



PrimeTime Property Holdings Limited

Incorporated in the Republic of Botswana on 29 August 2007, Company No. BW00000877365

ANNOUNCEMENT: SMALL RELATED PARTY TRANSACTION

The Directors of PrimeTime Property Holdings Limited (PrimeTime) hereby give notice to Unit holders of a related party transaction with Solar Saver Botswana (Solar Saver) a company providing installation of solar photovoltaic (pvc) systems.

Solar Saver is a related company to PrimeTime due to 25% ownership by the shareholders of Time A&PM (Pty) Ltd (Time A&PM) a company providing asset and property management services to PrimeTime. The companies are related parties due to a common shareholder and directorships.

Time A&PM is connected to PrimeTime through common directorship and shareholding. Therefore, in terms of Section 7.2 (c) of the BSE Equity Listing Requirements, the transaction is treated as a related party transaction.

Details of the transaction

The proposed transaction entails the installation of solar photovoltaic (solar PVC) systems to Lobatse Junction, Pilane Crossing, and Motswere-Prime Plaza II, which are all PrimeTime properties, by Solar Saver to enable PrimeTime to realise savings on the electrical power rates.

PrimeTime and Solar Saver have entered into a lease-to-own agreement, wherein PrimeTime leases the solar PV systems from Solar Saver at a fair rental that is market comparable with rentals Solar Saver offers to other clients in the local market. The rental charges vary monthly depending on the actual KWH output from the system. The lease-to-own agreement further contains a clause that protects PrimeTime against price escalations exceeding the local electrical power generated rates at any point.

Classification of the transaction

In line with the of the BSE Equity Listings Requirements section 7.2, the transaction is a related party transaction as it involves a transaction between a listed company (PrimeTime) and Solar Saver, the two companies are related parties due to a common shareholder and directorships.

The total value of the proposed contracts with Solar Saver amounts to P2.15 million per annum, which is 0.25% of PrimeTime's book value and 0.47% of PrimeTime's current market capitalisation. The value is more than 0.25% but less than 5% of the market capitalisation of PrimeTime as of 27 February 2024, therefore it is treated as a small, related party transaction as per section 7.6 read with section 6.4 (a) of the BSE Equity Listings Requirements.

PrimeTime confirms that Sections 7.6(c) read with 6.9(c)(x) of the BSE Equity Listings Requirements on appointment of Directors are not applicable to this related party transaction as the

transaction relates to installation of solar photovoltaic (solar PVC) systems without any appointment of Directors or new service contracts relating to the appointment of new Directors.

Rationale for the transaction

This transaction will provide a sustainable and reliable power source for PrimeTime's tenants for the selected properties. The installation of solar power generation will allow PrimeTime to realise savings on the power generated rates and the savings are expected to increase over the tenure of the lease in comparison to the local electric power rates.

The use of solar PVC will contribute to PrimeTime's efforts to provide an environmentally responsible, clean, and dependable energy supply to tenants and reduce its carbon footprint. This is in line with PrimeTime's strategy to integrate sustainability into its property portfolio.

Further, the transaction is expected to enhance operational savings because of the expected energy cost savings compared to the electric power rates.

Audit and Risk Committee review and Independent Expert opinion

In terms of Section 7.6 (b) of the Botswana Stock Exchange Listing Requirements, PrimeTime confirms that the Independent Expert (Grant Thornton) has reviewed the terms of the revised agreement and found them to be fair and reasonable. The fair and reasonable opinion confirming the revised fee structure will be available for inspection at PrimeTime's registered office for a period of 28 days from this announcement.

Further, the installation contracts have been approved by PrimeTime's Audit and Risk Committee and the Board of Directors.

Unitholder approval

PrimeTime confirms that in terms of Section 7.6 of the Botswana Stock Exchange Listing Requirements being a small, related party transaction, Unitholders will not be required to vote on or approve the transaction. This announcement is for information purposes only.

By order of the Board:



**P Masie
Chairman**

Gaborone, 4 March 2024