



TEXTON
PROPERTY FUND

NOTICE OF ANNUAL GENERAL MEETING

for the year ended 30 June

2024

LETTER TO SHAREHOLDERS

DEAR SHAREHOLDER

NOTICE OF ANNUAL GENERAL MEETING

I am pleased to enclose the notice for Texton's annual general meeting ("AGM"), which will be held at **15:00 on Wednesday, 27 November 2024**. All registered shareholders as at Friday, 18 October 2024 are entitled to receive this notice. The board has again elected to host the meeting solely over an electronic meeting platform, MS Teams to improve access for all shareholders and directors. Details of how to access the AGM are set out in the AGM notice.

If you are unable to attend the AGM, you may vote by proxy in accordance with the instructions in the AGM notice and the form of proxy.

The last date by which you need to be registered as a shareholder in the company's register for the purposes of being entitled to attend and vote at the AGM is Friday, 15 November 2024 ("the record date"). The last day to trade in Texton shares to be entitled to attend and vote at the meeting is Tuesday, 12 November 2024.

Only shareholders registered to attend the meeting or represented by a valid proxy or letter of representation will be entitled to vote on any matter put to a vote of shareholders.

I look forward to welcoming you to the AGM.



Marcel Golding

25 October 2024

This document is important and requires your immediate attention.

If you are in any doubt about what action you should take, consult your broker, central securities depository participant ("CSDP"), legal adviser, banker, financial adviser, accountant or other professional adviser immediately.

If you have disposed of all your shares in the company, please forward this document, together with the enclosed form of proxy, to the purchaser of such shares or the broker, banker or other agent through whom you disposed of such shares.

Shareholders on the company share register who have dematerialised their shares through STRATE, other than those whose shareholding is recorded in their own name in the sub-register maintained by their CSDP, and who wish to attend the meeting in person, will need to request their CSDP or broker to provide them with the necessary authority to do so in terms of the custody agreement entered into between the dematerialised shareholders and their CSDP or broker.

A shareholder (including certificated shareholders and dematerialised shareholders who hold their shares with own name registration) entitled to attend and vote at the meeting may appoint one or more proxy/ies to attend, participate and vote in his/her/its stead. A proxy does not have to be a shareholder of the company. The appointment of a proxy will not preclude the shareholder who appointed that proxy from attending the AGM and participating and voting in person thereat to the exclusion of any such proxy. A form of proxy for use at the meeting is attached.

NOTICE OF ANNUAL GENERAL MEETING



TEXTON PROPERTY FUND LIMITED

(Incorporated in the Republic of South Africa)

(Registration number: 2005/019302/06)

Share code: TEX and ISIN: ZAE000190542

Approved as a REIT by the JSE

("Texton" or "the company" or "the group")

Listed on the JSE Limited (Main Board – General Segment)

Notice is hereby given to shareholders as at Friday, 18 October 2024, being the record date to receive notice of the AGM for the year ended 30 June 2024 in terms of section 59(1)(a) of the Companies Act of South Africa (Act 71 of 2008), as amended ("the Companies Act"), that the AGM of shareholders of the company will be held via MS Teams at 15:00 on Wednesday, 27 November 2024 or any other adjourned or postponed time determined in accordance with the provisions of subsections 64(4) or 64(11)(a)(i) of the Companies Act to:

- deal with such other business as may lawfully be dealt with at the meeting.
- present the directors' report, the annual financial statements and the audit and risk committee report of the company for the year ended 30 June 2024 and transact any other business as may be transacted at an AGM of shareholders of a company.
- respond to questions from shareholders in respect of the social and ethics committee report of the company for the year ended 30 June 2024 on matters within its mandate in terms of regulation 43(5)(c) of the Companies Act regulations.
- consider and, if deemed fit, to pass, with or without modification, the following ordinary and special resolutions, in the manner required by the Companies Act, as read with the JSE Limited ("JSE") Listings Requirements, which meeting is to be participated in and voted by shareholders as at the voting record date of Friday, 15 November 2024 in terms of section 62(3)(a), read with section 59 of the Companies Act.

SECTION 63(1) OF THE COMPANIES ACT: IDENTIFICATION OF MEETING PARTICIPANTS

Kindly note that meeting participants (including proxies) are required to provide reasonably satisfactory identification before being entitled to attend or participate in a meeting. In this regard, all Texton shareholders recorded in the securities register of the company on the record date for participating in and voting at the AGM will be required to provide identification satisfactory to the chairperson of the AGM. Acceptable forms of identification include valid identity documents, driver's licences and passports.

SECTION 62(3)(E) OF THE COMPANIES ACT

In terms of section 62(3)(e) of the Companies Act:

- a shareholder who is entitled to attend and vote at the AGM is entitled to appoint a proxy, or two or more proxies, to attend, participate in and vote at the meeting in the place of the shareholder, by completing the form of proxy in accordance with the instructions set out therein; and
- a proxy need not be a shareholder of the company.

SALIENT DATES

The following dates apply to the AGM:

- The record date for purposes of determining which shareholders are entitled to receive this notice is Friday, 18 October 2024;
- The last day to trade in order to be eligible to participate in and vote at the AGM is Tuesday, 12 November 2024;
- The record date for shareholders to be recorded in the securities register of Texton in order to be able to attend, participate in and vote at the AGM is Friday, 15 November 2024;
- Shareholders are to lodge proxy forms by Monday, 25 November 2024 at 15:00 (for administrative purposes only); and
- Shareholders or their duly authorised proxies who wish to participate in the AGM must register to do so by e-mailing proxy@computershare.co.za or pinaar@texton.co.za by Monday, 25 November 2024 at 15:00.

PRESENTATION TO SHAREHOLDERS

Presentation of the annual financial statements

The audited consolidated annual financial statements (as approved by the board of directors of the company), incorporating the external auditor, audit and risk committee and directors' reports for the year ended 30 June 2024 are presented to shareholders.

The annual financial statements are contained in the 2024 integrated annual report.

Social and ethics committee report

The report has been distributed to shareholders as part of the 2024 integrated annual report.

ORDINARY RESOLUTIONS

Ordinary resolutions numbers 1 to 6: Rotation, re-election and appointment of directors and audit and risk committee members

The company is satisfied that the composition of the board reflects the appropriate balance of knowledge, skills, experience, competencies in industries and fields relevant to Texton's business operations, as well as diversity and independence to execute its roles and responsibilities effectively.

The board of directors proposes the re-election of these directors, also considering the following additional key criteria:

- Support to new executive directors and board members;
- In-depth knowledge of the real estate sector in which the group operates;
- An understanding of the complexity of the business operations;
- Providing the necessary institutional memory and continuity to Texton;
- Experience in international markets.
- Experience in international markets.

Re-election of directors and confirmation of appointment of a director

Note that brief résumés of the directors and the remaining members of the board are detailed on page 56-57 of the 2024 integrated annual report.

Reason for and effect of ordinary resolutions numbers 1 to 3

Re-election of directors

To re-elect the following directors who retire in accordance with the company's Memorandum of Incorporation ("MOI") and who, being eligible, offer themselves for re-election.

The retiring directors are eligible and offer themselves for re-election as directors of Texton in accordance with the provisions of Texton's MOI and in terms of section 61(8)(b) of the Companies Act.

As per the MOI, at the AGM held each year, one-third of the directors (excluding the chief financial officer and chief executive officer), shall retire from office.

The directors to retire at each AGM shall be those who have been longest in office since their last election, for which purposes the length of time a director has been in office shall be computed from the date of his/her last election.

The majority of Texton's non-executive directors are independent. The board of directors applied the independence recommendations as part of the King IV Report on Corporate Governance for South Africa, 2016™ ("King IV™") practices, and the nominations and remuneration committee followed a robust process to determine this classification.

Confirmation of appointment of a director

The board of directors appointed Mr J Rens as CEO on 22 August 2024. Such appointment requires confirmation by shareholders at an annual general meeting.

1. Ordinary resolution number 1

Re-election of Mr M Golding as an independent non-executive director

"It is hereby resolved that the re-election of Mr M Golding, who retires as a non-executive director of the company by rotation, in accordance with the company's MOI, and being eligible, offers himself for reappointment in this capacity, be and is hereby approved."

In order for this ordinary resolution number 1 to be adopted, the support of more than 50% of the total votes exercisable by shareholders present in person or by proxy is required.

2. Ordinary resolution number 2

Re-election of Mr AJ Hannington as an independent non-executive director

"It is hereby resolved that the re-election of Mr AJ Hannington, who retires as an independent non-executive director of the company by rotation, in accordance with the company's MOI, and being eligible, offers himself for reappointment in this capacity, be and is hereby approved."

In order for this ordinary resolution number 2 to be adopted, the support of more than 50% of the total votes exercisable by shareholders present in person or by proxy is required.

3. Ordinary resolution number 3

Confirmation of appointment of a director

"It is hereby resolved that the appointment of Mr J Rens as a director of the company in accordance with the company's MOI, be and is hereby confirmed."

The board of directors appointed Mr Rens as a director of the company on 22 August 2024. Such appointment requires confirmation by shareholders at an annual general meeting.

In order for this ordinary resolution number 3 to be adopted, the support of more than 50% of the total votes exercisable by shareholders present in person or by proxy is required.

Ordinary resolutions numbers 4 to 6

Election of audit and risk committee members under section 94 of the Companies Act.

Brief résumés of all the proposed members of the audit and risk committee appear on page 56-57 of the 2024 integrated annual report.

4. Ordinary resolution number 4

Re-election of Mr JR Macey as a member and the chairman of the audit and risk committee

"It is hereby resolved that Mr JR Macey be and is hereby re-elected as a member and the chairman of the audit and risk committee, with immediate effect, in terms of section 94(2) of the Companies Act."

In order for this ordinary resolution number 4 to be adopted, the support of more than 50% of the total votes exercisable by shareholders present in person or by proxy is required.

5. Ordinary resolution number 5

Re-election of Mr AJ Hannington as a member of the audit and risk committee

"It is hereby resolved that Mr AJ Hannington be and is hereby re-elected as a member of the audit and risk committee, with immediate effect, in terms of section 94(2) of the Companies Act, subject to the passing of ordinary resolution number 2."

In order for this ordinary resolution number 5 to be adopted, the support of more than 50% of the total votes exercisable by shareholders present in person or by proxy is required.

6. Ordinary resolution number 6

Election of Mr W van der Vent as a member of the audit and risk committee

"It is hereby resolved that Mr W van der Vent be and is hereby elected as a member of the audit and risk committee, with effect from 29 July 2024, in terms of section 94(2) of the Companies Act."

In order for this ordinary resolution number 6 to be adopted, the support of more than 50% of the total votes exercisable by shareholders present in person or by proxy is required.

In order for this ordinary resolution number 6 to be adopted, the support of more than 50% of the total votes exercisable by shareholders present in person or by proxy is required.

7. Ordinary resolution number 7

Re-appointment of the independent external auditor

Reason for and effect of ordinary resolution number 7

To authorise the directors to appoint BDO South Africa Incorporated as the independent registered auditor of the company who will undertake the audit of the company for the ensuing year, with Mr S Cillió as the individual designated auditor of the company.

The audit and risk committee has evaluated the independence and performance and recommended BDO South Africa Incorporated for appointment as auditor of the company, under section 90 of the Companies Act.

"It is hereby resolved that BDO South Africa Incorporated (with the designated registered auditor, Mr S Cillió) be and are hereby re-appointed as auditor of the company for its financial year ending 30 June 2025 and that their appointment be of full force and effect until the conclusion of the company's next AGM."

In order for this ordinary resolution number 6 to be adopted, the support of more than 50% of the total votes exercisable by shareholders present in person or by proxy is required.

8. Ordinary resolutions numbers 8.1 and 8.2

Reason for and effect of ordinary resolutions numbers 8.1 and 8.2

Non-binding advisory vote: Remuneration policy and remuneration implementation report.

In terms of section 3.84(j) of the JSE Listings Requirements and in accordance with the principles of King IV™, the remuneration policy and implementation report must be tabled every year for separate non-binding advisory votes. These votes enable shareholders to endorse the remuneration policy adopted for executive directors and its implementation. The advisory vote is of a non-binding nature only and therefore failure to pass this resolution will not have any legal consequences for existing arrangements. The board will, however, take cognisance of the outcome of the vote when considering the company's remuneration policy and remuneration of executive directors.

The remuneration report further records the measures the board commits to take in the event that either the remuneration policy or implementation report, or both, are voted against by 25% or more of the votes exercised.

The company's remuneration policy and the implementation report are further detailed in the 2024 integrated annual report.

8.1 Approval of the remuneration policy

"It is hereby resolved that the remuneration policy be and is hereby endorsed by way of a non-binding advisory vote, as required by 3.84(j) of the JSE Listings Requirements."

NOTICE OF ANNUAL GENERAL MEETING continued

8.2 Approval of the remuneration implementation report

"It is hereby resolved that the remuneration implementation report be and is hereby endorsed by way of a non-binding advisory vote, as required by 3.84(j) of the JSE Listings Requirements."

In order for ordinary resolutions numbers 8.1 and 8.2 to be adopted, the support of more than 50% of the total votes exercisable by shareholders present in person or by proxy is required.

Special resolutions

9. Special resolution number 1

Non-executive directors' remuneration

Reason for and effect of special resolution number 1

In terms of sections 66(8) and (9) of the Companies Act, the company is required to obtain approval of shareholders by way of special resolution to remunerate its non-executive directors for services rendered during the next 2 (two) years.

Special resolution number 1 is proposed in order to comply with the requirements of the Companies Act. The rates below have been proposed in order to ensure that the remuneration of non-executive directors remains competitive to enable the company to attract persons of the calibre, capability, skill and experience required to make a meaningful contribution to the company. The remuneration proposed is considered to be fair and reasonable and in the best interests of the company.

The fees comprise an annual fee which takes cognisance of the responsibilities of the non-executive directors throughout the year.

"It is hereby resolved as a special resolution in terms of section 66(9) of the Companies Act, as read with section 65(11)(h) and subject to the provisions of the company's MOI and the JSE Listings Requirements in force from time to time, that the company be and is hereby authorised to pay remuneration to its non-executive directors each by way of a separate vote for their service as directors, and that the board of directors of the company be and is hereby authorised

to determine the basis for such compensation as follows:

| | Proposed all-inclusive fees per annum 2026 financial year Rand | Approved all-inclusive fees per annum 2025 financial year Rand |
|--------------------------------|--|--|
| Chairperson of the board | 405 100 | 382 200 |
| Lead independent non-executive | 347 300 | 327 600 |
| Members of the board | 260 400 | 245 700 |
| Chairpersons of committees | 57 900 | 54 600 |
| Members of committees | 28 900 | 27 300 |

In order for this special resolution number 1 to be adopted, the support of at least 75% of the total number of votes, which the shareholders present or represented by proxy at this meeting are entitled to cast, is required.

10. Authority to repurchase ordinary shares

Shareholders are advised that in terms of the Main Board - General Segment provisions, no shareholders' resolution in respect of a general authority to repurchase securities in terms of paragraph 5.72(c) of the JSE Listings Requirements is required, hence no resolution has been included in this annual general meeting notice.

Shareholders will be advised when the Company has cumulatively repurchased 3% of its ordinary shares in issue as required in terms of paragraph 11.27 of the JSE Listings Requirements.

11. Special resolution number 2

General approval for financial assistance in terms of section 44 of the Companies Act

Reason for and effect of special resolution number 2

The purpose of this special resolution number 2 is to grant the board the authority to authorise the company to provide financial assistance to any person for the purpose of, or in connection with, the subscription for any option or securities issued or to be issued by the company or a related or inter-related company.

“It is hereby resolved that, subject to the company’s MOI and subject to the requirements of the Companies Act, the board of directors of the company may authorise the company to provide direct or indirect financial assistance as contemplated in section 44 of the Companies Act, by way of loans, guarantees, the provision of security or otherwise to:

- Any of its present or future subsidiaries and/or any other company or corporation that is or becomes related or inter-related (as defined in the Companies Act) to the company for any purpose or in connection with any matter, including, but not limited to, the subscription of any option, or any securities issued or to be issued by the company or a related or inter-related company, or for the purchase of any securities of the company or a related or inter-related company, such authority to endure for a period of not more than two years;
- any of its present or future directors or prescribed officers (or any person related to any of them or to any company or corporation related or inter-related to any of them) or to any other person who is a participant in any of the company’s share or other employee incentive schemes, or to the employee incentive scheme itself, for the purpose of, or in connection with, the subscription of any option, or any securities, issued or to be issued by the company or a related or inter-related company, or for the purchase of any securities of the company or a related or inter-related company, where such financial assistance is provided in terms of any such scheme that does not satisfy the requirements of section 97 of the Companies Act, such authority to endure until the next AGM of the company.”

In order for this special resolution number 2 to be adopted, the support of at least 75% of the total number of votes, which the shareholders present or represented by proxy at this meeting are entitled to cast, is required.

12. Special resolution number 3

General approval for financial assistance in terms of section 45 of the Companies Act

Reason for and effect of special resolution number 3

The company would like the ability to provide financial assistance, in appropriate circumstances and if the need arises, in accordance with section 45 of the Companies Act. This authority is necessary for the company to provide financial assistance in appropriate circumstances. Under the Companies Act, the company will, however, require the special resolution referred to above to be adopted, provided that the board of directors of the company is satisfied that the terms under which the financial assistance is proposed to be given are fair and reasonable to the company and, immediately after providing the financial assistance, the company would satisfy the solvency and liquidity test contemplated in the Companies Act. In the circumstances and in order to, inter alia, ensure that the company’s subsidiaries and other related and inter-related companies and parties have access to financing and/or financial backing from the company (as opposed to banks), it is necessary to obtain the approval of the shareholders, as set out in special resolution number 3. Therefore, the reason for, and effect of, special resolution number 3 is to permit the company to provide direct or indirect financial assistance (within the meaning attributed to that term in section 45 of the Companies Act) to the group entities.

“It is hereby resolved that, subject to the company’s MOI and subject to the requirements of the Companies Act, the board of directors of the company may authorise the company to provide direct or indirect financial assistance as contemplated in section 45 of the Companies Act, by way of loans, guarantees, the provision of security or otherwise to:

- any of its present or future subsidiaries and/or any other company or corporation that is or becomes related or inter-related (as defined in the Companies

Act) to the company for any purpose or in connection with any matter, including, but not limited to, the subscription of any option, or any securities issued or to be issued by the company or a related or inter-related company, or for the purchase of any securities of the company or a related or inter-related company, such authority to endure for a period of not more than two years;

- any of its present or future directors or prescribed officers (or any person related to any of them or to any company or corporation related or inter-related to any of them) or to any other person who is a participant in any of the company's share or other employee incentive schemes, or to the employee incentive scheme itself, for the purpose of, or in connection with, the subscription of any option, or any securities, issued or to be issued by the company or a related or inter-related company, or for the purchase of any securities of the company or a related or inter-related company, where such financial assistance is provided in terms of any such scheme that does not satisfy the requirements of section 97 of the Companies Act, such authority to endure until the next AGM of the company."

In order for this special resolution number 3 to be adopted, the support of at least 75% of the total number of votes, which the shareholders present or represented by proxy at this meeting are entitled to cast, is required.

13. Ordinary resolution number 9

Implementation of resolutions

Reason for and effect of special resolution number 4

"It is hereby resolved that any director and/or the company secretary of the company be and is hereby authorised to do all such things, sign all such documents and take all actions as may be necessary to implement the above ordinary and special resolutions."

In order for this ordinary resolution number 9 to be adopted, the support of at least 50% of the total number of votes, which the shareholders present or represented by proxy at this meeting are entitled to cast, is required.

13. Voting procedures and electronic participation

13.1 On a poll, every shareholder present in person or represented by proxy and entitled to vote shall be entitled to one vote for every share held or represented by that shareholder. On a poll taken at any such meeting, the shareholder entitled to more than one vote need not, if he/she votes, use all of his/her /its votes, or cast all the votes he/she/it uses in the same way.

13.2 Shareholders who have dematerialised their shares, other than those shareholders who have dematerialised their shares with own name registration, should contact their CSDP or broker in the manner and time stipulated in the agreement entered into between them and their CSDP or broker:

13.2.1 to furnish them with their voting instructions, or

13.2.2 in the event that they wish to attend the AGM, to obtain the necessary letter of representation to do so.

13.3 Shareholders wishing to participate electronically in the AGM are required to deliver written notice to the company at Block D, Vunani Office Park, 151 Katherine Street, Sandton (marked for the attention of the chief financial officer), by no later than 15:00 on Monday, 25 November 2024, e-mailing proxy@computershare.co.za or via email at pienzaar@texton.co.za that they wish to participate via electronic communication at the AGM.

- 13.4** In order for the electronic notice to be valid, it must contain:

if the shareholder is an individual, a certified copy of his/her identity document and/or passport if the shareholder is not an individual, a certified copy of a resolution by the relevant entity and a certified copy of the identity documents and/or passports of the persons who passed the relevant resolution. The relevant resolution must set out who from the relevant entity is authorised to represent the relevant entity at the AGM via electronic communication a valid email address and/or facsimile number (the contact address/number).

- 13.5** The company shall use its reasonable endeavours to notify a shareholder at its contact address/number who has delivered a valid electronic notice of the relevant details through which the shareholder can participate via electronic participation.

14. Proxies

- 14.1** A shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend, participate in and vote at the meeting in the place of the shareholder. A proxy need not also be a shareholder of the company.
- 14.2** Shareholders who have not dematerialised their shares or who have dematerialised their shares with own name registration, and who are entitled to attend and vote at the AGM, are entitled to appoint one or more proxies to attend, speak and vote in their stead. A proxy need not be a shareholder and shall be entitled to vote on a poll. It is requested that, for ease of administration, proxy forms be forwarded so as to reach the transfer secretaries no later than 15:00 on Monday 25 November 2024 (for administrative purposes only). If shareholders who have not dematerialised their shares or who have dematerialised their shares with own name registration, and who are entitled to attend and vote at the AGM, do not deliver proxy forms to the transfer secretaries by 15:00 on Monday 25 November 2024 (for administrative purposes

only) shareholders will nevertheless at any time prior to the commencement of the voting on the resolutions at the AGM be entitled to lodge the form of proxy in respect of the AGM, in accordance with the instructions therein with the chairperson of the AGM. Proxy forms must only be completed by shareholders who have not dematerialised their shares or who have dematerialised their shares with own name registration.

By order of the board



CorpStat Governance Services (Pty) Ltd

Company secretary

25 October 2024



FORM OF PROXY



TEXTON PROPERTY FUND LIMITED

(Incorporated in the Republic of South Africa)

(Registration number: 2005/019302/06)

Share code: TEX and ISIN: ZAE000190542

Approved as a REIT by the JSE

("Texton" or "the company" or "the group")

Listed on the JSE Limited (Main Board – General Segment)

To be completed by registered dematerialised shareholders with own name registration only.

For use in respect of the annual general meeting ("AGM") to be held electronically at 15:00 on Wednesday, 27 November 2024.

Shareholders who have dematerialised their shares with a CSDP or broker, other than with own name registration, must arrange with the CSDP or broker concerned to provide them with the necessary letter of representation to attend the general meeting or the shareholders concerned must instruct their CSDP or broker as to how they wish to vote in this regard. This must be done in terms of the agreement entered into between the shareholder and the CSDP or broker concerned.

I/We (full names in block letters) _____

of address _____

Telephone (work) _____

Telephone (home) _____

Email address _____

Being the holders of _____ shares in the Company, appoint (see note 1);

_____ or failing him/her;

_____ or failing him/her;

the chairperson of the AGM,

as my/our proxy to act on my/our behalf at the general meeting which is to be held for the purpose of considering and, if deemed fit, passing, with or without modification, the ordinary and special resolutions to be proposed thereat and at any adjournment thereof and to vote for or against the ordinary and special resolutions or to abstain from voting in respect of the shares registered in my/our name/s, in accordance with the following instructions (see note 2):

FORM OF PROXY continued

| | Number of votes (one per ordinary share Mark with an 'X') | | |
|---|---|---------|---------|
| | For | Against | Abstain |
| Ordinary resolution number 1: Re-election of Mr M Golding as a director | | | |
| Ordinary resolution number 2: Re-election of Mr AJ Hannington as a director | | | |
| Ordinary resolution number 3: Confirmation of appointment of Mr J Rens as a director | | | |
| Ordinary resolution number 4: Re-election of Mr JR Macey as a member and the chairman of the audit and risk committee | | | |
| Ordinary resolution number 5: Re-election of Mr AJ Hannington as a member of the audit and risk committee | | | |
| Ordinary resolution number 6: Election of Mr W van der Vent as a member of the audit and risk committee | | | |
| Ordinary resolution number 7: Re-appointment of the independent external auditor | | | |
| Ordinary resolution number 8: | | | |
| Non-binding advisory vote 8.1: Approval of the remuneration policy | | | |
| Non-binding advisory vote 8.2: Approval of the remuneration implementation report | | | |
| Special resolution number 1: Non-executive directors' remuneration | | | |
| Special resolution number 2: General approval for financial assistance in terms of section 44 of the Companies Act | | | |
| Special resolution number 3: General approval for financial assistance in terms of section 45 of the Companies Act | | | |
| Ordinary resolution number 9: Implementation of resolutions | | | |

Please indicate instructions to proxy in the space provided above by the insertion therein of the relevant number of votes exercisable.

Each shareholder is entitled to appoint one or more proxies (who need not be a shareholder of the company) to attend, speak and, on a poll, vote in place of that shareholder at the general meeting.

Signed at _____ on _____ 2024

Signatures _____

Capacity _____

Read notes on the next page.

NOTES TO THE FORM OF PROXY

1. A shareholder may insert the name of a proxy, or the names of two alternative proxies of the shareholder's choice, in the space(s) provided, with or without deleting "the chairperson of the AGM". The person whose name stands first on the form of proxy and who is present at the general meeting will be entitled to act as proxy to the exclusion of those whose names follow.
2. A shareholder's instructions to the proxy must be indicated by means of an X in the appropriate box provided. If a shareholder wishes to cast a vote in respect of a lesser number of shares than he/she owns in the company, however, he/she should insert the number of shares held in respect of which he/she wishes to vote. Failure to comply with the above will be deemed to authorise the proxy to vote or to abstain from voting at the general meeting as he/she deems fit in respect of all the shareholder's votes exercisable at the AGM. A shareholder is not obliged to exercise all of his/her/its votes, but the total of the votes cast and abstentions recorded may not exceed the total number of the votes exercisable by the shareholder.
3. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the AGM and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so.
4. The chairperson of the general meeting may reject or accept any form of proxy which is completed and/or received other than in compliance with these notes provided that, in respect of acceptances, he/she is satisfied as to the manner in which the member(s) concerned wish(es) to vote.
5. Shareholders who have dematerialised their shares with a CSDP or broker, other than with own name registration, must arrange with the CSDP or broker concerned to provide them with the necessary letter of representation to attend the general meeting, or the shareholders concerned must instruct their CSDP or broker as to how they wish to vote in this regard. This must be done in terms of the agreement entered into between the shareholder and the CSDP or broker concerned.
6. Any alteration to this form of proxy, other than the deletion of alternatives, must be signed, not initialled, by the signatory/ies.
7. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity (e.g. on behalf of a company, close corporation, trust, pension fund, deceased estate, etc.) must be attached to this form of proxy, unless previously recorded by the company or Computershare Investor Services Proprietary Limited or waived by the chairperson of the AGM.
8. A minor must be assisted by his/her parent or guardian, unless the relevant documents establishing his/her capacity are produced or have been registered by Computershare Investor Services Proprietary Limited.
9. Where there are joint holders of shares:
 - any one holder may sign the form of proxy
 - the vote of the senior joint holder who tenders a vote, as determined by the order in which the names stand in the company's register of members, will be accepted to the exclusion of the vote(s) of the other joint holder(s) of shares.
10. The forms of proxy should be lodged at Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank 2196, posted to Private Bag X9000, Saxonwold 2132 or emailed to proxy@computershare.co.za or pienaar@texton.co.za so as to be received by not later than 48 hours prior to the meeting, for administrative purposes. Alternatively, the form of proxy may be handed to the chairperson of the AGM, at the AGM, prior to the commencement of the AGM.
11. A member may revoke the proxy appointment by:
 - cancelling it in writing, or making a later inconsistent appointment of a proxy
 - delivering a copy of the revocation instrument to the proxy and to the company. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the shareholders as of the later of:
 - the date stated in the written notice, if any, or
 - the date on which the revocation instrument was delivered in the required manner.
12. If the instrument appointing a proxy or proxies has been delivered to the company, any notice that is required by the Companies Act, or the MOI, to be delivered by the company to shareholders must (as long as the proxy appointment remains in effect) be delivered by the company to:
 - the shareholder, or
 - the proxy or proxies of the shareholder who must direct the company to do so, in writing and pay any reasonable fee charged by the company for doing so.

SUMMARY OF THE RIGHTS ESTABLISHED IN TERMS OF SECTION 58 OF THE COMPANIES ACT OF SOUTH AFRICA (ACT 71 OF 2008) (“THE ACT”)

For purposes of this summary, shareholder shall have the meaning ascribed thereto in the Act.

1. 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, and speak and vote at, a shareholders' meeting on behalf of the shareholder give or withhold written consent on behalf of such shareholder in relation to a decision contemplated in section 60 of the Act.

2. A proxy appointment: must be in writing, dated and signed by the relevant shareholder 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 Act or expires earlier as contemplated in section 58(8)(d) of the Act.

3. Except to the extent that the memorandum of incorporation of a company provides otherwise:

a shareholder of that company may appoint two or more persons concurrently as proxies, and may appoint more than one person concurrently as proxies, and may appoint one or more than one proxy to exercise voting rights attached to different securities held by the shareholder

a proxy may delegate the proxy's authority to act on behalf of a shareholder to another person, subject to any restriction set out in the instrument appointing the proxy

a copy of the instrument appointing the proxy must be delivered to the company, or to any other person on behalf of the company, before the proxy exercises any rights of the shareholder at a shareholders' meeting.

4. 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.

5. Irrespective of the form of instrument used to appoint a proxy: 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 delivering a copy of the revocation instrument to the proxy and to the company.

6. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the shareholder as of the later of: the date stated in the revocation instrument, if any, or the date upon which the revocation instrument was delivered to the proxy and the relevant company as required in section 58(4)(c)(ii) of the Act.

7. If the instrument appointing a proxy or proxies has been delivered to a company, as long as that appointment remains in effect, any notice that is required by the Act or the company's memorandum of incorporation to be delivered by the company to the shareholder, must be delivered by the company to: the shareholder, or to the proxy or proxies, 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.

8. 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, provides otherwise.

9. If a company issues an invitation to shareholders to appoint one or more persons named by the company as a proxy, or supplies a form of instrument for appointing a proxy: the invitation must be sent to every shareholder who is entitled to notice of the meeting at which the proxy is intended to be exercised the invitation, or form of instrument supplied by the relevant company, must: bear a reasonably prominent summary of the rights established in section 58 of the Act

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 the shareholder

provide adequate space for the shareholder to indicate whether the appointed proxy is to vote in favour of or against any resolution or resolutions to be put at the meeting, or is to abstain from voting

the company must not require that the proxy appointment be made irrevocable the proxy appointment remains valid only until the end of the meeting at which it was intended to be used, unless revoked as contemplated in section 58(5) of the Act.

SUMMARISED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

as at 30 June 2024

| | Audited 30 June 2024 R'000 | Audited 30 June 2023 R'000 |
|---|-------------------------------------|-------------------------------------|
| ASSETS | | |
| Non-current assets | 2 485 345 | 2 720 063 |
| Investment property | 2 003 670 | 2 077 217 |
| Equipment | 7 057 | 6 532 |
| Tenant installation | 7 620 | 10 675 |
| Deferred tax | – | 1 891 |
| Unlisted investments | 443 094 | 598 590 |
| Lease commissions | 3 386 | 4 314 |
| Other receivables | 20 518 | 20 844 |
| Current assets | 410 486 | 325 691 |
| Trade and other receivables | 24 575 | 31 317 |
| Income tax receivable | 4 898 | 5 080 |
| Other receivables | 119 976 | 9 178 |
| Cash and cash equivalents | 261 036 | 280 116 |
| Investment property held for sale | 70 957 | 96 162 |
| Total assets | 2 966 788 | 3 141 916 |
| EQUITY AND LIABILITIES | | |
| Equity | 1 918 794 | 2 097 014 |
| Share capital | 2 713 178 | 2 786 814 |
| Accumulated loss | (781 375) | (717 426) |
| Share-based payment reserve | 1 145 | 87 |
| Foreign Currency Translation Reserve | (14 154) | 27 539 |
| Non-current liabilities | 156 767 | 865 150 |
| External loans and derivative financial instruments | 152 197 | 855 813 |
| Deferred tax | 4 570 | 9 337 |
| Current liabilities | 891 227 | 179 752 |
| External loans and derivative financial instruments | 835 231 | 125 679 |
| Trade and other payables | 54 124 | 52 431 |
| Income tax payable | 1 872 | 1 642 |
| Total equity and liabilities | 2 966 788 | 3 141 916 |

SUMMARISED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

for the period ending 30 June 2024

| | Audited 30 June 2024 R'000 | Audited 30 June 2023 R'000 |
|---|-------------------------------------|-------------------------------------|
| Investment property income | 282 040 | 297 855 |
| Straight-line rental adjustment | (9 136) | 835 |
| Property revenue | 272 904 | 298 690 |
| (Impairment)/Reversal of impairment on trade receivables | (2 427) | 2 222 |
| Property expenses | (112 425) | (116 007) |
| Net property income | 158 052 | 184 905 |
| Other income | 31 648 | 23 164 |
| Administrative expenses | (36 771) | (41 406) |
| Impairment on vendor financing | (377) | (639) |
| Foreign exchange (losses)/gains | 418 | (7 960) |
| Operating profit | 152 970 | 158 064 |
| Finance income | 20 200 | 16 976 |
| Finance costs | (107 963) | (96 105) |
| Fair value adjustments | (79 593) | (117 705) |
| Loss before tax | (14 386) | (38 770) |
| Taxation expense | 437 | 24 618 |
| Loss for the year | (13 949) | (14 152) |
| Other comprehensive (loss)/income | | |
| Items that may be reclassified to profit or loss: | | |
| Exchange differences on translating foreign operations | (41 693) | 179 383 |
| Total comprehensive(loss)/income for the year | (55 642) | 165 231 |
| (Loss)/Profit and total comprehensive(loss)/ income attributable to: | | |
| Equity holders of the company | (55 642) | 165 231 |

STATEMENT OF CASH FLOWS

as at 30 June 2024

| | Audited 30 June 2024 R'000 | Audited 30 June 2023 R'000 |
|--|-------------------------------------|-------------------------------------|
| Cash flows from operating activities | | |
| Cash generated by operations | 152 221 | 161 673 |
| Interest received | 16 592 | 14 172 |
| Interest paid | (93 621) | (92 743) |
| Dividends paid | (50 000) | (23 260) |
| Dividends received | 24 484 | 18 305 |
| Tax paid | (1 586) | (12 552) |
| Net cash outflow from operating activities | 48 090 | 65 595 |
| Cash flows from investing activities | | |
| Additions to equipment | (2 657) | (1 381) |
| Additions to investment property | (30 749) | (9 271) |
| Proceeds on disposal of investment property classified as held for sale | 15 489 | 132 382 |
| Return of investment | 5 885 | 139 985 |
| Commission paid | (1 394) | (1 745) |
| Vendor finance repayments | 4 000 | 3 000 |
| Loans provided for supplier and enterprise development | – | (1 000) |
| Return of capital on unlisted investment | (721) | – |
| Investment in unlisted investments | (30 616) | (60 327) |
| Proceeds on disposal of unlisted investments | 6 065 | – |
| Escrow funds received relating to the sale of a property | – | 5 167 |
| Tenant installation incurred | (1 516) | (3 493) |
| Net cash outflow from investing activities | (36 214) | 203 317 |
| Cash flows from financing activities | | |
| Treasury shares acquired | (307) | (2 730) |
| Shares repurchased and cancelled | (155 435) | (6 278) |
| Shares repurchased transaction cost | (1 698) | – |
| Proceeds from rights issue | 85 000 | – |
| Rights issue transaction cost | (1 196) | – |
| Proceeds from external loans and derivative financial instruments | 205 072 | 55 000 |
| Repayments of external loans and derivative financial instruments | (152 212) | (190 160) |
| Lease liability payment | – | (222) |
| Net cash outflow from financing activities | (20 776) | (144 390) |
| Net increase/(decrease) in cash and cash equivalents for the year | (8 900) | 124 522 |
| Cash and cash equivalents at the beginning of the year | 280 116 | 122 278 |
| Effect of exchange rate movement on cash and cash equivalents | (10 180) | 33 316 |
| Cash and cash equivalents at the end of the year | 261 036 | 280 116 |

SUMMARISED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

as at 30 June 2024

| | Share capital R'000 | Foreign currency translation reserve R'000 | Share based payment reserve R'000 | Accu- mulated loss R'000 | Total R'000 |
|---|------------------------|--|---|-----------------------------------|------------------|
| Balance at 1 July 2022 | 2 795 822 | (151 844) | 407 | (680 014) | 1 964 371 |
| Total comprehensive income for the year | – | 179 383 | – | (14 152) | 165 231 |
| Loss for the year | – | – | – | (14 152) | (14 152) |
| Exchange differences on translation of foreign operations | – | 179 383 | – | – | 179 383 |
| Dividends recognised as distributions to shareholder | – | – | – | (23 260) | (23 260) |
| Share based payment transactions | – | – | (320) | – | (320) |
| Shares repurchased and cancelled | (6 278) | – | – | – | (6 278) |
| Treasury shares acquired | (2 730) | – | – | – | (2 730) |
| Balance at 30 June 2023 | 2 786 814 | 27 539 | 87 | (717 426) | 2 097 014 |
| Total comprehensive income for the year | – | (41 693) | – | (13 949) | (55 642) |
| Loss for the year | – | – | – | (13 949) | (13 949) |
| Exchange difference on translation of foreign operations | – | (41 693) | – | – | (41 693) |
| Dividends recognised as distributions to shareholder | – | – | – | (50 000) | (50 000) |
| Share Repurchase | (157 133) | – | – | – | (157 133) |
| Share Repurchase | (155 435) | – | – | – | (155 435) |
| Transaction costs relating to repurchase | (1 698) | – | – | – | (1 698) |
| Rights issue | 83 804 | – | – | – | 83 804 |
| Shares issued | 85 000 | – | – | – | 85 000 |
| Transaction costs – Rights issue | (1 196) | – | – | – | (1 196) |
| Treasury shares acquired | (307) | – | – | – | (307) |
| Share Based Payment transaction | – | – | 1 058 | – | 1 058 |
| Balance as at 30 June 2024 | 2 713 178 | (14 154) | 1 145 | (781 375) | 1 918 794 |

NOTES TO THE CONDENSED CONSOLIDATED UNAUDITED RESULTS

AUDIT OPINION

These summarised consolidated annual financial results are extracted from the audited financial statements, but are not themselves audited. The consolidated financial statements for the year ended 30 June 2024 were audited by BDO South Africa Incorporated, who expressed an unmodified opinion thereon. The audited consolidated financial statements for the year ended 30 June 2024 and the auditor's report thereon are available for inspection at the Company's registered office.

The directors take full responsibility for the preparation of these summarised consolidated annual financial results.

The auditor's report does not necessarily report on all of the information contained in these summarised consolidated annual financial results. Shareholders are therefore advised that in order to obtain a full understanding of the nature of the auditor's engagement they should obtain a copy of the auditor's report together with the accompanying financial information from the Company's registered office or on Texton's corporate website.

SELECTED EXPLANATORY NOTES TO THE SUMMARISED CONSOLIDATED ANNUAL FINANCIAL RESULTS

1. BASIS OF PREPARATION

The summarised consolidated financial results for the year ended 30 June 2024 have been prepared in accordance with the requirements of the JSE Listings Requirements, the requirements of the Companies Act of South Africa (Act 71 of 2008), as amended, the measurement and recognition requirements of IFRS® Accounting Standards and SAICA Financial Reporting Guides and contain the disclosure requirements of IAS 34: Interim Financial Reporting. These results do not include all of the information required in annual financial statements in accordance with IFRS and should be read in conjunction with the consolidated financial statements for the year ended 30 June 2024.

The accounting policies applied in the preparation of the summarised consolidated financial results are consistent with those applied in the previous audited consolidated annual financial statements. None of the new standards, interpretations and amendments effective as of 1 July 2023 have had a material impact on the preliminary summarised consolidated financial results.

The summarised consolidated financial results have been prepared on a going concern basis. All monetary information is presented in the functional currency of the company, being South African Rand and is rounded to the nearest thousand (R'000).

Any information included in this announcement that might be perceived as a forward-looking statement has not been reviewed or reported on by the Company's auditor in accordance with section 8,40(a) of the JSE Listings Requirements.

The summarised consolidated financial results for the year ended 30 June 2024 were prepared by B Rajdew Singh CA(SA) under the supervision of the chief financial officer, Mr HSP Welleman.

2. SIGNIFICANT JUDGEMENTS

When preparing these summarised consolidated financial results, management undertakes a number of judgements, estimates and assumptions about recognition and measurement of assets, liabilities, income and expenses. The actual results may differ from the judgements, estimates and assumptions made by management, and will seldom equal the estimated results. The judgements, estimates and assumptions applied in the summarised consolidated annual financial statements, including the key sources of estimation uncertainty are based on historical experience and various other factors that are believed to be reasonable under the circumstances.

3. INVESTMENT PROPERTY

| | Audited 30 June 2024 R'000 | Audited 30 June 2023 R'000 |
|---|-------------------------------------|-------------------------------------|
| Reconciliation of movement in investment property for the year | | |
| Balance at the beginning of the year | 2 077 217 | 2 120 715 |
| Additions | 30 749 | 9 271 |
| Straight-line rental adjustment | (9 136) | 2 068 |
| Foreign currency translation reserve | (22 253) | 97 045 |
| Fair value adjustments | (14 136) | (50 763) |
| Transfer to investment property held for sale | (58 771) | (101 119) |
| Balance at the end of the year | 2 003 670 | 2 077 217 |

In terms of IAS 40: Investment Property and IFRS 13: Fair Value Measurement, investment properties are measured at fair value and are categorised as level 3 investments. In determining the fair value of the South African portfolio, the traditional discounted cash flow model of valuation has been used. In determining the fair value of the UK portfolio, the valuations were prepared based on equivalent yield or income capitalisation method whereby the fair value of the property is determined by applying an equivalent yield to a market related rental into perpetuity. At year-end, the determination of property valuations was performed by both internal and external valuations to determine the fair value.

The fair value measurement for investment properties is categorised as level 3 under the fair value hierarchy based on the inputs to the valuation techniques used. There have been no movements to and from level 3 during the period.

Investment property and Investment property held for sale amounting to R2,1 billion (June 2023: R2,2 billion) has been pledged as security for our long term loans. Texton has no unencumbered property.

NOTES TO THE CONDENSED CONSOLIDATED UNAUDITED RESULTS continued

3. INVESTMENT PROPERTY continued

SA valuations

Valuation technique

The fair value of each property is determined by calculating its net present value by discounting forecast future net cash flows and a residual value at the end of the cash flow projection period by the discount rate of each property. The discount rate used to determine the fair value of each property is assessed with reference to observable inputs. The capitalisation rate is dependent on a number of factors including location, asset class, market conditions and the risk inherent in the property.

Significant unobservable inputs

Financial information used to calculate forecast net income includes, future growth in revenue, exit capitalisation rates and discount rates. These are further explained below.

| | Audited 30 June 2024 % | Audited 30 June 2023 % |
|---|---------------------------------|---------------------------------|
| 1) Discount rates used are included below: | | |
| Sector | | |
| Office | 13,50 – 16,00 | 13,50 – 15,75 |
| Retail | 14,50 | 14,75 |
| 2) Exit capitalisation rate for year 5 used are included below: | | |
| Sector | | |
| Office | 9,25 – 11,50 | 10 – 11,25 |
| Retail | 9,60 | 9,5 |
| 3) The future revenue growth rate for the five year projection is included below: | | |
| Sector | | |
| Office | 4,0 – 7,0 | 4,0 – 7,0 |
| Retail | 7,0 | 7,0 |

Inter-relationship between key unobservable inputs and fair value measurements

All other factors being equal, higher net operating income would lead to an increase in the valuation of an investment property, and an increase in the capitalisation rate or discount rate would result in a lower valuation and vice versa.

Higher assumptions for rental rates, would result in an increase in projected net operating income, and thus an increase in valuation.

| | Audited 30 June 2024 R'000 | Audited 30 June 2023 R'000 |
|--|-------------------------------------|-------------------------------------|
| Sensitivity analysis to exit capitalisation rates | | |
| Exit capitalisation rate increases by 1% | (86 551) | (84 285) |
| Exit capitalisation rate decreases by 1% | 105 467 | 103 481 |
| Sensitivity analysis to discount rates | | |
| Discount rate increases by 1% | (54 688) | (57 079) |
| Discount rate decreases by 1% | 57 316 | 60 202 |
| Sensitivity analysis to market rentals | | |
| Market rental decreases by 1% | (9 444) | (15 720) |
| Market rental increases by 1% | 9 444 | 15 848 |

UK valuations

Valuation techniques

The property valuations were prepared based on the equivalent yield or income capitalisation method whereby the fair value of property is determined by applying an equivalent yield to a market-related rental into perpetuity.

Significant unobservable inputs

| | Audited 30 June 2024 % | Audited 30 June 2023 % |
|--|---------------------------------|---------------------------------|
| 1) Equivalent yields used are included below: | | |
| Sector | | |
| Industrial | 5,32 – 6,5 | 6,1 – 6,6 |
| Retail | 7,75 | 9,08 |
| 2) Annual market rentals per square foot in GBP used are included below, rounded to the nearest 1 000: | | |
| Sector | | |
| Industrial | 3,3 – 5,8 | 4,5 – 6,5 |
| Retail | 10,81 | 12,5 – 20,0 |

Inter relationship between key unobservable inputs and fair value measurements

All other factors being equal, higher net operating income would lead to an increase in the valuation of an investment property, and an increase in the capitalisation rate or discount rate would result in a lower valuation and vice versa.

Higher assumptions for rental rates and lower assumptions for operating costs would result in an increase in projected net operating income, and thus an increase in valuation.

NOTES TO THE CONDENSED CONSOLIDATED UNAUDITED RESULTS continued

3. INVESTMENT PROPERTY continued

UK valuations continued

| | Audited 30 June 2024 R'000 | Audited 30 June 2023 R'000 |
|--|-------------------------------------|-------------------------------------|
| Sensitivity analysis to exit capitalisation rates | | |
| Equivalent yield increases by 1% | (81 590) | (69 886) |
| Equivalent yield decreases by 1% | 90 275 | 93 939 |
| Sensitivity analysis to market rentals | | |
| Market rental decreases by 1% | (5 485) | (4 667) |
| Market rental increases by 1% | 5 942 | 3 590 |

4. INVESTMENT PROPERTY HELD FOR SALE

| | Unaudited 31 December 2023 R'000 | Audited 30 June 2023 R'000 |
|---|---|-------------------------------------|
| Opening balance | 96 162 | 464 900 |
| Transferred from investment property | 58 771 | 101 119 |
| Transferred from tenant installations | 390 | 2 413 |
| Transferred from lease commissions | 339 | 1 331 |
| Transferred from equipment | – | 5 |
| Fair value adjustments | (6 649) | (14 186) |
| Straight lining adjustment | – | (1 234) |
| Loss on disposal of investment property | (6 123) | (10 931) |
| Disposals* | (71 933) | (447 255) |
| Closing balance | 70 957 | 96 162 |

*The disposal amount includes non-cash items due to vendor financing.

Breakdown of closing balance

| | | |
|-------------------------------------|----------|-----------|
| Cost | 97 539 | 209 974 |
| Cumulative straight-line adjustment | 315 | 1 352 |
| Cumulative fair value adjustment | (27 624) | (115 206) |
| Cumulative equipment | – | 6 |
| Cumulative commissions | 338 | 36 |
| Cumulative tenant installations | 389 | – |
| Closing balance | 70 957 | 96 162 |

5. UNLISTED INVESTMENTS

Texton has invested in the US with six investments, and in the UK with one investment, as set out below:

| 30 June 2024 | Fair value Hierarchy | Commit- ment \$'000 | Undrawn Commit- ment \$'000 | Market Value \$'000 | Market Value R'000 | Dividend Income R'000 |
|--------------|-------------------------|---------------------------|--------------------------------------|---------------------------|--------------------------|-----------------------------|
|--------------|-------------------------|---------------------------|--------------------------------------|---------------------------|--------------------------|-----------------------------|

US investments

| | | | | | | |
|-------------------------------------|---------|--------|-------|--------|---------|--------|
| Blackstone Real Estate Income Trust | Level 2 | 12 500 | – | 6 409 | 116 151 | 10 471 |
| Starwood Real Estate Income Trust | Level 2 | 12 000 | – | 10 238 | 184 976 | 11 262 |
| PadSplit Investment | Level 3 | 2 500 | – | 1 822 | 32 911 | 3 245 |
| Cadre real estate investment | Level 3 | 5 000 | 1 873 | 2 725 | 49 236 | 263 |
| GIM Investments/Apollo | Level 3 | 5 500 | 4 911 | 484 | 8 744 | – |
| Faropoint industrial value Fund III | Level 3 | 2 000 | 1 036 | 964 | 17 339 | – |
| | | 39 500 | 7 820 | 22 642 | 409 357 | 25 241 |

| 30 June 2024 | Fair value Hierarchy | Commit- ment £'000 | Undrawn Commit- ment £'000 | Market Value £'000 | Market Value R'000 | Dividend Income R'000 |
|--------------|-------------------------|--------------------------|-------------------------------------|--------------------------|--------------------------|-----------------------------|
|--------------|-------------------------|--------------------------|-------------------------------------|--------------------------|--------------------------|-----------------------------|

UK investments

| | | | | | | |
|---------------------|---------|-------|-------|-------|--------|---|
| Greenpoint/Infinium | Level 3 | 2 650 | 1 143 | 1 476 | 33 737 | – |
|---------------------|---------|-------|-------|-------|--------|---|

| 30 June 2023 | Fair value Hierarchy | Commit- ment \$'000 | Undrawn Commit- ment \$'000 | Market Value \$'000 | Market Value R'000 | Dividend Income R'000 |
|--------------|-------------------------|---------------------------|--------------------------------------|---------------------------|--------------------------|-----------------------------|
|--------------|-------------------------|---------------------------|--------------------------------------|---------------------------|--------------------------|-----------------------------|

US investments

| | | | | | | |
|-------------------------------------|---------|--------|-------|--------|---------|--------|
| Blackstone Real Estate Income Trust | Level 2 | 12 500 | – | 12 889 | 243 273 | 8 548 |
| Starwood Real Estate Income Trust | Level 2 | 12 000 | – | 11 750 | 221 786 | 9 523 |
| PadSplit Investment | Level 3 | 2 500 | – | 2 190 | 41 250 | 156 |
| Cadre real estate investment | Level 3 | 5 000 | 1 873 | 3 048 | 57 408 | 94 |
| GIM Investments/Apollo | Level 3 | 5 500 | 5 060 | 440 | 8 305 | – |
| | | 37 500 | 6 933 | 30 317 | 572 022 | 18 321 |

| 30 June 2023 | Fair value Hierarchy | Commit- ment \$'000 | Undrawn Commit- ment \$'000 | Market Value \$'000 | Market Value R'000 | Dividend Income R'000 |
|--------------|-------------------------|---------------------------|--------------------------------------|---------------------------|--------------------------|-----------------------------|
|--------------|-------------------------|---------------------------|--------------------------------------|---------------------------|--------------------------|-----------------------------|

UK investments

| | | | | | | |
|---------------------|---------|-------|-------|-------|--------|---|
| Greenpoint/Infinium | Level 3 | 2 650 | 1 548 | 1 110 | 26 568 | – |
|---------------------|---------|-------|-------|-------|--------|---|

NOTES TO THE CONDENSED CONSOLIDATED UNAUDITED RESULTS continued

5. UNLISTED INVESTMENTS continued

Reconciliation of movement during the year:

| | Opening Balance | Acquisitions | Disposals/Redemptions |
|--|-----------------|---------------|-----------------------|
| Blackstone Real Estate Income Trust [^] | 243 273 | – | (108 450) |
| Starwood Real Estate Income Trust | 221 786 | – | (6 065) |
| PadSplit Investment | 41 249 | – | – |
| Cadre real estate investment | 57 408 | 751 | – |
| Greenpoint/Infinium | 26 568 | 9 674 | – |
| GIM Investments/Apollo | 8 305 | 2 809 | – |
| Faropoint industrial value Fund III | – | 17 381 | – |
| | 598 589 | 30 615 | (114 515) |

| 30 June 2023 | Opening Balance | Acquisitions | Fair Value Adjustments |
|-------------------------------------|-----------------|---------------|------------------------|
| Blackstone Real Estate Income Trust | 214 202 | – | (13 977) |
| Starwood Real Estate Income Trust | 207 388 | – | (27 044) |
| PadSplit Investment | 40 766 | – | (5 830) |
| Cadre real estate investment | 15 514 | 37 202 | 1 889 |
| Greenpoint/Infinium | 7 192 | 14 999 | 1 183 |
| GIM Investments/Apollo | – | 7 894 | – |
| | 485 062 | 60 095 | (43 779) |

Gains or losses arising from changes in the fair value of unlisted investments are included in profit or loss in the year in which they arise.

[^]Texton Property Investments Limited ("TPI UK") has partially sold down its investment in Blackstone Real Estate Income Trust iCapital Offshore Access Fund SPC ("BREIT") through a redemption of 4 614 1917. At the time of investing, these funds met several strategic and investment goals for TPI, in line with group's strategy to increase its offshore property exposure. The investments continued to provide TPI UK with current income in the form of regular, stable cash distributions, achieving an attractive yield on the investments. In addition to providing monthly distributions, the funds provided TPI UK with optionality to exit the fund through a share repurchase plan (subject to certain limitations of the terms and conditions of the share repurchase plan). Given the distributions and returns achieved to date, TPI UK decided to redeem a portion of the current investments and partially realise these returns. The redemption proceeds from the disposal will be recycled in line with the group's offshore investment strategy. The proceeds from the redemptions, \$6 000 000 (R109,4 million) from BREIT was received subsequent to year-end.

| Return of capital | Fair Value Adjustments | Interest received | Foreign currency translation movement | Closing Value |
|-------------------|------------------------|-------------------|---------------------------------------|---------------|
| - | (8 221) | - | (10 452) | 116 150 |
| - | (22 418) | - | (8 327) | 184 976 |
| (721) | (6 090) | - | (1 527) | 32 911 |
| - | (13 273) | 4 351 | - | 49 237 |
| - | (830) | - | (1 675) | 33 737 |
| - | (1 853) | - | (517) | 8 744 |
| - | - | - | (42) | 17 339 |
| (721) | (52 685) | 4 351 | (22 540) | 443 094 |

| Interest received | Foreign currency movement | Closing Value |
|-------------------|---------------------------|---------------|
| - | 43 048 | 243 273 |
| - | 41 442 | 221 786 |
| - | 6 313 | 41 249 |
| 2 803 | - | 57 408 |
| - | 3 194 | 26 568 |
| - | 411 | 8 305 |
| 2 803 | 94 408 | 598 589 |

NOTES TO THE CONDENSED CONSOLIDATED UNAUDITED RESULTS continued

6. FAIR VALUE ADJUSTMENTS

| | Audited 30 June 2024 R'000 | Audited 30 June 2023 R'000 |
|---|-------------------------------------|-------------------------------------|
| Investment property | (14 136) | (50 763) |
| Loss on disposal of property | (6 123) | (6 736) |
| Investment property classified as held for sale | (6 649) | (14 186) |
| Financial instruments at fair value through profit or loss | | |
| Interest rate swap | – | (2 259) |
| Unlisted Investments | (52 685) | (43 761) |
| Fair value loss for the period | (79 593) | (117 705) |

7. EXTERNAL LOANS AND DERIVATIVES

| | Audited 30 June 2024 R'000 | Audited 30 June 2023 R'000 |
|--|-------------------------------------|-------------------------------------|
| Balance at the beginning of the year | 981 492 | 1 345 002 |
| – non-current | 855 813 | 1 119 443 |
| – current | 125 679 | 225 559 |
| Advances during the year | 218 772 | 55 000 |
| Repayments during the year | (201 155) | (475 372) |
| Foreign currency translation reserve movements | (11 641) | 49 539 |
| Fair value on interest rate swaps | – | 2 259 |
| Structuring fees amortised during the year | 601 | 3 156 |
| Interest accrual | (641) | 1 908 |
| Closing balance at the end of the year | 987 428 | 981 492 |
| – non-current | 152 197 | 855 813 |
| – current | 835 231 | 125 679 |

7. EXTERNAL LOANS AND DERIVATIVES continued

Bank covenants

Loan covenants applicable to the Standard Bank facilities

- LTV ratio for the Group may not exceed 50%
- Group interest cover of a minimum of 2,0 times
- LTV for the Standard Bank facility may not exceed 55%
- Interest cover ratio for the facility of a minimum of 1,75 times
- Texton did not meet the Standard Bank ICR at the facility level based on the interim results for 31 December 2023. However, this covenant breach was condoned by Standard Bank till 30 June 2024.
- Subsequent to year end, a breach on the Standard Bank Group interest cover ratio was identified. However, this breach was condoned by Standard Bank.

Subsequent to year end, as part of the refinancing of Facility B (the Rolling Credit Facility), the ICR at facility level was reduced as follows:

- | | |
|--|------------|
| • For each measurement period commencing on 30 June 2024 to 31 December 2024 | 1,60 times |
| • For each measurement period commencing on 1 January 2025 to 30 June 2025 | 1,65 times |
| • For each measurement period commencing on 30 June 2025 and thereafter. | 1,75 times |

Loan covenants applicable to the Investec facilities

- LTV ratio for the Group may not exceed 50%
- Group interest cover of a minimum of 1,80 times
- All covenants applicable to Investec are currently met by Texton at 30 June 2024

During the year, the facilities were refinanced with Investec on the below terms:

- Both loans were extended by a further 36 months at prime less 0,75%
- The Interest Cover Ratio to be reduced from 2,0 times to 1,80 times
- Covenant testing only to be performed at year-end

Loan covenants applicable to the HSBC facilities

- LTV ratio for the HSBC facilities may not exceed 55%
- Historical interest cover ratio for the facility must be a minimum of 1,50 times
- Projected interest cover ratio for the facility must be a minimum of 1,50 times
- All covenants applicable to HSBC are currently met by Texton at 30 June 2024.

NOTES TO THE CONDENSED CONSOLIDATED UNAUDITED RESULTS continued

8. FINANCIAL INSTRUMENTS

| | Fair value through profit or loss | |
|-------------------------|-------------------------------------|-------------------------------------|
| | Audited 30 June 2024 R'000 | Audited 30 June 2023 R'000 |
| Financial assets | | |
| Unlisted investments | 443 094 | 598 590 |
| Financial assets | 443 094 | 598 590 |

| | Amortised cost | |
|---|-------------------------------------|-------------------------------------|
| | Audited 30 June 2024 R'000 | Audited 30 June 2023 R'000 |
| Financial assets | | |
| Other receivables | 32 044 | 30 022 |
| Trade and other receivables | 17 148 | 20 690 |
| Cash | 261 036 | 280 116 |
| Financial assets | 310 228 | 330 828 |
| Financial liabilities | | |
| External loans and derivative financial instruments | 987 428 | 981 492 |
| Trade and other payables | 36 413 | 32 017 |
| Financial liabilities | 1 023 841 | 1 013 509 |

In terms of IFRS 9, the Group's currency and interest rate derivatives are measured at fair value through profit or loss and are categorised as level 2 investments.

There were no transfers between levels 1, 2 and 3 during the year. The valuation methods applied are consistent with those applied in preparing the consolidated annual financial statements for the year ended 30 June 2024.

9. FAIR VALUE HIERARCHY

The Company's financial assets and liabilities and investment properties are classified according to the following three-tiered fair value hierarchy:

Level 1: Quoted prices (unadjusted) in an active market for an identical instrument.

Level 2: Valuation techniques based on observable inputs, either directly (i.e. as prices) or indirectly (i.e. derived from prices). This category includes instruments valued using: quoted market prices in active markets for similar instruments; quoted prices for identical or similar instruments in markets that are considered less than active; or other valuation techniques where all significant inputs are directly or indirectly observable from market data.

Level 3: Valuation techniques using significant unobservable inputs. This category includes all instruments where the valuation technique includes inputs not based on observable data and the unobservable inputs have a significant effect on the instrument's valuation. This category also includes instruments that are valued based on quoted prices for similar instruments where significant unobservable adjustments or assumptions are required to reflect differences between the instruments.

The table below analyses financial assets and liabilities carried at fair value and investment properties where the fair value approximates the carrying amount.

| | Carrying value | | | |
|-------------------------------------|------------------|------------------|------------------|----------------|
| | Level 1 R'000 | Level 2 R'000 | Level 3 R'000 | Total R'000 |
| 30 June 2024 | | | | |
| Assets | | | | |
| Investment properties | – | – | 2 003 670 | 2 003 670 |
| Investment properties held for sale | – | – | 70 957 | 70 957 |
| Unlisted investments | – | 301 126 | 141 968 | 443 094 |
| 30 June 2023 | | | | |
| Assets | | | | |
| Investment properties | – | – | 2 077 217 | 2 077 217 |
| Investment properties held for sale | – | – | 96 162 | 96 162 |
| Unlisted investments | – | 465 059 | 133 531 | 598 590 |

NOTES TO THE CONDENSED CONSOLIDATED UNAUDITED RESULTS continued

9. FAIR VALUE HIERARCHY continued

The following table reflects the valuation techniques used in measuring level 2 fair values:

| Type | Valuation technique | Significant unobservable inputs | Inter-relationship between key unobservable inputs and fair value |
|---|--|---------------------------------|---|
| Investments: Interest in Blackstone Real Estate Income Trust iCapital Offshore Access Fund SPC | The fair value of the investment is determined with reference to the published price which is based on the underlying NAV of the underlying REIT being Blackstone Real Estate Income Trust iCapital Offshore Access Fund SPC, a private unlisted REIT. | Not applicable | Not applicable |
| Investments: Interest in Starwood Real Estate Income Trust Offshore Fund SPC | The fair value of the investment is determined with reference to the published price which is based on the underlying NAV of the underlying REIT being Starwood Real Estate Income Trust Offshore Fund SPC, a private unlisted REIT. | Not applicable | Not applicable |

The following table reflects the valuation techniques used in measuring level 3 fair values:

| Type | Valuation technique | Significant unobservable inputs | Inter-relationship between key unobservable inputs and fair value |
|-----------------------|---|---------------------------------|---|
| Investment properties | Refer to note 3 | Refer to note 3 | Refer to note 3 |
| Unlisted investments | Texton will rely on the sponsor valuations to determine fair value at each valuation date. These valuations in turn are based on the underlying NAV of the investments. | Not applicable | Not applicable |

10. EVENTS AFTER THE REPORTING DATE

Renewal of Standard Bank facility

Subsequent to year-end, Texton renewed its expiring facility (RCF) with Standard Bank for a further 36 months at a margin of 1,55% below the prime interest rate.

SREIT redemption

Texton Property Investments Limited ("TPI UK") has partially sold down its investment in Starwood Real Estate Income Trust ("SREIT") through a redemption of 33 530 shares.

At the time of investing, these funds met several strategic and investment goals for TPI, in line with group's strategy to increase its offshore property exposure. The investments continued to provide TPI UK with current income in the form of regular, stable cash distributions, achieving an attractive yield on the investments. In addition to providing monthly distributions, the funds provided TPI UK with optionality to exit the fund through a share repurchase plan (subject to certain limitations of the terms and conditions of the share repurchase plan). Given the distributions and returns achieved to date, TPI UK decided to redeem a portion of the current investments and partially realise these returns. The redemption proceeds from the disposal will be recycled in line with the group's offshore investment strategy.

The proceeds from the redemption \$758 623 (R13 824 712) from SREIT, was received subsequent to year-end.

Investment in TPI Canvas

Subsequent to year-end, the Group, concluded to invest in a partnership ("the Partnership") with WS Industrial GP LLC ("Canvas") to acquire 90% of an infill class-B stand-alone industrial property in North Carolina, United States of America ("US").

The Group concluded a limited partnership agreement for 90% of the partnership interest with the remaining 10% being committed by Canvas as the general partner. The initial capital contribution of USD2,747,950 (R50 232 526) will contribute to acquiring the property and the related transaction costs to be incurred. The remaining capital commitment of USD430,315 (R7 866 158) will provide for possible repurposing of the property upon the expiry of the lease.

Declaration of a final dividend

The Board of directors of Texton ("the Board") is pleased to announce that Texton has declared a final dividend of 20,13 cents (2023: 19,26 cents) per share for the year ended 30 June 2024. The total dividend for the year is 20,13 cents (June 2023: 19,26 cents).

Disposal of Properties located in the UK

Subsequent to year-end, the Group finalised the disposal of two properties located in the UK. The property located in Heapham Road Industrial Estate, in Gainsborough, was disposed of on 9 September 2024, for a consideration of £7 300 000 (R171,4 million). The property located in Pease Road, Peterlee, was disposed of on 20 September 2024 for a consideration of £ 8 300 000 (R193,4 million). The proceeds from both the sales were utilised to repay debt.

11. DIVIDENDS PAID

| | Audited 30 June 2024 R'000 | Audited 30 June 2023 R'000 |
|----------------|---|---|
| Dividends paid | 60 000 | 23 260 |

Dividends are paid from income reserves.

NOTES TO THE CONDENSED CONSOLIDATED UNAUDITED RESULTS continued

12. SEGMENT REPORTING

| | South Africa | |
|---|-------------------------------------|-------------------------------------|
| | Audited 30 June 2024 R'000 | Audited 30 June 2023 R'000 |
| Segmental revenue – rental revenue | | |
| Office | 211 997 | 211 812 |
| Retail | 21 710 | 32 769 |
| Industrial | 3 242 | 22 674 |
| Storage | 1 069 | – |
| | 238 018 | 267 255 |
| Profit before tax | | |
| Office | 95 096 | 124 534 |
| Retail | 12 105 | 17 109 |
| Industrial | 2 737 | 10 767 |
| Corporate | (107 608) | (106 144) |
| Storage | (1 074) | – |
| | 1 256 | 46 266 |
| Total assets | | |
| Office | 1 526 358 | 1 547 331 |
| Retail | 137 506 | 163 010 |
| Industrial | 10 488 | 55 032 |
| Corporate | 241 476 | 11 065 |
| Storage | 1 311 | – |
| | 1 917 139 | 1 776 438 |
| Total liabilities | | |
| Office | (27 672) | (27 374) |
| Retail | (6 619) | (5 254) |
| Industrial | (1 367) | (1 602) |
| Corporate | (744 295) | (688 586) |
| Storage | – | – |
| | (779 953) | (722 816) |

12. SEGMENT REPORTING continued

| | United Kingdom | |
|---|-------------------------------------|-------------------------------------|
| | Audited 30 June 2024 R'000 | Audited 30 June 2023 R'000 |
| Segmental revenue – rental revenue | | |
| Office | – | – |
| Retail | 5 243 | 4 805 |
| Industrial | 29 643 | 26 630 |
| | 34 886 | 31 435 |
| Profit before tax | | |
| Office | – | – |
| Retail | 4 654 | (261) |
| Industrial | 18 035 | (33 546) |
| Corporate | (23 659) | (15 656) |
| | (970) | (49 463) |
| Total assets | | |
| Office | – | – |
| Retail | 71 359 | 69 770 |
| Industrial | 503 692 | 503 972 |
| Corporate | (77 703) | 24 981 |
| | 497 348 | 598 723 |
| Total liabilities | | |
| Office | – | – |
| Retail | (4 759) | (4 264) |
| Industrial | (41 049) | (15 518) |
| Corporate | (222 232) | (302 288) |
| | (268 040) | (322 070) |

NOTES TO THE CONDENSED CONSOLIDATED UNAUDITED RESULTS continued

12. SEGMENT REPORTING continued

| | Investments | |
|---|-------------------------------------|-------------------------------------|
| | Audited 30 June 2024 R'000 | Audited 30 June 2023 R'000 |
| Segmental revenue – rental revenue | | |
| Office | - | - |
| Retail | - | - |
| Industrial | - | - |
| | - | - |
| Profit before tax | | |
| Office | - | - |
| Retail | - | - |
| Industrial | - | - |
| Investments | (14 672) | (35 573) |
| | (14 672) | (35 573) |
| Total assets | | |
| Office | - | - |
| Retail | - | - |
| Industrial | - | - |
| Investments | 552 302 | 598 590 |
| | 552 302 | 598 590 |
| Total liabilities | | |
| Office | - | - |
| Retail | - | - |
| Industrial | - | - |
| Corporate | - | - |
| | - | - |

12. SEGMENT REPORTING continued

| | Total | |
|---|-------------------------------------|-------------------------------------|
| | Audited 30 June 2024 R'000 | Audited 30 June 2023 R'000 |
| Segmental revenue – rental revenue | | |
| Office | 211 997 | 211 812 |
| Retail | 26 953 | 37 574 |
| Industrial | 32 885 | 49 304 |
| Storage | 1 069 | – |
| | 272 904 | 298 690 |
| Loss before tax | | |
| Office | 95 096 | 124 534 |
| Retail | 16 759 | 16 848 |
| Industrial | 20 772 | (22 779) |
| Corporate | (131 267) | (121 800) |
| Investments | (14 672) | (35 573) |
| Storage | (1 074) | – |
| | (14 386) | (38 770) |
| Total assets | | |
| Office | 1 526 358 | 1 547 331 |
| Retail | 208 865 | 232 780 |
| Industrial | 514 180 | 559 004 |
| Corporate | 163 773 | 36 046 |
| Investments | 552 302 | 598 590 |
| Storage | 1 311 | – |
| | 2 966 789 | 2 973 751 |
| Total liabilities | | |
| Office | (27 672) | (27 374) |
| Retail | (11 378) | (9 518) |
| Industrial | (42 416) | (17 120) |
| Corporate | (966 527) | (990 874) |
| | (1 047 993) | (990 138) |

The group is managed on a consolidated basis and inter-segmental transactions have been eliminated.

NOTES TO THE CONDENSED CONSOLIDATED UNAUDITED RESULTS continued

13. HEADLINE EARNINGS

| | Audited 30 June 2024 R'000 | Audited 30 June 2023 R'000 |
|--|-------------------------------------|-------------------------------------|
| Headline earnings attributable to shareholders | | |
| Profit attributable to shareholders | (13 949) | (14 152) |
| Fair value adjustment of investment property | 14 136 | 50 763 |
| Fair value adjustment of investment property held for sale | 6 649 | 14 186 |
| Reversal of impairment | (5 867) | (2 559) |
| Loss on sale of property held for sale | 6 123 | 6 736 |
| Headline earnings attributable to shareholders | 7 092 | 54 974 |
| Weighted number of shares ('000) | 281 835 | 332 408 |
| Shares in issue ('000) | 330 060 | 363 701 |
| Treasury shares ('000) | 31 961 | 32 001 |
| (Loss)/Profit per share | | |
| Basic loss per share (cents) | (4,95) | (4,26) |
| Diluted loss per share (cents) | (4,95) | (4,26) |
| Headline earnings per share (cents) | 2,52 | 16,54 |
| Diluted headline earnings per share (cents) | 2,50 | 16,54 |

14. SUMMARY OF FINANCIAL PERFORMANCE

| | Audited 30 June 2024 R'000 | Audited 30 June 2023 R'000 |
|---|-------------------------------------|-------------------------------------|
| Shares used for dividend calculation ('000) | 298 098 | 259 570 |
| Number of shares in issue ('000) | 330 060 | 363 701 |
| NAV per share (cents) | 625,08 | 619,37 |
| Basic earnings per share (cents) | (4,95) | (4,26) |
| Headline earnings per share (cents) | 2,52 | 16,54 |
| Share price (cents) | 332 | 250 |
| LTV ratio* | 27,40 | 24,90 |
| Cost-to-income ratios | | |
| SA Gross property cost-to-income ratio (%) | 45,4 | 41,9 |
| SA Net property cost-to-income ratio (%) | 27,9 | 24,7 |
| Gross total cost-to-income ratio (%) | 52,9 | 52,7 |
| Net total cost-to-income ratio (%) | 23,3 | 22,3 |

*Calculated in line with the SA REIT Association Best Practice Recommendations.

15. DISTRIBUTABLE EARNINGS

| | Audited 30 June 2024 R'000 | Audited 30 June 2023 R'000 |
|--|-------------------------------------|-------------------------------------|
| Revenue | 282 040 | 297 855 |
| Impairment losses on tenant debtors | (2 427) | 2 222 |
| Property expenses | (112 425) | (116 007) |
| Other income | 31 648 | 23 164 |
| Administrative expenses | (36 771) | (41 406) |
| Impairment loss on vendor financing | (377) | (639) |
| Depreciation and amortisation | 8 029 | 10 405 |
| Net finance cost | (87 763) | (79 129) |
| – Finance income | 20 200 | 16 976 |
| – Finance cost | (107 963) | (96 105) |
| Taxation | (2 053) | 2 673 |
| Total distributable earnings | 79 901 | 99 138 |
| Distributable income per share (cents) | 26,80 | 38,19 |
| Dividend per share (cents) | 20,13 | 19,26 |

ANNEXURE A

SA REIT BEST PRACTICE DISCLOSURES (NON-IFRS MEASURES)

The second edition of the SA REIT Association best practice recommendations was issued in November 2019, outlining the need to provide consistent and disclosure of relevant ratios in the SA REIT sector. This will ensure information and definitions are clearly presented, enhancing comparability and consistency across the sector. The comparative figures have been computed and disclosed on the same basis.

SA REIT FUNDS FROM OPERATIONS (SA REIT FFO) PER SHARE

| | 30 June 2024 R'000 | 30 June 2023 R'000 |
|--|--------------------------|--------------------------|
| Loss per income statement | (13 949) | (14 152) |
| Accounting/specific adjustments: | 84 618 | 84 237 |
| Fair value adjustments to: | | |
| – Investment property | 20 785 | 50 763 |
| – Debt and equity instruments held at fair value through profit or loss | – | 2 259 |
| – Fair value gains on unlisted investments | 52 685 | 43 761 |
| Depreciation and amortisation of intangible assets | 8 031 | 10 234 |
| Asset impairments (excluding goodwill) and reversals of impairment | – | – |
| Gains or losses on modification of financial instruments | – | – |
| Deferred tax movement recognised in profit or loss | 6 020 | (21 945) |
| Straight-lining operating lease adjustment | 9 136 | (835) |
| Adjustments arising from investing activities: | 6 123 | 20 922 |
| Gains or losses on disposal of: | | |
| – Investment property held for sale | 6 123 | 20 922 |
| Foreign exchange and hedging items: | 418 | 7 960 |
| Adjustments to amounts recognised in profit or loss relating to derivative financial instruments | 418 | 7 962 |
| Reclassified foreign currency translation reserve | | |
| Foreign exchange gains or losses relating to capital items – realised and unrealised | – | (2) |
| Tax impact | 86 | (1 632) |
| SA REIT FFO | 76 460 | 97 335 |
| Number of shares outstanding at end of period (net of treasury shares) | 298 098 | 331 699 |
| SA REIT FFO cents per share | 25,65 | 29,34 |
| Income available for distribution | 79 901 | 99 138 |
| Number of shares outstanding used for dividends | 298 098 | 259 570 |
| Distributable income per share before pay-out ratio: (cents per share) | 26,80 | 38,19 |

SA REIT NET ASSET VALUE (SA REIT NAV)

| | 30 June 2024 R'000 | 30 June 2023 R'000 |
|--|--------------------------|--------------------------|
| Reported NAV attributable to the parent | 1 918 795 | 2 097 014 |
| Adjustments: | | |
| Dividend to be declared | (60 000) | (50 000) |
| Fair value of certain derivative financial instruments | – | – |
| Deferred tax | 4 570 | 7 446 |
| SA REIT NAV | 1 863 365 | 2 054 460 |
| Shares outstanding | | |
| Number of shares in issue at period end (net of treasury shares) | 298 098 | 331 699 |
| Dilutive number of shares in issue | 298 098 | 331 699 |
| SA REIT NAV per share (cents) | 625,08 | 619,37 |

SA REIT COST-TO-INCOME RATIO

| | 30 June 2024 R'000 | 30 June 2023 R'000 |
|--|--------------------------|--------------------------|
| Expenses | | |
| Operating expenses per IFRS income statement (includes municipal expenses) | 112 425 | 116 007 |
| Administrative expenses per IFRS income statement | 36 772 | 41 407 |
| <i>Exclude:</i> | | |
| Depreciation expense in relation to property, plant and equipment of an administrative nature and | – | – |
| – Building selling costs | – | – |
| Operating costs | 149 197 | 157 414 |
| Rental income | | |
| Contractual rental income per IFRS income statement (excluding straight-lining) | 218 873 | 233 046 |
| Utility and operating recoveries per IFRS income statement | 63 167 | 64 809 |
| Gross rental income | 282 040 | 297 855 |
| SA REIT cost-to-income ratio (%) | 52,9 | 52,7 |

ANNEXURE A

SA REIT BEST PRACTICE DISCLOSURES (NON-IFRS MEASURES) continued

SA REIT ADMINISTRATIVE COST-TO-INCOME RATIO

| | 30 June 2024 R'000 | 30 June 2023 R'000 |
|--|--------------------------|--------------------------|
| Expenses | | |
| Administrative expenses as per IFRS income statement | 36 772 | 41 407 |
| <i>Exclude:</i> | | |
| – Building selling costs | | |
| Administrative costs | 36 772 | 41 407 |
| Rental income | | |
| Contractual rental income per IFRS income statement (excluding straight-lining) | 218 873 | 233 046 |
| Utility and operating recoveries per IFRS income statement | 63 167 | 64 809 |
| Gross rental income | 282 040 | 297 855 |
| SA REIT administrative cost-to-income ratio (%) | 13,0 | 13,9 |

SA REIT GLA VACANCY RATE

| | 30 June 2024 m ² | 30 June 2023 m ² |
|---|-----------------------------------|-----------------------------------|
| Gross lettable area of vacant space | 19 866 | 51 196 |
| Gross lettable area of total property portfolio | 152 404 | 199 707 |
| SA REIT GLA vacancy rate (%) | 13,0 | 25,6 |

COST OF DEBT

| | 30 June 2024 % | 30 June 2023 % |
|--|-----------------------|----------------------|
| | South Africa | |
| <i>Variable interest-rate borrowings</i> | | |
| Floating reference rate plus weighted average margin | 10,73 | 10,77 |
| Pre-adjusted weighted average cost of debt | 10,73 | 10,77 |
| Adjustments: | | |
| Impact of interest rate derivatives | – | – |
| All-in weighted average cost of debt – ZAR | 10,73 | 10,77 |
| | United Kingdom | |
| <i>Variable interest-rate borrowings</i> | | |
| Floating reference rate plus weighted average margin | 7,45 | 6,61 |
| Pre-adjusted weighted average cost of debt | 7,45 | 6,61 |
| Adjustments: | | |
| Impact of interest rate derivatives | – | (0,58) |
| All-in weighted average cost of debt – GBP | 7,45 | 6,03 |

ANNEXURE A

SA REIT BEST PRACTICE DISCLOSURES (NON-IFRS MEASURES) continued

SA REIT LOAN-TO-VALUE

| | 30 June 2024 R'000 | 30 June 2023 R'000 |
|--|--------------------------|--------------------------|
| Gross debt | 987 428 | 981 492 |
| Less: | | |
| Cash and cash equivalents | (261 036) | (280 116) |
| Net debt | 726 392 | 701 376 |
| Total assets – per Statement of Financial Position | 2 966 788 | 3 141 916 |
| Less: | | |
| Cash and cash equivalents | (261 036) | (280 116) |
| Trade and other receivables | (36 101) | (35 557) |
| Carrying amount of property-related assets | 2 669 651 | 2 826 243 |
| SA REIT loan-to-value (“SA REIT LTV”) (%) | 27,2 | 24,8 |

CORPORATE INFORMATION

TEXTON PROPERTY FUND LIMITED

(Incorporated in the Republic of South Africa)
(Registration number: 2005/019302/06)
Share code: TEX and ISIN: ZAE000190542
Approved as a REIT by the JSE
("Texton" or "the company" or "the group")
Listed on the JSE Limited (Main Board – General Segment)

PHYSICAL AND REGISTERED ADDRESS

Block D, Vunani Office Park
151 Katherine Street, Sandton 2031
PO Box 653129, Benmore 2010

BOARD OF DIRECTORS

MA Golding (Non-executive chairperson)
JR Macey (Lead independent non-executive)
JH Rens* (Chief executive officer)^
HSP Welleman* (Chief financial officer)~
AJ Hannington (Independent non-executive)
W van der Vent (Independent non-executive)
RA Franco (Non-executive)

* *Executive director*

^ *JH Rens was appointed as Chief Executive Officer
on 22 August 2024*

~ *HSP Welleman was the Chief Executive Officer
of Texton and has now assumed the role of
Chief Financial Officer from 22 August 2024*

COMPANY SECRETARY

Corpstat Governance Services Proprietary Limited
Fernridge Office Park, Block 4, First Floor,
5 Hunter Street, Randburg, 2194

AUDITOR

BDO South Africa Incorporated
6th Floor, 123 Hertzog Boulevard
Foreshore, Cape Town 8001

SPONSOR

Investec Bank Limited
100 Grayston Drive
Sandton 2031

TRANSFER SECRETARY

Computershare Investor Services Proprietary Limited
Rosebank Towers
15 Biermann Avenue, Rosebank 2196
PO Box 61051, Marshalltown 2107

TEXTON

PROPERTY FUND

www.texton.co.za