



RDC PROPERTIES LIMITED

(Incorporated in the Republic of Botswana)

(Company number: BW0000877423)

BSE Ordinary Share Code: RDCP

("RDC")

POTENTIAL GENERAL OFFER TO PRIMETIME PROPERTY HOLDINGS LIMITED UNIT HOLDERS: RENEWAL OF CAUTIONARY ANNOUNCEMENT

1. POTENTIAL TRANSACTION

RDC Properties Limited ("RDC") unitholders are referred to the various cautionary announcements released on X-News, with the most recent having been published on 18 June 2024, advising them that RDC was engaging with major unitholders of both RDC and PrimeTime Property Holdings Limited ("PrimeTime") regarding a potential partial offer to each of PrimeTime's unitholders (the "Potential Transaction").

RDC is aware of various media articles which recently appeared in the local press which may have led to market speculation in relation to the Proposed Transaction, which included various misleading statements. The purpose of this announcement is to provide unitholders with the key terms of the Potential Transaction being considered.

The Potential Transaction contemplates:

- a unit for unit general offer by RDC to all PrimeTime unitholders, to acquire in aggregate, at least 50% + 1 of the issued linked PrimeTime units (consisting of the issued linked units and associated debentures), which may result in the issue of at least 91 million new RDC units;
- PrimeTime unitholders may elect to swap all or part of their PrimeTime units for RDC units;
- on the basis that not all PrimeTime units tendered through a general offer are accepted by RDC, all PrimeTime units will be accepted on a pro rata basis;
- the proposed unit for unit swap ratio is 0.68750 RDC units for every 1 PrimeTime unit, implying an RDC price per unit of P2.40 (based on the spot price as at close of business on 20 June 2024) and a PrimeTime price per unit of P1.65 (vs the spot price of P1.60 as at close of business on 20 June 2024), through the issuance of new RDC units;
- the waiver of the requirement for RDC to make a mandatory offer to PrimeTime unitholders;
- a bonus unit issue by RDC in the ratio of 1 new RDC unit for every 4 units held ahead of the closing of the potential general offer which may result in the issue of c.189.6 million new RDC units and an increase of RDC units in issue to c. 947.8 million; and
- the retention of the PrimeTime listing on the Botswana Stock Exchange ("BSE").

2. RATIONALE

The Potential Transaction is intended to deliver the following material benefits:

- creating a significant real estate player of scale in Botswana;
- supporting the ability to accelerate organic growth opportunities and leverage the larger asset management and administrative functions to pursue its strategic objectives and unlock potential cost savings and operational efficiencies of the enlarged group;
- providing immediately improved sector and geographic diversification through the combined group, through greater exposure into the residential and industrial sectors for RDC unitholders, and access to the Croatian market for PrimeTime unitholders;

- The combined portfolio would provide the opportunity to reduce the combined loan-to-value to a targeted level of c.35% over the 12 to 24 months post implementation of the Potential Transaction, improve unit liquidity and unlock net asset value through the ongoing recycling of non-core or non-strategic properties within the combined portfolio, enhancing the combined portfolio fundamentals and balance sheet flexibility;
- RDC has a track record of successful partnerships in which it has invested and then collaboratively aligned the interest of all unitholders and applied sound corporate governance principles both in Botswana and in South Africa, as demonstrated through the acquisition of Capitalgro Property Fund.
- RDC has a demonstrated track record of capital deployment into value-enhancing initiatives. The strengthening of the balance sheet creates flexibility to deploy capital into positive enhancing growth and development opportunities for both portfolios.
- RDC also has a demonstrated track record of successful corporate action and business integration as demonstrated through the acquisition and integration of Tower Property Fund in 2021, with a portfolio gross asset value of ZAR 4.5 billion (c.P3.4 billion based on an exchange rate of ZAR: BWP of 0.7647 on 14 July 2021, being the publication date of the circular to RDC unitholders in relation to this acquisition).

3. RENEWAL OF CAUTIONARY ANNOUNCEMENT

This announcement does not constitute an offer, undertaking or firm intention to make an offer to PrimeTime unitholders by any party, including RDC. This announcement does not constitute an offer or invitation to make an offer to subscribe for linked units in RDC to existing unitholders or any other person.

The BSE granted RDC the necessary dispensation to approach a number of minority unitholders of PrimeTime in relation to the Potential Transaction subject to non-disclosure agreements. Unitholder engagements have been underway on a confidential basis, and RDC has been encouraged by the overall feedback received, and will continue these engagements in respect of the Potential Transaction. RDC has sought to approach the independent directors of PrimeTime to discuss the Potential Transaction. This approach is ongoing.

RDC unitholders are advised to continue to exercise caution when trading in their RDC units until a further announcement is made.

By and on behalf of the Board

21 June 2024

Company Secretary

PricewaterhouseCoopers (Pty) Limited

Botswana legal advisor to RDC

Botlhole Law Group

MEMBER OF THE REALESTATE GROUP OF COMPANIES REGISTRATION

NO: BW00000877423

Directors: A Bradley** (Chairman), GR Giachetti* (Vice Chairman), G Fisher**, F Giachetti*, G Giachetti*, K Maphage, J Mabin**, N Milne**, J Pari*, S Susman**, S Mathe

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