

PRESS ANNOUNCEMENT



THE FAR PROPERTY COMPANY LIMITED
(“the Company or “FPC”)
Company Number CO. UIN BW00000942235
Incorporated in the Republic of Botswana on 29 June 2010
ISIN: BW000001551
SHARE CODE: FPC

SECOND NOTICE OF SCRIP DIVIDEND ELECTION

Unitholders are advised of an offer of units to unitholders holding linked units registered in the records of the Company on the electronic platform of Central Securities Depository of Botswana (“CSDB”) at the close of business on 04 November 2022 (“the Record Date”) at a price of P2.40 per linked unit (“Scrip Distribution Option”) in lieu of the cash distribution of 18.40 thebe per linked unit in respect of the Company’s trading to 30 June 2022.

The Board of Directors offers unitholders the chance to reinvest the cash distribution and receive the distribution in respect of linked units for the period ending 30 June 2022 in new linked units instead of in cash.

The Board has declared a distribution of 18.40 thebe (comprising a dividend of 0.17 thebe on each issued share and interest of 18.23 thebe on each issued debenture comprising a linked unit) per linked unit for the twelve months of trading ending 30 June 2022 (“the Distribution”) and approved the issue of up to 35 292 442 new linked units, to be funded out of distributable profits, to unitholders who hold linked units in the Company as at the Record Date, who elect to receive the distribution in units instead of cash.

The Company will deduct and pay withholding tax of 10% on the dividend on shares comprising linked units payable to holders of linked units which are resident and non-resident and 10% on the interest payable on each debenture held by a holder of a linked unit resident for tax purposes in Botswana, and 10% on the interest payable on each debenture held by holder of a linked unit non-resident for tax purposes in Botswana (or such lesser percentage as may be provided in a Double Taxation Agreement (if there be one) between Botswana and the country of tax residence of the non-resident tax payer) but shall not deduct and pay any withholding tax on interest payable on debentures held by an entity which is exempt from income tax in Botswana. The resulting distribution, after deduction of withholding tax as set out above, is hereinafter referred to as “the Net Distribution”.

Unitholders registered as such on the Record Date are offered such number of linked units, at a value of P2.40 per linked unit, equal to the cash value of the Net Distribution payable to such holders. The value of a linked unit is based on the weighted average traded price of the linked units, on the Botswana Stock Exchange, over the three weeks preceding 30 June 2022.

Effectively the offer represents an offer of 0.0766 new linked units, for every single linked unit currently held by a unitholder.

In so far as the allotment of linked units to a unitholder result in a fraction of a linked unit being allotted to a unitholder, the fraction will be rounded down to the nearest number and the balance of the Net Distribution not accounted for by allocation of new linked units, shall be paid in cash to the unitholder by way of cheque sent to the address of the unitholder or by way of electronic funds transfer to the bank account of the unitholder, recorded in the registers of the Company.

The Scrip Distribution Units, when issued, will rank *pari passu* in all respects with the existing linked units of the Company.

The Company will benefit from this issue. In opting for the issue of linked units in lieu of a cash distribution, unitholders will inject further capital into the Company without incurring the usual substantial dealing costs associated with a new rights issue, and the Company will be able to utilize the amount of the unitholders' funds retained in the Company to support continued growth of the current and future projects and refurbish properties, and reduce exposure to loan finance.

Holders of 43.33% of the issued linked units in the Company have committed to elect to receive the Scrip Distribution.

Based on an assumption that all unitholders elect to take up the Scrip Distribution and that tax is withheld on all dividends at a rate of 10% and on all interest payments at a rate of 10%, 35,292,442 linked units will be issued, with 495,628,648 linked units in issue after distribution of the Scrip in lieu of the cash distribution.

A circular explaining the Scrip Distribution Option and the Form of Election will be sent to unitholders on or before 12 October 2022.

UNITHOLDERS WHO WISH TO RECEIVE THE CASH DISTRIBUTION NEED TAKE NO FURTHER ACTION

OPENING OF THE OFFER AND THE LAST DAY TO MAKE THE ELECTION:

The offer of the scrip option opens at the commencement of business on 12 October 2022 and closes at close of business on Friday 4 November 2022.

A holder of linked units is required to notify the Transfer Agent if he/she/it wishes to receive their distribution in the form of new linked units, within the period in which the offer is open. In the event of failure to elect the Scrip Distribution Option, within the open period, a holder of linked units shall be deemed by the Company to have declined the offer of the Scrip Distribution Option and, accordingly, such unitholder will automatically receive the cash distribution.

ELECTIONS FOR SCRIP DISTRIBUTION RECEIVED AFTER THE CLOSE OF BUSINESS ON 4 NOVEMBER 2022, SENT BY POST OR OTHERWISE, WILL NOT BE ACCEPTED

CSDB AND LISTING OF THE SCRIP DISTRIBUTION UNITS

When the new linked units are issued, the Company will instruct the CSDB or broker to credit the unitholders securities account in the CSDB.

Application has been made to Botswana Stock Exchange to grant a listing of the Scrip Distribution units arising from the Scrip Distribution issue with effect from the commencement of business on Tuesday 22 November 2022.

SALIENT DATES**2022**

Dividend Announcement date	Monday, 27 June
Cum-dividend date	Thursday 29 September
Last date to trade cum-dividend	Wednesday 12 October
Ex-dividend date	Wednesday 02 November
Last day to register/Dividend record date	Friday 04 November
Opening of the offer	Wednesday 12 October
Last day of Election- by 1700hours	Friday 04 November
Announcement of results of elections on or before	Monday 07 November
New Linked Units allotted on or before	Friday 11 November
Payment of cash distribution on or before	Friday 11 November
Listing of New Linked Units	Tuesday 22 November

These dates are subject to change. Any change will be notified on X News and in the Press

By order of the Board

Dated 12 October 2022

Transfer Secretary



Sponsoring Broker

