDC group company) shall acquire all of the issued ordinary shares in Tower that RDC does not already own, for a purchase consideration of R3.776 per Tower share, on a *cum* distribution basis ("**Cash Consideration**") (the "**Scheme**");
- a concurrent, but separate standby general offer by RDC to Tower shareholders (the "**General Offer**"), to acquire their Tower shares for the Cash Consideration, which General Offer would be conditional on, *inter alia*, (i) the Scheme failing to become operative and (ii) a sufficient number of acceptances of the General Offer being received to result in RDC obtaining control of the majority of the Tower shares in issue; and
- the delisting of all Tower shares from the JSE (i) pursuant to the Scheme becoming operative; or (ii) pursuant to the General Offer being implemented and the delisting being approved by Tower shareholders.

In addition to having already obtained irrevocable undertakings from c.58% of Tower shareholders to vote in favour of the resolutions required to implement the Scheme, if it is proposed, shareholders are advised that Tower and RDC have concluded an offer and implementation agreement in respect of the Potential Transaction (the "**Implementation Agreement**").

The Implementation Agreement has been concluded on the basis that certain pre-conditions (the "**Pre-conditions**") must be fulfilled or (where appropriate) waived prior to RDC making a firm offer to Tower shareholders in respect of the Potential Transaction (the "**Offer**").

In the event that all the Pre-conditions are fulfilled or (where appropriate) waived by the final dates therefore, RDC shall make the Offer and a firm intention announcement in relation to the Potential Transaction shall be published in accordance with regulation 101 of the Takeover Regulations.

Accordingly, this announcement does not constitute an offer, undertaking or firm intention to make an offer to Tower shareholders by any party, including by RDC.

In order for RDC to launch the Potential Transaction and submit a firm intention to make the Offer to Tower:

- RDC must secure the necessary unconditional funding in respect of the Potential Transaction; and

- RDC, Tower and certain of their group companies intend to enter into agreements in relation to certain restructuring steps aimed at creating a more efficient corporate structure for the enlarged RDC group post-implementation of the Scheme (should the Scheme become operative).

It is expected that such firm intention to make the Offer will be submitted by no later than 8 October 2021.

Definitions and terms contained in the Announcements apply *mutatis mutandis* to this announcement.

## 2. RESPONSIBILITY STATEMENT

The Independent Board of Tower accepts responsibility for the information contained in this announcement (to the extent the information relates to Tower) and, to the best of Tower's knowledge and belief, that information is true and this announcement does not omit anything likely to affect the importance of the information included.

## 3. RENEWAL OF CAUTIONARY ANNOUNCEMENT

Tower shareholders are further advised that the steps in relation to making an Offer in respect of the Potential Transaction remain ongoing and accordingly, shareholders should continue to exercise caution when dealing in their Tower shares until a further announcement in respect of the Potential Transaction has been made.

7 September 2021

---

**Sponsor**

**JAVACAPITAL**

**Corporate advisor to Tower**

**FERRYMAN**  
capital partners

**Legal advisor to Tower**

**CDH**  
CLIFFE DEKKER HOFMEYR

**Corporate advisor to RDC**

 **Investec**  
Investment Banking

**South African legal advisor to RDC**

**Fluxmans**