

4. SIGNIFICANT RELATED PARTY TRANSACTIONS

The company has entered into a Property Management Agreement and an Asset Management Agreement with Time Projects (Botswana) Proprietary Limited. The shareholders of Time Projects (Botswana) Proprietary Limited owned 16.6% of the issued linked units of the Company at 31 August 2020 (2019: 16.6%).

Time Projects (Botswana) Proprietary Limited has a 100% owned Zambian registered subsidiary company called Time Projects Property (Zambia) Limited.

The amounts owed to related parties are unsecured, payable through the normal course of business and will be settled in cash. No guarantees have been given or received. No expense has been recognised during the year for bad or doubtful debts in respect of any amounts owed between related parties.

During the year, the group entered into the following significant transactions with related parties and had the following balances owed to related parties:

	2020 P	2019 P
Transactions		
Asset management, property management and letting fees		
Time Projects (Botswana) Proprietary Limited	13 887 720	14 377 772
Time Projects Property (Zambia) Limited	2 814 496	3 056 621
Purchase of investment properties and work in progress		
Time Projects (Botswana) Proprietary Limited	25 800 789	1 563 830
Total	42 503 005	18 998 223
Balances owed		
Time Projects (Botswana) Proprietary Limited	4 949 804	3 583 080
Time Projects Property (Zambia) Limited	198 356	226 631

5. INVESTMENT PROPERTY ACQUISITION

Two new properties were acquired in South Africa in the current financial year. Riverside Junction is a mixed-use property well located in Sandton, Johannesburg. The property was acquired for R85 million reflecting a 9% return and comprises Grade A offices, retail and restaurant space. PrimeTime also acquired Portion 7 of erf 597 Spartan extension 12 in the province of Gauteng for R50 million. This A grade logistics warehouse is occupied by Logwin Logistics on a five-year lease and will offer a net initial return of 9.4%.

6. GOING CONCERN

At year end, the Group's current liabilities exceed the current assets by P295 944 266 (2019: P50 899 358). The current liabilities exceeded the current assets due to the Group loan facilities which expire in the 2021 financial year. The Group further had a breach on an interest cover covenant with a lender and the loans amounting to P111 million have been classified under current liabilities.

Given the net current liability position, current market conditions and significant uncertainties resulting from COVID-19, the Directors continue to assess the impact of the pandemic on the business in particular focusing on the appropriateness of adopting the going concern basis in preparing the summarised consolidated financial statements for the year ended 31 August 2020. The Group's going concern assessment covers the period of at least 12 months from the date of authorisation of the consolidated financial statements (the "going concern period").

Given the current uncertainties created by COVID-19, the Group will monitor the interest and debt cover position closely, taking mitigating actions within its control and if required will seek cover covenant waivers. The Directors believe that the Group's lenders will continue to view the Group as a secure customer throughout the going concern period.

To address the Group's net current liability position and funding requirements, the Directors have taken the following measures:

- The Group has prepared detailed cash flow forecasts, taking into account the potential impact of COVID-19 on net rentals. In preparing the cash flows the Group has made the following significant judgements:
 - The Group vacancy levels in its properties will remain below 5% for the next 12 months;
 - There will be no significant downward rental adjustments beyond the concessions already made for the anchor tenants of the various properties;
 - The Group will obtain new lines of credit to extinguish maturing debt; and
 - There will be no significant lock-downs in the countries the Group operates in.
- The Group has been able to take mitigating measures to obtain waivers on the interest rate coverage ratio on a facility for which one of the covenant conditions has been breached at year end.
- The Group has offers under consideration from some of its lenders to obtain new funding and roll-over some of the debt that is due within the next 12 months. These are currently under consideration to determine which terms are most suitable for the Group.
- The Group is currently exploring various debt and equity funding options as part of the Group's capital management process.
- At the request of the lenders, the Group agreed to roll-over 2 facilities with a combined balance of P12.7 million which were due for repayment in November 2020. The facilities were rolled over to November 2021.
- The Group already secured a facility of P70 million for one of its developments in progress and draw-down is expected to commence in January 2021.
- Subsequent to year end, the Group has issued a bond of P33 million in line with its Domestic Medium Note Programme.
- The Group has met all of its interest and capital repayments due since 31st August 2020 to the date of authorisation of these financial statements. This includes part early settlement of P30 million on the First Capital Bank facility due by 31 December 2020.
- The Group continues to use a blend of short- and long-term debt in order to efficiently manage its cash flow and the developments currently in progress. Once developments are complete they then become viable for longer term funding.

Although it remains uncertain as to when the pandemic will be brought under control, based on their analysis the Directors are satisfied that there is a reasonable expectation that the Group will be able to meet its ongoing and future commitments for at least 12 months from the date of approval of the consolidated financial statements for the year ended 31 August 2020 and that no material uncertainty on the going concern assumption exists. The directors have therefore resolved that it is appropriate for the Group financial statements be prepared on a going concern basis.

7. DISTRIBUTIONS

The distribution per linked unit in the year was 15.78 thebe (2019: 17.90 thebe)

8. EVENTS AFTER THE REPORTING PERIOD

Subsequent to year end the Group has received a waiver from a lender for a breach on an interest cover covenant as at 31 August 2020.

Subsequent to year end the Directors approved a final debenture interest pay-out of 3.14 thebe per linked unit

No other events have occurred between the end of the reporting period and the date of approval of the summarised consolidated financial statements which will materially affect the summarised consolidated financial statements.

9. CAPITAL COMMITMENTS

Pinnacle Park Phase I, the office park at Plot 75782 Sethoa, Gaborone was completed during the year. At the year end the total estimated costs to complete the development (tenant fit-out portion) was P4 571 070. At the prior year end the total estimated cost to complete the development was P28 001 939.

Lobatse Junction, a retail shopping centre development at Plot 14076 Lobatse was commenced during the year. At the year end the total estimated cost to complete this development was P78,958,068.

The acquisition of Plot 54359 in the Gaborone CBD was made in the prior year. Some initial consultants' fees were incurred during the year with the development scheduled to start in the next financial year. At the year end the total estimated cost of committed fees for the planning stage was P258 493.

CHAIRLADY & MANAGING DIRECTORS REPORT

PERFORMANCE & RESULTS

As for the rest of the world, 2020 has been the most challenging year in the history of PrimeTime. We have kept our stakeholders abreast of COVID-19's impact on the Group and it is mainly reflected in the financial statements in reduced rental income and cuts in year-end market values of some properties.

Rental income before straight lining increased by 3% over the prior year. This is lower than forecast due to the impact of COVID-19 in the second half of this financial year. Affected tenants were given discounts during the periods of government-imposed trading restrictions, while many others were able to continue trading and meet their contractual rental obligations. The Group took the approach to assess tenants individually, applying an appropriate support package to each. To date this strategy – combined with our limited exposure to the hospitality sector – has paid off with minimal tenant failures reported.

COVID-19 disruptions extended into letting vacant and new space, including the recently completed Pinnacle Park development at Sethoa. We have seen an uptick in the last couple of months and Phase I of this development is now 75% let or under offer.

The Group made its first acquisitions in South Africa during this financial year. Riverside, a mixed-use property in Bryanston was acquired at the end of October 2019 and a Logistics warehouse acquisition also in Johannesburg, completed mid-December 2019. The increase in operating expenses is reflective of these acquisitions with costs on consistently held properties coming in lower than the prior year.

Several key leases have been re-gearred this year, and this will provide support to the property market values in years to come. Notable are Pick 'n Pay South Ring Mall which was extended by 7 years to 2030 and G4S Zambia extended by 5 years, Woolworths Sebele extended by 4 years and Woolworths in Kabulonga by 5 years.

Some small additions have been made to the existing investment properties held during the financial year. The filling station shop at South Ring Mall, whose rental is on a percentage of sales basis, was refurbished, and initial consultants' costs were incurred on our planned extension to Boiteko Junction, our Mall in Serowe.

The P60m work-in-progress at the financial year-end comprises the Lobatse Mall development which is in progress, land at Sethoa for Phase II of Pinnacle Park and a plot in the Gaborone CBD, adjacent to our existing Prime Plaza.

PROPERTY PORTFOLIO

Our portfolio now consists of 22 completed properties in Botswana, 6 properties in Zambia and 2 in South Africa. The group split by year end market value is 62% Botswana, 33% Zambia and 5% South Africa, with a combined value of over P1.5bn at the year end.

In terms of tenant mix, across the group 33% of the rental income is from major corporates, multinationals and commercial banks, 38% from established retail chains (national and regional) and a further 7% of our tenants are from the Government and parastatal sector. This is a well-diversified and robust mix of tenants – totalling over 320 across the Group.

The group vacancy rate stood at 5% at the year end (2019: 2%) which was inflated by the delivery of Pinnacle Park in August.

The properties were again independently valued by external valuers at the year end. Uncertainty remains over the duration and extent of the impact of COVID-19 globally and in Southern Africa and this has been reflected in the valuations of certain of our properties. On a geographical basis, the Botswana portfolio saw little fluctuation in values year-on-year whereas Zambia and South Africa recorded some losses.

Our strategic focus remains on tenant management, property maintenance, sectoral and geographical diversification as we believe these will have the combined effect of maintaining the value of the Group's assets in the longer term.

PROSPECTS & OPPORTUNITIES

The creation of attractive built environments is core to PrimeTime's business model and its portfolio is stacked with future opportunity. The Group has a mix of near-term and medium-term development prospects which offer an exceptional platform to create the sustainable spaces of tomorrow and enable both PrimeTime's tenants and the markets in which they operate to thrive. These already secured opportunities will enhance returns for investors for many years to come and can be delivered in phases to match occupier demand. Detailed below are some of the works on the immediate horizon. In addition to those our land bank will produce several new additions in the future including the development of up to 15,000 sqm of prime grade offices in Gaborone's New CBD the first phase of which will deliver 3,000 sqm at an estimated development cost of P55m

Having achieved our first investments in South Africa during this financial year, these mark the start of a planned portfolio of properties in the country. While our progress might have been slowed by the current investment climate, it is our intention to increase our assets there in the next 6 to 12 months.

In Botswana, we are busy completing the tenancing of Pinnacle Park Phase I and are fitting out for other new tenants taking up space elsewhere. The Lobatse Junction retail mall is progressing, albeit some delays have been experienced during lockdowns. The completed centre is already over 85% let with scheduled completion in Q4 of 2021. We also want to proceed with the planned extension at Boiteko Junction in Serowe at an estimated cost of P35m, which will satisfy the strong tenant demand in the area, and the exterior refurbishment of our South Ring Mall property is due to start shortly.

In Zambia we are filling the remaining vacancies at Chirundu and Munali malls, a process which has stalled over the last six months. The proposed solar installation at Kabulonga Mall is now at the planning stage. G4S – a tenant at 2 of our properties in Zambia – has a requirement for a cash centre to be developed for them on one of the existing sites and we are in discussions with funders for a tentative build start date in Q1 of 2021. Current cost estimates for this addition are USD520k which will be rentalised.

Any reference to future financial performance included in this announcement, has not been reviewed, audited or reported on by the Group's auditors.

DISTRIBUTION TO LINKED UNITHOLDERS

Given the volatile operating conditions of this financial year the Board resolved to distribute 80% of available profits, which is the minimum required in terms of its Debenture Trust Deed. This will ensure that it is adequately resourced to trade comfortably through the coming months should the tough economic climate persist.

We are pleased to report that a total distribution of 15.78 thebe per linked unit has been achieved for the year. A final interest payment of 3.14 thebe for the year ended 31 August 2020 (which covers the profits for the 2 months to 31 August 2020) will be paid together with an interim payment for the year ended 31 August 2021. The dates for this payment will be as follows: Ex-interest 15 March 2021, LDR 17 March 2021 and date of payment 29 March 2021

UNCLAIMED INTEREST

The directors wish to bring to the attention of unitholders that there are unclaimed interest payments in the Group's records, due to cheques issued becoming stale or accounts used for bank transfers having been closed. Unitholders are requested to contact the Transfer Secretaries to claim their outstanding interest payments.

By order of the Board



P Matumo (Chairlady)
Gaborone 8 December 2020



A L Kelly (Managing Director)