

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The definitions commencing on page 5 apply throughout this circular, including this cover page.

Action required

If you are in any doubt as to the action you should take, please consult your CSDP, stockbroker, banker, legal advisor, accountant or other professional advisor immediately.

If you have disposed of all your linked units in Redefine, then this document should be handed to the purchaser of such linked units or to the CSDP, stockbroker, banker or other agent through whom the disposal was effected.

Redefine linked unitholders are referred to page 2 of this circular, which sets out the detailed action required by certificated linked unitholders and dematerialised linked unitholders in regard to the transactions set out in this circular.

REDEFINE

PROPERTIES

Redefine Properties Limited

(Incorporated in the Republic of South Africa)
(Registration number 1999/018591/06)
(Share code: RDF)
(ISIN: ZAE000143178)
("Redefine" or "the company")

CIRCULAR TO REDEFINE LINKED UNITHOLDERS

relating to

- the proposed distribution of the Arrowhead consideration shares and the Arrowhead consideration debentures to Redefine linked unitholders, immediately after which same will be indivisibly linked as Arrowhead linked units;
- the proposed listing of the Arrowhead linked units in the "Real Estate Holdings & Development" sector of the main board of the securities exchange operated by the JSE, a copy of the Arrowhead pre-listing statement being included with this circular;
- the proposed approval of financial assistance to Arrowhead, which immediately prior to the unbundling will be a related or inter-related company of Redefine;
- the proposed approval of financial assistance to Arrow Creek, a related company of Michael Flax, a non-executive director of Redefine;
- the proposed amendments to the memorandum of incorporation of Redefine relating to electronic communication between the company and Redefine linked unitholders and electronic participation by Redefine linked unitholders in general meetings;
- the proposed amendments to the Redefine debenture trust deed relating to electronic communication between the company and Redefine linked unitholders and electronic participation by Redefine linked unitholders in general meetings;
- the proposed approval of directors' remuneration for their services as directors;
- the proposed placement of 270 million of the authorised but unissued Redefine shares under the control of the directors; and
- the proposed granting of a general authority to directors to issue up to 270 million Redefine shares (as part of Redefine linked units) for cash,

enclosing a

- notice convening a general meeting of Redefine shareholders;
- form of proxy (blue) to vote at the general meeting of Redefine shareholders (for use by certificated linked unitholders and dematerialised linked unitholders with "own name" registration only);
- notice convening a general meeting of Redefine debenture holders; and
- form of proxy (white) to vote at the general meeting of Redefine debenture holders (for use by certificated linked unitholders and dematerialised linked unitholders with "own name" registration only).

Corporate advisor, legal advisor and sponsor

JAVACAPITAL

Independent auditors and reporting accountants

PKF

Accountants &
business advisers

Date of issue: Friday, 30 September 2011

CORPORATE INFORMATION

Company details and registered office

Redefine Properties Limited
(Incorporated in the Republic of South Africa)
(Registration number 1999/018591/06)
Redefine Place, 3rd Floor
2 Arnold Road
Rosebank
Johannesburg, 2196
(PO Box 1731, Parklands, 2121)

Corporate advisor and legal advisor

Java Capital (Proprietary) Limited
(Registration number 2002/031862/07)
2 Arnold Road, Rosebank
Johannesburg, 2196
(PO Box 2087, Parklands, 2121, South Africa)

Trustees for debenture holders

Webber Wentzel
15th Floor, Convention Tower
Heerengracht, Foreshore
Cape Town, 8001
(PO Box 3667, Cape Town, 8000)

Sponsor

Java Capital Trustees and Sponsors (Proprietary) Limited
(Registration number 2006/005780/07)
2 Arnold Road, Rosebank
Johannesburg, 2196
(PO Box 2087, Parklands, 2121, South Africa)

Company secretary

Probity Business Services
(Proprietary) Limited
3rd Floor, The Mall Offices
11 Cradock Avenue
Rosebank
Johannesburg, 2196
(PO Box 85392, Emmarentia, 2029)

Transfer secretaries

Computershare Investor Services
(Proprietary) Limited
70 Marshall Street
Johannesburg, 2001
(PO Box 61051, Marshalltown, 2107)

Reporting accountants

PKF (Jhb) Inc.
42 Wierda Road West
Wierda Valley
Sandton, 2196
(Private Bag X10046, Sandton, 2196)

ACTION REQUIRED BY REDEFINE LINKED UNITHOLDERS

The definitions commencing on page 5 of this circular apply *mutatis mutandis* to this section.

The general meeting

Unitholders are advised that:

- the implementation of the unbundling and the repayment;
- the proposed approval of financial assistance to Arrowhead, which immediately prior to the unbundling and the repayment will be a related or inter-related company of Redefine;
- the proposed approval of financial assistance to Arrow Creek, a related company of Michael Flax, a non-executive director of Redefine;
- the proposed amendments to the memorandum of incorporation of Redefine relating to electronic communication between the company and Redefine linked unitholders and electronic participation by Redefine linked unitholders in general meetings;
- the proposed amendments to the Redefine debenture trust deed relating to electronic communication between the company and Redefine linked unitholders and electronic participation by Redefine linked unitholders in general meetings;
- the proposed approval of directors' remuneration for their services as directors;
- the proposed placement of 270 million of the authorised but unissued Redefine shares under the control of the directors; and
- the proposed granting of a general authority to directors to issue up to 270 million Redefine shares (as part of Redefine linked units) for cash,

are subject to either:

- Redefine shareholders passing the requisite resolutions at the general meeting of Redefine shareholders to be held at 08:00 on Friday, 28 October 2011; and/or
- Redefine debenture holders passing the requisite resolutions at the general meeting of Redefine debenture holders to be held at 08:30 on Friday, 28 October 2011,

at the offices of the company, being 2 Arnold Road, Rosebank, 2196.

The record date to determine who will be eligible to vote is 21 October 2011 and the last day to trade in order to be eligible to vote is 14 October 2011.

The notice convening the general meeting of Redefine shareholders is attached to and forms part of this circular.

The notice convening the general meeting of Redefine debenture holders is attached to and forms part of this circular.

Certificated linked unitholders and dematerialised linked unitholders who have elected "own-name" registration in the sub-register of Redefine maintained by a CSDP, who are unable to attend one or both of the general meetings but who wish to be represented thereat, are requested to complete and return the relevant attached form of proxy in accordance with the instructions contained therein. The duly completed forms of proxy must be received by the transfer secretaries by no later than 08:00 on Wednesday, 26 October 2011 in respect of the general meeting of the Redefine shareholders and 08:30 on Wednesday, 26 October 2011 in respect of the general meeting of the Redefine debenture holders.

Dematerialised linked unitholders who have not elected "own-name" registration in the sub-register of Redefine maintained by a CSDP, and who wish to attend one or both of the general meetings, must instruct their CSDP or broker timeously in order that such CSDP or broker may issue them with the necessary "Letter of Representation" or equivalent authority to attend.

Dematerialised linked unitholders who have not elected "own-name" registration in the sub-register of Redefine maintained by a CSDP and who do not wish to attend one or both of the general meetings but wish to be represented thereat, must provide their CSDP or broker with their instruction for attendance or voting at the relevant general meeting in the manner stipulated in the agreement between the Redefine linked unitholder concerned and the CSDP governing the relationship between such Redefine linked unitholder and his CSDP or broker. These instructions must be provided to the CSDP or broker by the cut-off time and date advised by the CSDP or broker for instructions of this nature.

Redefine does not accept responsibility and will not be held liable for any failure on the part of the CSDP of a dematerialised linked unitholder to notify such Redefine linked unitholder of the general meetings or any business to be conducted thereat.

SALIENT DATES AND TIMES

2011

Circular and Arrowhead pre-listing statement posted to Redefine linked unitholders on	Friday, 30 September
Last day to trade in order to be eligible to vote at the general meetings	Friday, 14 October
Record date in order to be eligible to vote at the general meetings	Friday, 21 October
Last day to lodge forms of proxy in respect of the general meeting of the Redefine shareholders to be held on Friday, 28 October by 08:00 on	Wednesday, 26 October
Last day to lodge forms of proxy in respect of the general meeting of the Redefine debenture holders to be held on Friday, 28 October by 08:30 on	Wednesday, 26 October
General meeting of the Redefine shareholders at 08:00 on	Friday, 28 October
General meeting of the Redefine debenture holders at 08:30 on	Friday, 28 October
Results of the general meetings released on SENS on	Friday, 28 October
Results of the general meetings published in the press on	Monday, 31 October
Expected date upon which the listing condition is fulfilled on	Monday, 28 November
Expected JSE approval for the listing of Arrowhead	Wednesday, 30 November
Expected date upon which the finalisation date announcement and the abridged pre-listing statement published on SENS on	Friday, 2 December
Expected date upon which the finalisation date announcement and the abridged pre-listing statement published in the press on	Monday, 5 December
Expected last day to trade in Redefine linked units on the JSE in order to participate in the repayment and the unbundling on	Friday, 9 December
Expected date that the Redefine linked units will trade <i>ex</i> the unbundling and the repayment and that trade in the Arrowhead linked units will be listed on the JSE from the commencement on	Monday, 12 December
Expected unbundling record date in order to participate in the unbundling and the repayment on	Thursday, 15 December
Expected date that the Arrowhead linked units pursuant to the unbundling are to be credited to the accounts of dematerialised shareholders at their CSDP or broker and posted to certificated Redefine linked unitholders on	Monday, 19 December
Tax apportionment announcement pursuant to the unbundling	Monday, 19 December

Notes:

1. All dates and times in the circular are local time in South Africa. The above dates and times are subject to change. Any change will be released on SENS and published in the press.
2. Redefine linked unit certificates may not be dematerialised or rematerialised between the listing date and the unbundling record date, both days inclusive.
3. Subject to the registration of transfer from Redefine to Arrowhead of more than half (by market value) of the owned properties portfolio (the "listing condition"), the JSE has granted Arrowhead a listing in respect of at least 84 839 675 Arrowhead A linked units and 84 839 675 Arrowhead B linked units in the "Real Estate: Real Estate Holdings and Development" sector of the JSE Lists, in terms of the FTSE classification, under the abbreviated name "ARROW A", JSE code: "AWA" and ISIN code: ZAE0001518101 and "ARROW B", JSE code "AWB" and ISN code: ZAE000158119, with effect from the commencement of business on a date to be determined by the JSE upon the JSE being reasonably satisfied that the listing condition has been fulfilled, which date is expected to be during November or December 2011 (the "listing date"). Upon the listing condition being fulfilled, Arrowhead will issue an abridged pre-listing statement and Redefine will issue the finalisation date announcement setting out, *inter alia*, the number of Arrowhead A linked units and Arrowhead B linked units in issue and to be listed, as well as the salient dates regarding the listing, the unbundling and the repayment. These will include the unbundling last day to trade, the listing date, the unbundling record date and the unbundling date.

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DEFINITIONS

Throughout this circular and the annexures hereto, unless otherwise stated, the words in the first column have the meanings assigned to them in the second column, words in the singular include the plural and vice versa, words importing natural persons include corporations and associations of persons and any reference to one gender includes the other genders.

“Act” or “Companies Act”	the Companies Act (Act No. 71 of 2008), as amended;
“applicable transfer date”	means: <ul style="list-style-type: none">• with respect to each of the owned properties businesses the date of registration of the owned property concerned into the name of Arrowhead which date Arrowhead and Redefine shall procure will be on or as soon as practically possible after the Redefine linked unitholders have passed all resolutions required to approve the unbundling and the repayment; or• with respect to each of the pre-emptive properties businesses the date of registration of the pre-emptive property concerned into the name of Arrowhead which date Redefine and Arrowhead shall procure will be as soon as practically possible after the unbundling date;
“Arrow Creek”	Arrow Creek Investments 227 (Proprietary) Limited (Registration number 2011/006488/07);
“Arrowhead”	Arrowhead Properties Limited (Registration number 2011/000308/06), previously Nevada Trading 113 (Proprietary) Limited, a public company duly incorporated in accordance with the laws of South Africa, currently a wholly-owned subsidiary of Redefine which, subject to Redefine linked unitholder approval, shall be listed on the JSE and Redefine’s holding in the company unbundled and repaid to Redefine linked unitholders;
“Arrowhead “A” debenture”	an “A” class unsecured subordinated variable rate debenture in Arrowhead which has a nominal value of 101.76 cents, having the rights as set out in the Arrowhead debenture trust deed referred to in the Arrowhead pre-listing statement, and which shall immediately after the unbundling and the repayment be indivisibly linked to an Arrowhead ordinary share in the ratio of one Arrowhead “A” debenture for every one Arrowhead ordinary share held;
“Arrowhead “A” linked unit”	an Arrowhead “A” linked unit, comprising one Arrowhead ordinary share indivisibly linked to one Arrowhead “A” debenture;
“Arrowhead “B” debenture”	a “B” class unsecured subordinated variable rate debenture in Arrowhead which has a nominal value of 101.76 cents, having the rights as set out in the Arrowhead debenture trust deed referred to in the Arrowhead pre-listing statement, and which shall immediately after the unbundling and the repayment be indivisibly linked to an Arrowhead “B” ordinary share in the ratio of one Arrowhead “B” debenture for every one Arrowhead ordinary share held;
“Arrowhead “B” linked unit”	an Arrowhead “B” linked unit, comprising one Arrowhead ordinary share indivisibly linked to one Arrowhead “B” debenture;
“Arrowhead ordinary share”	a share of no par value in the share capital of Arrowhead, having the rights and restrictions set out in the Arrowhead memorandum of incorporation referred to in the Arrowhead pre-listing statement and which shall immediately after the unbundling and the repayment be indivisibly linked to an Arrowhead “A” debenture and an Arrowhead “B” debenture in the ratio of one Arrowhead ordinary share for every one Arrowhead “A” debenture and every one Arrowhead “B” debenture held;
“Arrowhead consideration debentures”	unsecured variable rate Arrowhead “A” debentures and Arrowhead “B” debentures issued by Arrowhead in part discharge of the purchase price for the owned properties in terms of the disposal agreement;

“Arrowhead consideration shares”	Arrowhead ordinary shares to be allotted and issued to Redefine in part discharge of the purchase price for the owned properties in terms of the disposal agreement;
“Arrowhead debenture trust deed”	the written trust deed of Arrowhead, further setting out the terms and conditions of, and generally governing, the Arrowhead “A” debentures and the Arrowhead “B” debentures;
“Arrowhead memorandum of incorporation”	the memorandum of incorporation of Arrowhead to be adopted, further setting out the terms and conditions of, and generally governing, the Arrowhead ordinary shares;
“Arrowhead pre-listing statement”	the pre-listing statement dated on or about 22 September 2011 incorporating, <i>inter alia</i> , information regarding Arrowhead as is required by the JSE Listings Requirements regarding the listing which pre-listing statement has been posted to Redefine linked unitholders together with this circular;
“the board”	the board of directors of Redefine;
“businesses”	<ul style="list-style-type: none"> • in respect of the owned properties transaction, the owned properties businesses; • in respect of the pre-emptive properties transaction, the pre-emptive properties businesses; • in respect of the leasehold properties transaction, the leasehold properties businesses, and the phrase “ business ” shall be a reference to any one of them, as the context may require;
“business day”	any day other than a Saturday, Sunday or official public holiday in South Africa;
“cash loan account”	the cash loan account referred to in paragraph 2 of this circular to be discharged in accordance with paragraph 2 of this circular;
“certificated unitholders”	Redefine linked unitholders who hold certificated units;
“certificated units”	Redefine linked units which have not yet been dematerialised into the Strate system, title to which is represented by physical documents of title;
“this circular”	all the documents contained in this bound document, including the notices of general meeting and the forms of proxy (blue) and (white);
“the common monetary area”	collectively, South Africa, the Republic of Namibia and the Kingdoms of Lesotho and Swaziland;
“CSDP”	Central Securities Depository Participant;
“dematerialised unitholders”	Redefine linked unitholders who hold dematerialised units;
“dematerialised units”	Redefine linked units which have been incorporated into the Strate system, title to which is no longer represented by physical documents of title;
“the disposal”	the disposal by Redefine to Arrowhead of the businesses and their related properties, the purchase consideration of which will be discharged partly in cash, partly by the issue of the Arrowhead consideration shares and the Arrowhead consideration debentures, partly by the issue of Arrowhead “A” linked units and Arrowhead “B” linked units and partly by the creation of a loan account/s in favour of Redefine to be settled in cash;
“disposal agreement”	the agreement between Redefine and Arrowhead entered into on 8 September 2011 which, <i>inter alia</i> , sets out the terms and conditions of the disposal, as amended;
“exchange control regulations”	the South African Exchange Control Regulations;
“general meetings”	the general meeting of Redefine shareholders called for the purpose of considering and if deemed fit approving those parts of the transactions requiring shareholder approval and the general meeting of Redefine debenture holders called for the purpose of considering and if deemed fit approving those parts of the transactions requiring debenture approval, and “ general meeting ” shall be a reference to each of them, as the case may be;
“government”	the government of South Africa;

“Income Tax Act”	the Income Tax Act (No. 58 of 1962), as amended;
“the JSE”	JSE Limited (Registration number 2005/022939/06), a public company incorporated in accordance with the laws of South Africa and licensed as an exchange under the Securities Services Act, 2004;
“JSE Listings Requirements”	the Listings Requirements as published by the JSE, as amended from time to time;
“the last practicable date”	22 September 2011, being the last practicable date prior to the finalisation of this circular;
“leasehold properties”	those of the properties listed in Annexure 4 to the Arrowhead pre-listing statement and described therein as the leasehold properties in respect of which Redefine has a leasehold being those properties described as “Royal Palm Avenue”, “Klerksdorp Game Centre”, “The Terminus Shopping Centre” and “Botshabelo Shopping Centre”;
“leasehold properties businesses”	in respect of the leasehold properties comprising the leasehold properties portfolio: <ul style="list-style-type: none"> • the property letting enterprise conducted by Redefine in respect thereof; • the contracts in respect of the property letting enterprise concerned; • all claims, rights, interests and other assets relating to the property letting enterprise concerned and the contracts of the business; and • the rights and obligations of the lessee attaching to the relevant head lease agreement;
“leasehold properties conditions precedent”	the conditions precedent to the leasehold properties transaction set out in clause 26.1 of the disposal agreement and paragraph 2.4.1 of this circular;
“leasehold properties effective date”	the first calendar day of the immediately succeeding month upon which each of Redefine and Arrowhead receives the written deed of cession and assignment signed by the owner of the relevant leasehold property and executes same, it being recorded that Redefine shall not sign deeds of cession and assignment until Redefine linked unitholders have passed all resolutions required to approve the unbundling and the repayment and until the expiry of the unbundling date and, if applicable, and to the extent required, Arrowhead receives the written deed of consent signed by the owner of the relevant leasehold property consenting to the cancellation of the then mortgage bond registered over the relevant leasehold property, if applicable, and the registration of a new mortgage bond over the relevant leasehold property, if applicable;
“leasehold properties portfolio”	collectively all of the leasehold properties;
“leasehold properties transaction”	the sale by Redefine and the purchase by Arrowhead of the leasehold properties businesses and the cession and assignment of the rights and obligation under the head lease agreements from Redefine to Arrowhead as more fully set out in Part IV of the disposal agreement and paragraph 2.4 of this circular;
“the listing”	the proposed listing of the Arrowhead consideration shares and the Arrowhead consideration debentures in the “Real Estate Holdings & Development” sector of the JSE Lists, which Arrowhead consideration shares and Arrowhead consideration debentures will immediately upon the unbundling and the repayment be indivisibly linked as Arrowhead “A” linked units and Arrowhead “B” linked units;
“listing condition”	the condition to the listing of Arrowhead’s issued capital on the JSE imposed by the JSE, being the requirement for more than half (by market value) of the owned properties to be registered into the name of Arrowhead;
“listing date”	the commencement of business on a day to be determined by the JSE upon the JSE being reasonably satisfied that the listing condition has been fulfilled, which date is expected to be during November or December 2011;
“own name dematerialised unitholders”	dematerialised unitholders who/which have elected own-name registration in the sub-register of the company;

“owned properties”	those of the immovable properties listed in Annexure 4 to the Arrowhead pre-listing statement and described therein as the owned properties that are currently registered in the name of Redefine as owner together with all improvements and fixtures thereon;
“owned properties businesses”	in respect of each of the owned properties comprising the owned properties portfolio: <ul style="list-style-type: none"> • the property letting enterprise conducted by Redefine in respect thereof; • the contracts in respect of the property letting enterprise concerned; • all claims, rights, interests and other assets relating to the property letting enterprise concerned and the contracts of the business; and • subject to clause 6 of the disposal agreement (set out in paragraphs 2.2.8 and 2.2.9 of this circular), the owned property itself;
“owned properties resolutive condition”	the resolutive condition to the owned properties transaction set out in clause 3.5 of the disposal agreement and paragraph 2.2.1 of this circular;
“owned properties effective date”	1 September 2011;
“owned properties portfolio”	collectively all of the owned properties;
“owned properties transaction”	the sale by Redefine and the purchase by Arrowhead of the owned properties businesses and related owned properties as a going concern as more fully set out in Part II of the disposal agreement and paragraph 2.2 of this circular;
“pre-emptive properties”	those properties listed in Annexure 4 to the Arrowhead pre-listing statement and described therein as the pre-emptive properties in respect of which the pre-emptive holder of that property has a right of first refusal against the lessor or co-owner, in the case of the Pinetown-Link co-ownership agreement, as defined in the Arrowhead pre-listing statement, should the lessor or co-owner, in the case of the Pinetown-Link co-ownership agreement, wish to sell the property concerned;
“pre-emptive properties businesses”	in respect of the pre-emptive properties comprising the pre-emptive properties portfolio: <ul style="list-style-type: none"> • the property letting enterprise conducted by Redefine in respect thereof; • the contracts in respect of the property letting enterprise concerned; • all claims, rights, interests and other assets relating to the property letting enterprise concerned and the contracts of the business; and • subject to clause 6 of the disposal agreement (which is set out in paragraphs 2.3.7 and 2.3.8 of this circular), the owned property itself;
“pre-emptive properties conditions precedent”	means the conditions precedent to the pre-emptive properties transaction set out in clause 20.1 of the disposal agreement and paragraph 2.3.1 of this circular;
“pre-emptive properties effective date”	the later of: <ul style="list-style-type: none"> • the first business day immediately following the unbundling date; and • the first calendar day of the immediately succeeding month of the earlier date upon which either: <ul style="list-style-type: none"> – written notice of waiver from the pre-emptive holder of its pre-emptive rights under the pre-emptive property lease agreement is received by Arrowhead and Redefine; or – the option period during which the pre-emptive holder is entitled to exercise its pre-emptive rights under the pre-emptive property lease agreement lapses without the lessee exercising its rights of first refusal under the pre-emptive properties lease agreement concerned;
“pre-emptive properties portfolio”	collectively all of the pre-emptive properties;
“pre-emptive properties transaction”	the sale by Redefine and the purchase by Arrowhead of the pre-emptive properties businesses and related pre-emptive properties as a going concern as more fully set out in Part III of the disposal agreement and paragraph 2.3.1 of this circular;

“R” or “Rand”	South African Rand;
“Redefine” or “the company”	Redefine Properties Limited (Registration number 1999/018591/06), a public company duly incorporated in accordance with the laws of South Africa and listed on the JSE;
“Redefine debenture” or “debenture”	an unsecured variable rate debenture having a nominal value of 180 cents;
“Redefine debenture holder”	a holder of Redefine debentures;
“Redefine debenture trust deed”	the debenture trust deed governing the terms of the Redefine debentures together with all annexures thereto;
“Redefine income period”	the period from the owned properties effective date to the Redefine record date;
“Redefine record date”	the first day of the calendar month nearest to the unbundling date. It being agreed between Redefine and Arrowhead that upon the listing condition being fulfilled, each of them will agree the JSE timetable (in accordance with the JSE Listings Requirements and with the consent of the JSE) with a view to procuring that the unbundling date falls as near to the first day of a calendar month as the JSE Listings Requirements will allow;
“Redefine shareholder”	a holder of Redefine shares;
“Redefine shares” or “shares”	ordinary shares in the issued capital of Redefine with a par value of 0.1 cent each;
“Redefine linked unit” or “unit”	a linked unit, comprising one Redefine share and one Redefine debenture which are linked together and not capable of disposal independently from each other;
“Redefine linked unitholder” or “unitholder”	the registered holder of Redefine linked units;
“the repayment”	the distribution by Redefine to the Redefine debenture holders recorded in the Redefine register on the unbundling record date of the Arrowhead consideration debentures by way of the partial repayment of capital in terms of paragraph 19.4 of the Redefine debenture trust deed (which repayment shall occur simultaneously with the unbundling);
“reporting accountants”	PKF (Jhb) Inc., registered auditors, the details of which are contained on page 1 of this circular;
“SENS”	the Securities Exchange News Service, the news service operated by the JSE;
“South Africa”	the Republic of South Africa;
“sponsor”	Java Capital Trustees and Sponsors (Proprietary) Limited (Registration number 2006/005780/07), a private company incorporated in accordance with the laws of South Africa;
“Strate”	Strate Limited (Registration number 1998/022242/06), a limited liability public company duly incorporated in accordance with the laws of South Africa, which is a registered central securities depository and which is responsible for the electronic settlement system used by the JSE;
“transactions”	<ul style="list-style-type: none"> • the disposal, the unbundling, the repayment and the listing; • the proposed approval of financial assistance to Arrowhead, which immediately prior to the unbundling and the repayment will be a related or inter-related company of Redefine and from 1 October 2011 a related company of Gerald Leissner, a non-executive director of Redefine; • the proposed approval of financial assistance to certain executive directors of Arrowhead, which immediately prior to the unbundling and the repayment will be a related or inter-related company of Redefine; • the proposed approval of financial assistance to Arrow Creek, a related company of Michael Flax, a non-executive director of Redefine; • the proposed amendments to the memorandum of incorporation of Redefine relating to electronic communication between the company and Redefine linked unitholders and electronic participation by Redefine linked unitholders in general meetings;

- the proposed amendments to the Redefine debenture trust deed relating to electronic communication between the company and Redefine linked unitholders and electronic participation by Redefine linked unitholders in general meetings;
 - the proposed approval of directors' remuneration for their services as directors;
 - the proposed placement of the authorised but unissued Redefine shares under the control of the directors; and
 - the proposed granting of a general authority to directors to issue Redefine shares (as part of Redefine linked units) for cash,
- as is set out in the notice of general meeting of Redefine shareholders and/or Redefine debenture holders, as the case may require;

“transfer secretaries”

Computershare Investor Services (Proprietary) Limited, a private company incorporated in accordance with the laws of South Africa;

“unbundling”

the distribution in terms of section 46 of the Companies Act by Redefine to the Redefine shareholders recorded in the Redefine register on the unbundling record date of the Arrowhead consideration shares in terms of section 46 of the Income Tax Act (which unbundling shall occur simultaneously with the repayment);

“unbundling date”

the date on which the unbundling occurs being the first Monday after the unbundling record date or such other day as the JSE may direct, which is expected to be during November or December 2011;

“unbundling ratio”

1 Arrowhead “A” linked unit and 1 Arrowhead “B” linked unit for every 31.70889 Redefine linked units held by a Redefine linked unitholder on the unbundling record date, as detailed in paragraph 5 and **Annexure 8** to this circular;

“unbundling record date”

the date on which Redefine linked unitholders must be recorded in the register of Redefine in order to participate in the unbundling and the repayment, which is expected to be during November or December 2011; and

“voting record date”

the date on which Redefine linked unitholders must be recorded in the register of Redefine in order to be eligible to vote at the general meetings, being Friday, 21 October 2011.

REDEFINE

P R O P E R T I E S

Redefine Properties Limited

(Incorporated in the Republic of South Africa)

(Registration number 1999/018591/06)

(Share code: RDF)

(ISIN: ZAE000143178)

(“Redefine” or “the company”)

Directors:

Dines Gihwala* (*Chairman*)

Marc Wainer (*Chief Executive Officer*)

Andrew Konig (*Financial Director*)

David Rice (*Chief Operating Officer*)

Michael Flax#

Greg Heron*

Monica Khumalo*

Gerald Leissner#

Harish Mehta*

Bernard Nackan*

Diana Pertou*

* *Independent non-executive*

Non-executive

CIRCULAR TO REDEFINE LINKED UNITHOLDERS

1. INTRODUCTION

Arrowhead

- 1.1 Redefine and Arrowhead have entered into an agreement in respect of the proposed disposal to Arrowhead by Redefine of the owned properties portfolio, the pre-emptive properties portfolio and the leasehold properties portfolio. Arrowhead is and will remain until the unbundling date a wholly owned subsidiary of Redefine. The purchase consideration for the owned properties portfolio, the pre-emptive properties portfolio and the leasehold properties portfolio is to be discharged partly in cash, partly by the issue of Arrowhead “A” debentures, Arrowhead “B” debentures, and Arrowhead shares, partly by the issue of Arrowhead “A” linked units and Arrowhead “B” linked units and partly by the creation of certain loan account/s in favour of Redefine against Arrowhead.
- 1.2 The disposal of each of the owned properties portfolio, the pre-emptive properties portfolio and the leasehold properties portfolio which is not a categorisable transaction in terms of the JSE Listings Requirements, will not require Redefine linked unitholder approval at a general meeting (but does remain subject to the non-fulfilment of the resolute condition in the case of the owned properties and fulfilment or waiver of certain conditions precedent in respect of the leasehold and pre-emptive properties as more fully detailed in paragraph 2 of this circular). The unbundling and the repayment however do require Redefine shareholder approval and Redefine debenture holder approval, as the case may be, at general meetings.
- 1.3 It is intended that post the disposal, the Arrowhead consideration shares be unbundled and the Arrowhead consideration debentures be distributed to Redefine linked unitholders. Accordingly, subject to approval by Redefine shareholders and Redefine debenture holders in general meetings, fulfilment or waiver of the owned properties condition precedent, referred to in paragraph 2 of this circular, and fulfilment of the listing condition, it is intended that:
 - the Arrowhead consideration shares will be unbundled to Redefine shareholders in terms of section 46 of the Companies Act and in terms of section 46 of the Income Tax Act; and

- the Arrowhead consideration debentures will be paid to Redefine debenture holders as a partial repayment of capital in terms of paragraph 19.4 of the Redefine debenture trust deed, immediately whereafter the Arrowhead consideration shares will be indivisibly linked to the Arrowhead consideration debentures as Arrowhead “A” linked units and Arrowhead “B” linked units.
- 1.4 In compliance with the JSE timetable pertaining to unbundlings, the Arrowhead consideration shares and the Arrowhead consideration debentures shall be listed on the “Real Estate Holdings & Development” sector of the main board of the JSE not less than 5 trading days prior to the unbundling date.
 - 1.5 The JSE has required as a condition to the listing of the Arrowhead consideration shares and the Arrowhead consideration debentures that more than half (by market value) of the owned properties be registered in the name of Arrowhead.
 - 1.6 Accordingly, each of the repayment and the unbundling is conditional upon the fulfilment of the listing condition.
 - 1.7 This circular sets out the terms of the disposal, the repayment, the unbundling and the listing and additional ancillary information, to assist Redefine linked unitholders in evaluating these transactions and contains the notices convening the general meetings at which the Redefine shareholders and the Redefine debenture holders will be asked to consider the resolutions required to approve those transactions and to vote thereon. Furthermore, as these transactions will result in Redefine linked unitholders receiving Arrowhead linked units listed on the JSE, a copy of the Arrowhead pre-listing statement has been posted to Redefine linked unitholders together with a copy of this circular and should be read in conjunction with this circular as it contains important information for Redefine linked unitholders about Arrowhead, as required by the JSE Listings Requirements.

Arrow Creek

- 1.8 It was announced on SENS on Friday, 9 September 2011 that Redefine had concluded an agreement with Arrow Creek for the disposal to Arrow Creek of a portfolio of wholly-owned properties (“**the Arrow Creek property portfolio**”), Redefine’s interest in a number of joint ventures (“**the JV’s**”), the Upper East Side Hotel and the shares in and claims against UES Hotel (Proprietary) Limited (the manager of the Upper East Side Hotel) (collectively, “**the Arrow Creek transaction**”), for an aggregate purchase consideration of R358 300 001 plus an amount equal to the third party debt and undertakings owed by the JV’s at the Arrow Creek transaction effective date (“**the Arrow Creek third party debt**”).

The purchase consideration will be settled by Arrow Creek as follows:

- a cash payment of R258.3 million;
- the assumption by Arrow Creek of the third party debt; and
- R100 million will remain outstanding as a loan by Redefine to Arrow Creek (“**the Arrow Creek vendor loan**”).

Michael Flax, a non-executive director of Redefine, is a 42.5% shareholder of Arrow Creek and accordingly the Arrow Creek vendor loan requires approval by Redefine shareholders under the provisions of section 45 of the Companies Act. Accordingly the notice of general meeting of Redefine shareholders proposes such resolution to Redefine shareholders for approval. Further information on the Arrow Creek transaction is set out in paragraph 9 below.

Resolutions required in terms of the new Companies Act

- 1.9 Various amendments to the Redefine memorandum of incorporation and the Redefine debenture trust deed will also be proposed in accordance with the new provisions of the Companies Act, which provisions are set out in paragraph 9 below.

2. PROPERTY DISPOSED OF OR TO BE DISPOSED OF

- 2.1 Redefine has sold to Arrowhead which has acquired:
 - 2.1.1 subject to the resolute conditions set out below and subject to the owned properties condition precedent set out below, with effect from 1 September 2011, the owned properties portfolio under the terms and conditions of the owned properties transaction;
 - 2.1.2 subject to the resolute conditions set out below and subject to the pre-emptive properties conditions precedent set out below, with effect from the pre-emptive properties effective date, the pre-emptive properties portfolio under the terms and conditions of the pre-emptive properties transaction; and
 - 2.1.3 subject to the resolute conditions set out below and subject to the leasehold properties conditions precedent, with effect from the leasehold properties effective date, the leasehold properties under the terms and conditions of the leasehold properties transaction.

2.2 The owned properties transaction

- 2.2.1 The sale of the owned properties and the related owned properties businesses is subject to the resolute condition that if Redefine linked unitholders do not pass all resolutions required to:
- 2.2.1.1 approve the unbundling and the repayment; and
- 2.2.1.2 authorising the board of directors of Redefine to grant financial assistance to any related or inter-related company or corporation as is envisaged in section 45 of the Companies Act,
- by 31 October 2011, or such later date as is agreed to in writing between Arrowhead and Redefine before 31 October 2011, then the owned properties transaction shall cease to be of any force and effect.
- 2.2.2 Subject to the non-fulfilment of the resolute condition set out in paragraph 2.2.1 above, Arrowhead has purchased each of the owned properties businesses as going concerns from Redefine, with effect from the owned properties effective date from which date all risk and benefit attaching to the owned properties businesses shall vest in Arrowhead.
- 2.2.3 All of the owned properties businesses are sold as one indivisible transaction in terms of the disposal agreement. Redefine shall remain liable for all liabilities and debts of the owned properties businesses (whether actual or contingent) and undertakes to fulfil all obligations of the relevant owned properties businesses arising prior to the owned properties effective date.
- 2.2.4 Subject to paragraph 2.2.6 below, the aggregate purchase price payable by Arrowhead to Redefine for the owned properties businesses and the related owned properties comprising the owned properties portfolio shall be an amount of R1 440 600 000.
- 2.2.5 The aggregate purchase price set out in paragraph 2.2.4 is, subject to paragraph 2.2.6 below, allocated between each of the owned properties businesses and related owned properties comprising the owned properties portfolio on the basis set out in **Annexure 4** to the Arrowhead pre-listing statement.
- 2.2.6 The aggregate purchase price payable for the owned properties businesses and the related owned properties shall be paid on the owned properties effective date as to:
- 2.2.6.1 R644 415 062 by Arrowhead crediting a loan account in favour of Redefine in that amount, which loan account shall be subject to the terms and conditions contained in clause 39 of the acquisition agreement (the “**cash loan account**”);
- 2.2.6.2 R623 518 325 by the allotment and issue of 169 679 350 Arrowhead consideration shares; and
- 2.2.6.3 R172 666 613 by the issue of 169 679 350 Arrowhead consideration debentures made up of:
- 2.2.6.3.1 84 839 675 Arrowhead “A” debentures; and
- 2.2.6.3.2 84 839 675 Arrowhead “B” debentures;
- 2.2.7 If on the owned properties effective date any of the owned properties have not been transferred into the name of Arrowhead:
- 2.2.7.1 Redefine shall, as part of the disposal of the owned properties business concerned, dispose of the rights to the use of the owned property in question (on the terms and conditions set out in paragraph 2.2.8 below) with effect from the owned properties effective date;
- 2.2.7.2 the purchase consideration for the owned properties business relating to the owned property in question will be reduced by R100 (one hundred rand) and the reduced price will be discharged in respect of the business concerned on the basis set out in paragraph 2.2.7.1 above which amount shall be deducted from that part of the aggregate purchase price payable under paragraph 2.2.7.1 above; and
- 2.2.7.3 Arrowhead and Redefine will continue to take all steps to procure the transfer of the bare dominium in relation to the owned property in question into the name of Arrowhead as soon as possible after the owned properties effective date, save that the purchase consideration payable for each owned property shall be an amount of R100 to be discharged in cash on the applicable transfer date.
- 2.2.8 Arrowhead’s rights in respect of any owned property properties envisaged in paragraph 2.2.5 above shall be the following:
- 2.2.8.1 the right to use of the owned property properties shall be perpetual;
- 2.2.8.2 no rental or other amount shall be payable by Arrowhead for the leasehold rights;
- 2.2.8.3 Arrowhead’s rights and obligations shall include all rights of use of the owned properties property and obligations normally associated with ownership of the owned property properties including, without limitation, the right to cede and assign part or all of its rights and obligations granted

by Redefine to Arrowhead herein to any third party (provided prior written notification of such cession and assignment is given to Redefine and subject always to any restrictions registered against the title deeds in respect of the owned property concerned), the right to enter into any lease arrangements with tenants in respect of the owned properties and the right to encumber the owned properties; and

- 2.2.8.4 Arrowhead shall be obliged, at its costs, but in the name of Redefine if so required, to discharge any and all obligations in respect of the owned properties and shall be liable for all claims, loss or damage of whatsoever nature including costs and expenses relating to the owned properties (including the cost of and requirement to insure the owned properties which Arrowhead undertakes will include the interests of Redefine as a beneficiary until the applicable transfer date and Arrowhead will ensure that such interests are noted on the relevant insurance policy and provide Redefine with written proof thereof should Redefine request them) and entitled to all benefits from the use of the owned properties with effect from the owned properties effective date and indemnifies Redefine accordingly.

2.3 The pre-emptive properties transaction

- 2.3.1 The pre-emptive properties transaction is subject to fulfilment or waiver where applicable of the following conditions precedent, namely:
- 2.3.1.1 the pre-emptive holder under the relevant pre-emptive property agreement agreeing in writing to waive its rights of first refusal in respect of the relevant pre-emptive property under the pre-emptive property agreement or, alternatively, the pre-emptive holder under the relevant pre-emptive property agreement not exercising its right of first refusal in the period prescribed for such exercise in the relevant pre-emptive property agreement by 31 December 2011; and
- 2.3.1.2 the JSE approving the listing by 31 December 2011.
- 2.3.2 In addition to the suspensive conditions referred to above, the sale of the pre-emptive properties and the related pre-emptive properties businesses is subject to the resolutive condition that if Redefine linked unitholders do not pass all resolutions required to:
- 2.3.2.1 approve the unbundling and the repayment; and
- 2.3.2.2 authorise the board of directors of Redefine to grant financial assistance to any related or inter-related company or corporation as is envisaged in section 45 of the Companies Act, by 31 October 2011, or such later date as is agreed to in writing between Arrowhead and Redefine before 31 October 2011, then the pre-emptive properties transaction shall cease to be of any force and effect.
- 2.3.3 The pre-emptive properties businesses are sold divisibly in terms of the disposal agreement. Redefine shall remain liable for all liabilities and debts of the relevant pre-emptive properties businesses (whether actual or contingent) and undertaking to fulfil all obligations of the relevant pre-emptive properties businesses arising prior to the pre-emptive properties effective date.
- 2.3.4 The aggregate purchase price payable by Arrowhead to Redefine for the pre-emptive properties businesses and the related pre-emptive properties comprising the pre-emptive properties portfolio shall be in an amount of R66 500 000.
- 2.3.5 The aggregate purchase price set out in paragraph 2.3.4 is allocated between each of the pre-emptive properties businesses and related pre-emptive properties comprising the pre-emptive properties portfolio on the basis set out in **Annexure 4** to the Arrowhead pre-listing statement.
- 2.3.6 The purchase price payable for each of the pre-emptive properties businesses and the related pre-emptive properties shall be paid on the relevant pre-emptive properties effective date as to:
- 2.3.6.1 in respect of the property identified as “Corpgro Welkom” in **Annexure 4** to the Arrowhead pre-listing statement:
- 2.3.6.1.1 R939 381 in cash; and
- 2.3.6.1.2 R1 160 619 by the issue and allotment of 123 673 Arrowhead “A” linked units and 123 673 Arrowhead “B” linked units;
- 2.3.6.2 in respect of the property identified as “Kimberley Clark” in **Annexure 4** to the Arrowhead pre-listing statement:
- 2.3.6.2.1 R5 144 227 in cash; and
- 2.3.6.2.2 R6 355 773 by the issue and allotment of 677 257 Arrowhead “A” linked units and 677 257 Arrowhead “B” linked units;

- 2.3.6.3 in respect of the property identified as “Fascor” in **Annexure 4** to the Arrowhead pre-listing statement:
 - 2.3.6.3.1 R9 393 806 in cash; and
 - 2.3.6.3.2 R11 606 194 by the issue and allotment of 1 236 730 Arrowhead “A” linked units and 1 236 730 Arrowhead “B” linked units;
- 2.3.6.4 in respect of the property identified as “Pinetown Link” in **Annexure 4** to the Arrowhead pre-listing statement:
 - 2.3.6.4.1 R12 838 201 in cash; and
 - 2.3.6.4.2 R15 861 799 by the issue and allotment of 1 690 198 Arrowhead “A” linked units and 1 690 198 Arrowhead “B” linked units;
- 2.3.6.5 in respect of the property identified as “Ellerines Thohoyandou” in **Annexure 4** to the Arrowhead pre-listing statement:
 - 2.3.6.5.1 R1 431 437 in cash; and
 - 2.3.6.5.2 R1 768 563 by the issue and allotment of 188 454 Arrowhead “A” linked units and 188 454 Arrowhead “B” linked units.
- 2.3.7 If on the pre-emptive properties effective date the pre-emptive property concerned has not been transferred into the name of Arrowhead:
 - 2.3.7.1 Redefine shall, as part of the disposal of the pre-emptive properties business concerned, dispose of the rights to the use of the pre-emptive property in question with effect from the pre-emptive properties effective date;
 - 2.3.7.2 the purchase consideration for the pre-emptive properties business relating to the pre-emptive property in question will be reduced by R100 (one hundred rand) which amount shall be deducted from that part of the aggregate purchase price payable under any of paragraphs 2.3.6.1, 2.3.6.2, 2.3.6.3, 2.3.6.4 and 2.3.6.5, if applicable, as the case may be; and
 - 2.3.7.3 Arrowhead and Redefine will continue to take all steps to procure the transfer of the bare dominium in relation to the pre-emptive property in question into the name of Arrowhead on *mutatis mutandis* the basis set out in clause 25 of the acquisition agreement as soon as possible after the pre-emptive properties effective date, save that the purchase consideration payable for each pre-emptive property shall be an amount of R100 (one hundred Rand) to be discharged in cash on the applicable transfer date.
- 2.3.8 Arrowhead’s rights in respect of any pre-emptive properties envisaged in paragraph 2.3.7 shall be the following:
 - 2.3.8.1 the right to use of the pre-emptive properties shall be perpetual;
 - 2.3.8.2 no rental or other amount shall be payable by Arrowhead for the leasehold rights;
 - 2.3.8.3 Arrowhead’s rights and obligations shall include all rights of use of the pre-emptive properties and obligations normally associated with ownership of the pre-emptive properties including, without limitation, the right to cede and assign part or all of its rights and obligations granted by Redefine to Arrowhead hereunder to any third party (provided prior written notification of such cession and assignment is given to Redefine and subject always to any restrictions registered against the title deeds in respect of the leasehold property concerned), the right to enter into any lease arrangements with tenants in respect of the pre-emptive properties and the right to encumber the pre-emptive properties; and
 - 2.3.8.4 Arrowhead shall be obliged, at its cost but in the name of Redefine if so required, to discharge any and all obligations in respect of the pre-emptive properties and shall be liable for all claims, loss or damage of whatsoever nature including costs and expenses relating to the pre-emptive properties (including the costs of and requirement to insure the pre-emptive properties which Arrowhead undertakes will include the interests of Redefine as beneficiary until the applicable transfer date and Arrowhead will ensure that such interests are noted on the relevant insurance policy and provide Redefine with written proof thereof should Redefine request them) and entitled to all benefits from the use of the pre-emptive properties with effect from the pre-emptive properties effective date and indemnifies Redefine accordingly.

2.4 The leasehold properties transaction

- 2.4.1 The sale of each of the leasehold properties businesses and their related leasehold properties under the leasehold properties transaction is subject to fulfilment (or waiver, where applicable) of the following conditions precedent, namely:
- 2.4.1.1 that the owner consents in writing to the cession of Redefine's (or the relevant Redefine group company's) rights and the delegation of Redefine's (or the relevant Redefine group company's) obligations arising from the head lease agreement to Arrowhead by 1 September 2012; and
- 2.4.1.2 the JSE approving the listing by 31 December 2011.
- 2.4.2 In addition to the suspensive conditions referred to above, the leasehold properties transaction is subject to the resolutive condition that if Redefine linked unit holders do not pass all resolutions required to approve:
- 2.4.2.1 the unbundling and the repayment; and
- 2.4.2.2 authorising the board of directors of Redefine to grant financial assistance to any related or inter-related company or corporation as is envisaged in section 45 of the Companies Act, by 31 October 2011, or such later date as is agreed to in writing between Arrowhead and Redefine before 31 October 2011, then the leasehold properties transaction shall cease to be of any force and effect.
- 2.4.3 Subject to the fulfilment of the leasehold properties conditions precedent, Arrowhead has purchased each of the leasehold properties businesses as going concerns from Redefine, with effect from the leasehold properties effective date from which date all risk and benefit attaching to such leasehold properties business shall vest in Arrowhead.
- 2.4.4 The leasehold properties businesses are sold divisibly in terms of the disposal agreement. Redefine shall remain liable for all liabilities and debts of the relevant leasehold properties business (whether actual or contingent) and undertakes to fulfil all obligations of the relevant leasehold properties business arising prior to the leasehold properties effective date.
- 2.4.5 The aggregate purchase price payable by Arrowhead to Redefine for the leasehold properties businesses and the related leasehold properties comprising the leasehold properties portfolio shall be in an amount of R213 800 000.
- 2.4.6 The aggregate purchase price set out in paragraph 2.4.45 is allocated between each of the leasehold properties businesses and related leasehold properties comprising the leasehold properties portfolio on the basis set out in **Annexure 4** to the Arrowhead pre-listing statement.
- 2.4.7 The purchase price payable for each of the leasehold properties businesses and the related leasehold properties shall be paid on the relevant leasehold properties effective date as to:
- 2.4.7.1 in respect of the property identified as "Botshabelo Shopping Centre" in **Annexure 4** to the Arrowhead pre-listing statement:
- 2.4.7.1.1 R36 099 053 in cash; and
- 2.4.7.1.2 R44 600 947 by the issue and allotment of 4 752 577 Arrowhead "A" linked units and 4 752 577 Arrowhead "B" linked units;
- 2.4.7.2 in respect of the property identified as "Klerksdorp Game Centre" in **Annexure 4** to the Arrowhead pre-listing statement:
- 2.4.7.2.1 R28 136 684 in cash; and
- 2.4.7.2.2 R34 763 316 by the issue and allotment of 3 704 301 Arrowhead "A" linked units and 3 704 301 Arrowhead "B" linked units;
- 2.4.7.3 in respect of the property identified as "The Terminus Shopping Centre" in **Annexure 4** to the Arrowhead pre-listing statement:
- 2.4.7.3.1 R25 765 867 in cash; and
- 2.4.7.3.2 R31 834 133 by the issue and allotment of 3 392 174 Arrowhead "A" linked units and 3 392 174 Arrowhead "B" linked units;
- 2.4.7.4 in respect of the property identified as "Royal Palm Avenue" in **Annexure 4** to the Arrowhead pre-listing statement:
- 2.4.7.4.1 R5 636 283 in cash; and
- 2.4.7.4.2 R6 963 717 by the issue and allotment of 742 038 Arrowhead "A" linked units and 742 038 Arrowhead "B" linked units.

2.5 Loan accounts of Redefine

The loan account created pursuant to the discharge of the purchase price as is referred to in paragraph 2.2.7.1 of this circular (the “**cash loan account**”) shall be subject to the following terms and conditions:

- 2.5.1 the cash loan account shall bear interest at the prime rate plus 0.5% from the commencement of the Redefine record date to the date of payment of the cash loan account; and
- 2.5.2 the cash loan account referred to in paragraph 2.2.7.1 shall be discharged within 5 business days after Redefine linked unitholders have passed all resolutions required to approve the unbundling and the repayment.

2.6 Interest entitlement of Redefine

- 2.6.1 Redefine shall be entitled to the payment of all distributable earnings from 1 September 2011 to the Redefine record date (“the **Redefine income period**”), and shall, notwithstanding anything to the contrary contained in the Arrowhead debenture trust deed, be regarded for the determination of the interest payable thereunder as the only debenture holder registered as such on the Redefine record date during the Redefine income period, or parts thereof.
- 2.6.2 As part of Redefine’s entitlement referred to in paragraph 2.6.1 above, it has been agreed between the parties that the Arrowhead debenture trust deed governing the terms and conditions applicable to the Arrowhead consideration debentures and any other debentures issued by Arrowhead from time to time be amended, if required, to include a provision and/or provisions which provide that any expenses relating to a sign-on bonus for the executives of Arrowhead and promoter’s fees payable in respect of the listing of Arrowhead be excluded from the determination of the distributable earnings under the Arrowhead debenture trust deed payable as interest to Redefine in respect of the Arrowhead consideration debentures over the Redefine income period.

2.7 The repayment and the unbundling and the listing

- 2.7.1 It is intended that after the acquisition of the owned properties businesses and the related owned properties is implemented and after fulfilment of the listing condition:
 - 2.7.1.1 the Arrowhead consideration shares will be unbundled to Redefine shareholders; and
 - 2.7.1.2 the Arrowhead consideration debentures will be distributed to Redefine debenture holders, and immediately thereafter indivisibly linked as Arrowhead linked units.
- 2.7.2 Accordingly, subject to the approval of Redefine shareholders and Redefine debenture holders in general meeting, the fulfilment and/or waiver of the conditions precedent and the fulfilment of the listing condition, it is intended that:
 - 2.7.2.1 in terms of section 46 of the Companies Act and in terms of section 46 of the Income Tax Act the Arrowhead consideration shares will be unbundled to Redefine shareholders; and
 - 2.7.2.2 the Arrowhead consideration debentures will be distributed to Redefine debenture holders as a partial repayment of the nominal value of the Redefine debentures, and immediately thereafter indivisibly linked as Arrowhead “A” linked units and Arrowhead “B” linked units.
- 2.7.3 Subject to the fulfilment of the listing condition, the Arrowhead consideration debentures and the Arrowhead consideration shares issued in consideration for the owned properties businesses will be linked as Arrowhead “A” linked units and Arrowhead “B” linked units and listed on the “Real Estate Holdings & Development” sector of the main board of the JSE at least 5 trading days before the unbundling date.

3. RATIONALE FOR THE TRANSACTIONS

In line with its strategy of restructuring and improving the quality of its core property portfolio, Redefine’s board views the disposal, the listing, the repayment and the unbundling as the optimal mechanism for disposing of a significant component of Redefine’s properties which no longer fit its investment profile while at the same time providing Redefine linked unitholders with exposure to these high-yielding assets. The listing and subsequent unbundling and repayment of Arrowhead linked units will create a portfolio focused on paying growing income returns to its linked unitholders. This will be achieved through, *inter alia*, acquiring yield-enhancing assets which would not fit the investment profile of Redefine’s portfolio. Given the nature of the properties in terms of size, location and profile, Arrowhead’s linked unitholders will benefit from a dedicated and experienced management team. Redefine linked unitholders are referred to the Arrowhead pre-listing statement for further information on the businesses and the related properties.

4. DESCRIPTION AND FINANCIAL INFORMATION ON THE DISPOSAL BUSINESSES

- 4.1 A schedule setting out each properties name, registered legal description, physical address, sector categorisation, details regarding freehold or leasehold terms, the age of the buildings, average rental per square metre, rentable area, vacancy levels, acquisition details and property valuation is attached as **Annexure 4** to the Arrowhead pre-listing statement in respect of the owned properties portfolio, the pre-emptive properties portfolio and the leasehold properties portfolio.
- 4.2 For a full and comprehensive picture on the businesses (including the related properties) and their prospects going forward, Redefine linked unitholders are referred to the Arrowhead pre-listing statement.

5. THE UNBUNDLING AND THE REPAYMENT

5.1 **The unbundling, the repayment and unbundling ratio**

- 5.1.1 Subject to the fulfilment or waiver of the conditions precedent set out in paragraph 2.2.1 above as well as fulfilment of the listing condition, Redefine will, pursuant to the disposal of the owned properties and the related owned properties businesses, have received Arrowhead consideration debentures and Arrowhead consideration shares. The Arrowhead consideration shares will be unbundled to Redefine shareholders and the Arrowhead consideration debentures will be distributed to Redefine debenture holders as a partial repayment of the nominal value of the Redefine debentures immediately whereafter the Arrowhead consideration shares and the Arrowhead consideration debentures will be indivisibly linked as Arrowhead “A” linked units and Arrowhead “B” linked units. Accordingly those Redefine linked unitholders recorded in the Redefine linked unitholder register on the unbundling record date, shall receive Arrowhead linked units in the unbundling ratio. The unbundling will be undertaken in terms of section 46 of the Companies Act and in accordance with section 46 of the Income Tax Act. The repayment will be undertaken in terms of paragraph 19.4 of the Redefine debenture trust deed.
- 5.1.2 The number of Arrowhead linked units to be unbundled or distributed for every 31.70889 Redefine linked units held by a Redefine linked unitholder at the close of business on the unbundling record date will be one Arrowhead “A” linked unit and one Arrowhead “B” linked unit.
- 5.1.3 Redefine linked unitholders who hold 31 or less Redefine linked units on the record date to participate in the unbundling and repayment shall have their proportionate entitlement to Arrowhead linked units sold on their behalf and shall receive the cash proceeds thereof.
- 5.1.4 The rounding principle to be applied in the application of the unbundling ratio is as set out in **Annexure 8** to this circular.
- 5.1.5 For the purposes of the unbundling and repayment:
- Redefine linked unitholders holding certificated linked units will be issued their respective Arrowhead linked units in certificated form and linked unit certificates will be posted at the risk of the Redefine linked unitholder concerned, by registered post, to the address reflected in the Redefine register on the unbundling record date. Such Redefine linked unitholders are advised that they will have to dematerialise the Arrowhead linked units received by them in certificated form, prior to trading in such linked units on the exchange operated by the JSE; and
 - Redefine linked unitholders holding dematerialised shares will have their respective Arrowhead linked units credited to their accounts maintained by their CSDP or broker, as the case may be.
- Documents of title in respect of Redefine linked units are not required to be surrendered in order to receive the Arrowhead linked units.

5.2 **Implication of the unbundling and the repayment for foreign unitholders**

The unbundling and the repayment are governed by the laws of South Africa and are subject to all applicable laws and regulations including exchange control regulations.

Foreign unitholders should inform themselves about and observe any applicable legal requirements of such jurisdictions in relation to all aspects of this circular that may affect them, including the unbundling and the repayment. Foreign unitholders may be prohibited from continuing to beneficially hold the Arrowhead linked units unbundled and distributed to them.

It is the responsibility of each foreign unitholder to satisfy himself as to the full observation of the laws and regulatory requirements of the relevant foreign jurisdiction in connection with the unbundling and the repayment, including the obtaining of any governmental, exchange or other consents or the making of any filings which may be required, the compliance with other necessary formalities and the payment of any issue, transfer or other taxes or other requisite payments due in such jurisdiction.

Any foreign unitholder who is in doubt as to his position with respect to the unbundling and the repayment in any jurisdiction, including, without limitation, his tax status, should consult an appropriate professional advisor in the relevant jurisdiction without delay. In particular, foreign unitholders must take their own advice on whether they are entitled to continue beneficially to hold any Arrowhead repayment shares distributed to them pursuant to the unbundling and the repayment and take the appropriate action in accordance with that advice. Foreign unitholders are reminded that they may dispose of their Redefine linked units on the exchange operated by the JSE on or prior to the last day to trade, in which case they will not be participating in the unbundling and the repayment.

Certain foreign unitholders in certain jurisdictions outside of South Africa (“ineligible foreign unitholders”) may not be entitled to receive any Arrowhead linked units that Redefine unbundles and distributes. Redefine linked unitholders are referred to **Annexure 6** to this circular which sets out, *inter alia*, the details of which foreign unitholders may constitute ineligible foreign unitholders and what mechanics will be put in place regarding their Arrowhead linked units.

Foreign unitholders should refer to **Annexure 6** to this circular for further information on the restrictions applicable to foreign unitholders.

5.3 Exchange control issues pertaining to the unbundling and the repayment

Redefine linked unitholders whose registered addresses are outside the common monetary area will need to comply with the Exchange Control Regulations summarised in **Annexure 6** to this circular.

5.4 Taxation considerations relating to the unbundling

Redefine linked unitholders are referred to **Annexure 7** to this circular for a summary of the taxation consequences of the unbundling of the Arrowhead consideration shares.

6. GENERAL MEETINGS OF REDEFINE SHAREHOLDERS AND REDEFINE DEBENTURE HOLDERS

- 6.1 In accordance with the Notice of General Meeting attached to and forming part of this circular, a general meeting of Redefine shareholders will be held at 08:00 on Friday, 28 October 2011 at the offices of the company, being 2 Arnold Road, Rosebank, 2196, to consider and if deemed fit, pass, *inter alia*, the resolutions necessary to be approved by Redefine shareholders for the implementation of the transactions.
- 6.2 Redefine shareholders are referred to page 2 of this circular, which sets out the action required of Redefine shareholders in this regard.
- 6.3 In accordance with the Notice of General Meeting attached to and forming part of this circular, a general meeting of Redefine debenture holders will be held at 08:30 on Friday, 28 October 2011 at the offices of the company, being 2 Arnold Road, Rosebank, 2196, to consider and if deemed fit, pass, *inter alia*, the resolutions necessary to be approved by Redefine debenture holders for the implementation of the transactions.
- 6.4 Redefine debenture holders are referred to page 2 of this circular, which sets out the action required of Redefine debenture holders in this regard.

7. THE UNAUDITED *PRO FORMA* FINANCIAL EFFECTS

The *pro forma* financial information is based on Redefine’s published unaudited results for the 6 months ended 28 February 2011. The *pro forma* financial information has been prepared for illustrative purposes only to provide information on how the transactions may have impacted on the financial position of Redefine if the transactions had occurred on 28 February 2011 and on the results of Redefine if the transactions had occurred on 1 September 2010. Because of its nature, the *pro forma* financial information may not fairly present Redefine’s financial position after the transactions. The *pro forma* financial information is the responsibility of the directors of Redefine.

The unaudited *pro forma* statement of comprehensive income and statement of financial position contained in **Annexure 5** to this circular are presented in a manner consistent in all respects with IFRS and the basis is consistent with the accounting policies of Redefine.

Set below are the unaudited *pro forma* financial effects which have been extracted from the information contained in **Annexure 5** to this circular.

<i>Scenario 1</i>	<i>Before</i>	<i>After</i>	<i>Change</i>
NAV excluding deferred tax (cents)	800.50	769.63	(3.9%)
NTAV excluding deferred tax (cents)	631.08	600.22	(4.9%)
Earnings per unit (cents)	36.29	38.90	7.2%
Headline earnings per unit (cents)	35.91	38.71	7.8%
Distribution per unit (cents)	31.00	29.11	(6.1%)
<i>Scenario 2</i>	<i>Before</i>	<i>After</i>	<i>Change</i>
NAV excluding deferred tax (cents)	800.50	769.31	(3.9%)
NTAV excluding deferred tax (cents)	631.08	599.89	(4.9%)
Earnings per unit (cents)	36.29	37.97	4.6%
Headline earnings per unit (cents)	35.91	37.64	4.8%
Distribution per unit (cents)	31.00	29.14	(6.0%)

Scenario 1 relates to the owned properties portfolio, the leasehold properties portfolio and the pre-emptive properties portfolio.

Scenario 2 relates only to the owned properties portfolio.

The reporting accountants' limited assurance report on the unaudited *pro forma* financial information is set out in **Annexure 2** to this circular.

Redefine linked unitholders are referred to paragraph 17 of the Arrowhead pre-listing statement which discloses Arrowhead's forecast distribution per unit.

8. AUTHORISATION IN TERMS OF THE MEMORANDUM OF INCORPORATION AND DEBENTURE TRUST DEED

Following approval of Ordinary Resolution Number 1 set out in the notice of general meeting to Redefine shareholders and Debenture Special Resolution Number 2 set out in the notice of general meeting to Redefine debenture holders, the company shall be authorised to effect the unbundling and the repayment in terms of article 26 of its memorandum of incorporation and article 19.4 of the Redefine debenture trust deed, the applicable provisions of which memorandum of incorporation and debenture trust deed are set out in **Annexure 1** to this circular.

9. RESOLUTIONS REQUIRED IN TERMS OF THE NEW COMPANIES ACT

Special resolutions

Approval of directors' remuneration for their services as directors

Special resolution number 1.1:

The approval of the non-executive directors' remuneration was proposed and approved as an ordinary resolution at the company's last Annual General Meeting on 31 January 2011 (ordinary resolution number 1.10), in terms of the relevant provisions applicable at the time. However, since the approval by the shareholders of such non-executive directors' remuneration, the Act has come into force and effect on 1 May 2011, and in terms of section 66 thereof, such remuneration must be approved as a special resolution in terms of section 66(9) of the Act. Therefore, the company will request that a resolution be proposed and passed as a special resolution.

Special resolution number 1.2:

The approval by way of a special resolution in accordance with section 66(9) of the Act for the payment by the company of remuneration of each of the non-executive directors of the company for each non-executive director's services as a non-executive director for the ensuing financial year (ending 31 August 2012) in the amounts set out under special resolution number 1.2 in the notice of general meeting of Redefine shareholders which is attached hereto, will be requested by the company to be proposed and passed as a special resolution.

Special resolution number 1.3:

As the fees payable to non-executive directors are, from time to time, benchmarked to other companies with a similar market capitalisation taking into account the estimated time and the other requirements of directors, an annual increase not exceeding 10% is proposed for approval in the subsequent year.

Financial assistance to Arrowhead

Immediately prior to the unbundling date Arrowhead will be a wholly-owned subsidiary of Redefine and thus a related company of Redefine.

The Standard Bank of South Africa Limited (the “bank”) have agreed to provide senior debt to Arrowhead to discharge part of the consideration payable to Redefine for the rental enterprise businesses but have required as a condition to that funding that, if registration of transfer of the bare dominium has not taken place within six months of the date of drawdown by Arrowhead of the facility, the bank be allowed to register first covering mortgage bonds over the bare dominium. As a *causa* for the first covering mortgage bond, the company is required to provide a guarantee to the bank limited to the proceeds received on execution of the covering mortgage bonds and subject to the proviso that the bank is not entitled to claim the payment of any sum of money from Redefine in terms of the guarantee. As the company will already have received the consideration for the disposal of the rights of use and is under an obligation to transfer the bare dominium the company is satisfied that the conclusion of the limited guarantee does not impose any additional financial or other obligations on it. However, given that at the time of the conclusion of the guarantee, Arrowhead will be a wholly-owned subsidiary of Redefine, the conclusion of the guarantee constitutes financial assistance to a related company (within the meaning attributed to that term in section 45 of the Act).

Accordingly approval is required by the Act and sought by way of a special resolution to authorise the company to provide the guarantee referred to above to the bank.

Financial assistance to Arrow Creek

It was announced on SENS on Friday, 9 September 2011 that Redefine had concluded an agreement with Arrow Creek, a company in which Michael Flax, a non-executive director of Redefine, is a director and beneficially holds 42.5% of the issued share capital, for the disposal to Arrow Creek of a portfolio of wholly-owned properties (“**the Arrow Creek property portfolio**”), Redefine’s interest in a number of joint ventures (“**the JV’s**”), the Upper East Side Hotel and the shares in and claims against UES Hotel (Proprietary) Limited (the manager of the Upper East Side Hotel) (collectively “**the Arrow Creek transaction**”), for an aggregate purchase consideration of R358 300 001 plus an amount equal to the third party debt and undertakings owed by the JV’s at the Arrow Creek transaction effective date (“**the Arrow Creek third party debt**”).

Subject to the fulfilment of the conditions precedent set out below, including obtaining the consent of Redefine’s partners in the JV’s, the effective date of the transaction is 31 August 2011.

The purchase consideration will be settled by Arrow Creek as follows:

- a cash payment of R258.3 million;
- the assumption by Arrow Creek of the third party debt; and
- R100 million will remain outstanding as a loan by Redefine to Arrow Creek (“the Arrow Creek vendor loan”).

In the long-term the cash proceeds from the Arrow Creek transaction will be used by Redefine to invest in high-grade investment properties. However, in the short-term the cash proceeds will be used to reduce interest-bearing borrowings. The Arrow Creek vendor loan is subject to the following conditions:

- repayable within 24 months from the Arrow Creek effective date;
- bears interest at the prime rate plus 125 basis points and should Arrow Creek sell any property within the Arrow Creek property portfolio prior to settlement of the Arrow Creek vendor loan, the proceeds of the sale, after payment of the first covering mortgage bond over that property (if any), will be applied to reducing the Arrow Creek vendor loan;
- a first covering bond over the Upper East Side Hotel in an amount of R100 million;
- the cession of all rental income and lease agreements in respect of the Upper East Side Hotel;
- the cession of rental income and lease agreements in respect of any property within the property portfolio provided that such cession will be subordinate to any rental cessions provided by Arrow Creek to any financial institution holding a first covering bond over such property;
- the cession of all insurance policies in respect of the Upper East Side Hotel;

- in the event of a default of any payment due to Redefine which is not remedied by Arrow Creek within 15 business days, Redefine can in its sole discretion, elect to:
 - purchase any property in the property portfolio at the value of the secured first covering bond;
 - demand immediate payment of the outstanding balance of the vendor loan, together with accrued but unpaid interest;
 - exercise all of its rights in terms of any security held; and
- in the event of a change of control and/or a change of more than 25% in the shareholding of Arrow Creek, any subsidiary or associate and/or in the event that any of these parties list on the JSE, the outstanding balance of the vendor loan, together with any accrued but unpaid interest shall become immediately due and payable.

The Arrow Creek transaction is subject to the following outstanding conditions precedent:

- compliance by the parties with the necessary provisions of the Companies Act, including Redefine obtaining approval from its linked unitholders for the Arrow Creek vendor loan;
- approval of the Arrow Creek transaction by the Competition Authorities;
- Arrow Creek furnishing Redefine with acceptable confirmation that Arrow Creek has secured finance for the cash portion of the purchase consideration; and
- definitive agreements being concluded in respect of the Arrow Creek transaction, including obtaining appropriate consents from Redefine's partners in the JV's.

Accordingly as is required by the terms of the Arrow Creek transaction and under the Companies Act approval will be sought by way of a resolution to authorise the company to provide Financial Assistance in terms of section 45 of the Act by way of the Arrow Creek vendor loan, to Arrow Creek.

Financial assistance to a related or inter-related company

The company, when the need previously arose, had to provide loans to and guarantee loans or other obligations of subsidiaries and was not precluded from doing so in terms of its articles of association or in terms of the Companies Act, 61 of 1973, as amended. The company would like the ability to continue to provide financial assistance, if necessary, also in other circumstances, in accordance with section 45 of the Companies Act. This authority is necessary for the company to continue to provide financial assistance in appropriate circumstances. Under the Companies Act, the company will, however, require the special resolution referred to in the notice of general meeting attached hereto to be adopted, provided that the Board of directors of the company be 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 corporations have access to financing and/or financial backing from the company (as opposed to banks), it is necessary to obtain the approval of shareholders, as set out in special resolution number 4 referred to in the notice of general meeting attached hereto.

Shareholders' meetings by electronic communication

The new Companies Act provides for that a company may provide for: (a) a shareholders' meeting to be conducted entirely by electronic communication or (b) one or more shareholders, or proxies for shareholders, to participate by electronic communication in all or part of a shareholders' meeting that is being held in person, so long as the electronic communication employed ordinarily enables all persons participating in that meeting to communicate concurrently with each other without an intermediary, and to participate reasonably effectively in the meeting. In addition the new Companies Act provides that every meeting of shareholders of a public company must be reasonably accessible within the Republic for electronic participation by shareholders in the manner contemplated in section 63(2) of the Companies Act, irrespective of whether the meeting is held in the Republic or elsewhere. Therefore, the reason for and effect of, Special resolution number 3 is to permit the company to enable the company to provide shareholders with reasonable access to shareholders' meetings by way of electronic participation by shareholders as indicated thereon.

Electronic communication with shareholders

The new Companies Act provides for notices to be transmitted electronically to members in a manner and form permitted in terms of the new Companies Act and the Regulations to the new Companies Act and accordingly the amendments to the company's Memorandum of Incorporation as set out above will enable the company to utilise electronic communication as a form of communicating with its members. Therefore the reason for and effect of Special resolution number 4 is to empower the company to communicate with its members by way of electronic communication.

Ordinary resolutions

Unissued shares under the control of the directors

The company seeks authority to have 270 million of the authorised but unissued ordinary shares placed under the control and authority of the directors of the company and to authorise and empower the directors to allot, issue and otherwise dispose of such shares to such person or persons on such terms and conditions and at such times as the directors of the company may from time to time and in their discretion deem fit, subject to the provisions of the Companies Act, any debenture trust deed entered into by the company, the Memorandum of Incorporation of the company and the Listings Requirements of the JSE.

General authority to issue shares for cash

The company seeks authority to allow the directors of the company, by way of a general authority, to issue up to 270 million shares (as part of linked units) in the capital of the company for cash, subject to the Companies Act, the Memorandum of Incorporation of the company, the Listings Requirements of the JSE, when applicable.

10. WORKING CAPITAL STATEMENT

- 10.1 The directors, having considered the effects of the unbundling and the repayment, are of the view that:
- 10.1.1 the company and the group will be able, in the ordinary course of business, to pay their debts for a period of 12 months after the date of the approval of this circular;
 - 10.1.2 the assets of the company and the group will be in excess of the liabilities of the company and the group for a period of 12 months after the date of approval of this circular. For this purpose, the assets and liabilities have been recognised and measured in accordance with the accounting policies used in the latest audited group financial statements;
 - 10.1.3 the share capital and reserves of the company and the group will be adequate for ordinary business purposes for a period of 12 months after the date of approval of this circular; and
 - 10.1.4 the working capital of the company and the group shall be adequate for ordinary business purposes for a period of 12 months after the date of approval of this circular.
- 10.2 The board has, by resolution, authorised the unbundling and the repayment and, by resolution, acknowledged that it has applied the solvency and liquidity test, as set out in section 4(1) of the Companies Act, and reasonably concluded that the company will satisfy the solvency and liquidity test immediately after completing those transactions.
- 10.3 In terms of section 4(1) of the Companies Act, the board has satisfied itself that immediately after the implementation of the unbundling and repayment the assets of the company, as fairly valued, will equal or exceed the liabilities of the company, as fairly valued and that the company will be able to pay its debts as they become due in the ordinary course of business for a period of 12 months from the date of those transaction being implemented.

11. INFORMATION ON DIRECTORS

The names, business address and function in the group of the directors and executive management of Redefine, together with information on the directors' linked unitholding in the company are set out in **Annexure 3** to this circular.

12. SHARE CAPITAL OF THE COMPANY AND MAJOR REDEFINE LINKED UNITHOLDERS

Information regarding the share capital of Redefine and its major linked unitholders is set out in **Annexure 4** to this circular.

13. LITIGATION STATEMENT

There are no legal or arbitration proceedings, including proceedings that are pending or threatened of which the company is aware, which may have, or have during the 12 months preceding the date of this circular, had a material effect on the financial position of the group.

14. MATERIAL CHANGES

There have been no material changes in the financial or trading position of the company and its subsidiaries since publication of its unaudited interim results for the six months ended 28 February 2011.

15. DIRECTORS' RESPONSIBILITY STATEMENT

The directors whose names are set out in **Annexure 3** to this circular, collectively and individually, accept full responsibility for the accuracy of the information given and certify that to the best of their knowledge and belief there are no facts that have been omitted which would make any statement false or misleading and that all reasonable enquiries to ascertain such facts have been made, and that the circular contains all information required by the JSE Listings Requirements.

16. VIEWS OF THE REDEFINE BOARD

The board of directors are of the opinion that each of the transactions are in the best long-term interests of the company and intend voting all Redefine linked units controlled by them in favour of the resolutions necessary to implement each of the transactions.

17. EXPENSES

The expenses that are expected or have been provided for in connection with the transactions are set out below.

	(R'000)
Corporate advisor fees payable to Java Capital	400
Sponsor fees payable to Java Capital	200
Reporting accountants fees payable to PKF (Jhb) Inc.	100
JSE – Documentation inspection fees	19
Printing fees payable to Ince	350
Total	1 069

All amounts are stated exclusive of VAT.

18. CONSENTS

The reporting accountants have given and have not withdrawn their written consent to the issue of this circular, with the reporting accountants' report in the form and context in which it appears in **Annexure 2** to this circular.

The corporate advisor, legal advisor and sponsor, the transfer secretaries and the reporting accountants have consented in writing to act in the capacities stated and to their names being stated in this circular and have not withdrawn such consents prior to the publication of the circular.

19. DOCUMENTATION AND CONSENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at any time during normal business hours (excluding Saturdays, Sundays and public holidays) from the date of this circular until the date of the general meetings at the registered office of Redefine being 2 Arnold Road, Rosebank, 2196:

- the memoranda of incorporation of Redefine and its subsidiaries;
- the Redefine debenture trust deed;
- the disposal agreement referred to in paragraph 2;
- the consents as referred to in paragraph 18;
- the reporting accountants' report set out in **Annexure 2** to this circular;
- a signed copy of this circular and the powers of attorney relating thereto; and
- the financial statements of Redefine for the three years ended 31 August 2008, 2009 and 2010 and the unaudited interim financial statements for the six months ended 28 February 2011.

Signed in Johannesburg by a director of Redefine Properties Limited and on behalf of the directors of Redefine Properties Limited in terms of the powers of attorney granted to him by each of them.

Redefine Properties Limited

30 September 2011

AUTHORISATION TO EFFECT THE UNBUNDLING AND THE REPAYMENT IN TERMS OF THE MEMORANDUM OF INCORPORATION AND THE DEBENTURE TRUST DEED OF REDEFINE

Extracts from article 26 of the articles of association of Redefine are set out below:

- “26.1 Subject to the provisions of the Statutes, the company may make payments to its members from time to time.
- 26.2 The company in general meeting (subject to obtaining the declaration of the directors referred to in Article 26.7) or the directors may from time to time declare a dividend to be paid or make any other payment to the members and to the holders of share warrants (if any) in proportion to the number of shares held by them in each class. Dividends shall be declared payable to members registered as such on a date subsequent to the date of the declaration of the dividend.
- 26.3 No larger dividend or other payment to members shall be declared by the company in general meeting than is recommended by the directors, but the company in general meeting may declare a smaller dividend.
- 26.4 Any dividend so declared or other payments approved may be paid and satisfied, either wholly or in part, by the repayment of specific assets, and in particular of paid up shares or debentures of any other company, or in cash or in any one or more of such ways as the company in general meeting or the directors may at the time of declaring the dividend or approving the payment determine and direct, and where any difficulty arises in regard to the repayment the directors may settle the same as they think expedient, and in particular may fix the value for repayment of such specific assets or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such assets in trustees upon such trusts for the persons entitled to the dividend or other payment as may seem expedient to them.”

Article 19.4 of the Redefine debenture trust deed is set out below:

- “19.4 The debenture holders shall, in addition to the powers given elsewhere in this deed and without derogating from the powers conferred on the trustee by this deed, have the following powers which may only be exercised by special resolution;
- 19.4.1 to bind the debenture holders to any compromise or arrangement to be made between the company and the debenture holders or any of them;
- 19.4.2 to agree to any variation or modification of any of the rights of the debenture holders, in each case subject to the consent or concurrence of the company; and
- 19.4.3 subject to section 123 of the Companies Act, to discharge or exonerate the trustee from liability in respect of any specific breach of trust.”

**LIMITED ASSURANCE REPORT OF THE INDEPENDENT REPORTING ACCOUNTANTS
ON THE UNAUDITED *PRO FORMA* FINANCIAL INFORMATION OF REDEFINE**

“The Directors
Redefine Properties Limited
2 Arnold Road
Rosebank
2196

22 September 2011

Dear Sirs

**INDEPENDENT REPORTING ACCOUNTANTS’ REPORT ON THE UNAUDITED *PRO FORMA* FINANCIAL
INFORMATION OF REDEFINE PROPERTIES LIMITED**

INTRODUCTION

We have performed our limited assurance engagement in respect of the *pro forma* financial information set out in paragraph 7 and **Annexure 5** to the circular to linked unitholders of Redefine Properties Limited (“**Redefine**”) to be dated on or about 30 September 2011 (“**the Circular**”). Terms used herein and defined in the Circular have the meaning assigned to them in the Circular unless otherwise indicated.

The unaudited *pro forma* financial information has been prepared in accordance with the JSE Limited (“**JSE**”) Listings Requirements, for illustrative purposes only, to provide information about how the transactions might have affected the reported historical financial information presented, had the transactions been undertaken at the commencement of the period, in respect of the unaudited *pro forma* statement of comprehensive income being reported on, or on the date of the unaudited *pro forma* statement of financial position being reported on.

DIRECTORS’ RESPONSIBILITY

The directors of Redefine are responsible for the compilation, contents and preparation of the unaudited *pro forma* financial information contained in the Circular and for the financial information from which it has been prepared. Their responsibility includes determining that: the unaudited *pro forma* financial information contained in the Circular has been properly compiled on the basis stated; the basis is consistent with the accounting policies of Redefine; and the *pro forma* adjustments are appropriate for the purposes of the unaudited *pro forma* financial information disclosed in terms of the JSE Listings Requirements.

REPORTING ACCOUNTANTS’ RESPONSIBILITY

Our responsibility is to express our limited assurance conclusion on the unaudited *pro forma* financial information included in the Circular. We conducted our assurance engagement in accordance with ISAE 3000: *International Standard on Assurance Engagements applicable to Assurance Engagements Other Than Audits or Reviews of Historical Financial Information* and the Revised Guide on *Pro forma Financial Information* issued by The South African Institute of Chartered Accountants. This standard requires us to obtain sufficient appropriate evidence on which to base our conclusion.

We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the unaudited *pro forma* financial information, beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

SOURCES OF INFORMATION AND WORK PERFORMED

Our procedures consisted primarily of comparing the unadjusted financial information of Redefine with the source documents, considering the *pro forma* adjustments in light of the accounting policies of Redefine, considering the evidence supporting the unaudited *pro forma* adjustments and discussing the adjusted unaudited *pro forma* financial information with the directors of Redefine in respect of the transaction that is the subject of the Circular.

In arriving at our conclusion, we have relied upon financial information prepared by the directors of Redefine and other information from various public, financial and industry sources.

While our work performed involved an analysis of the historical financial information and other information provided to us, our limited assurance engagement does not constitute either an audit or review of any of the underlying financial information in accordance with the *International Standards on Auditing or the International Standards on Review Engagements* and, accordingly, we do not express an audit or review opinion.

In a limited assurance engagement, the evidence gathering procedures are more limited than for a reasonable assurance engagement and therefore less assurance is obtained than in a reasonable assurance engagement. We believe our evidence obtained is sufficient and appropriate to provide a basis for our conclusion.

CONCLUSION

Based on our examination of the evidence obtained, nothing has come to our attention that causes us to believe that:

- the unaudited *pro forma* financial information has not been properly compiled on the basis stated;
- such basis is inconsistent with the accounting policies of Redefine; and
- the adjustments are not appropriate for the purposes of the unaudited *pro forma* financial information as disclosed pursuant to Sections 8.17 and 8.30 of the JSE Listings Requirements.

Yours faithfully

PKF (Jhb) Inc.

Per: Duncan Church
Registered Auditor

42 Wierda Road West
Wierda Valley
Sandton, 2196”

INFORMATION ON THE DIRECTORS OF REDEFINE

The names, ages, roles within Redefine, business addresses, qualifications and occupations of the directors of Redefine are set out below:

Director	Age	Role	Qualification	Address	Occupation
Dines Gihwala	58	<i>Independent Non-Executive Chairman</i>	BProc	2 Arnold Road Rosebank, 2196	Gihwala was previously the chairman of Cliffe Dekker Hofmeyr, one of South Africa's largest legal practices. He is also a director of several companies. In 2004 he was appointed as a Professor of Law. He is a member and chairman of the first Independent Regulatory Board for Auditors appointed by the Minister of Finance in terms of the Auditing Profession Act, 2005.
Marc Wainer	62	<i>Chief Executive Officer</i>	–	2 Arnold Road Rosebank, 2196	Wainer has 34 years' experience in all aspects of real estate. He is a non-executive director of Hyprop and a director of RI plc and RI Limited. He serves on Redefine's executive and investment committees. His primary focus is on structuring corporate transactions, acquisitions and disposals, as well as being responsible for the day-to-day operations of Redefine.
Andrew Konig	45	<i>Executive Director</i>	CA(SA)	2 Arnold Road Rosebank, 2196	A qualified Chartered Accountant, with 17 years of commercial chief financial officer experience, Konig was previously group financial director of Independent News and Media and chief financial officer of Peermont Global. He is responsible for all aspects of finance and supports the chief executive officer in corporate activities, regulatory compliance, investor relations and human resource management.
David Rice	55	<i>Executive Director</i>	–	2 Arnold Road Rosebank, 2196	Rice was managing director of ApexHi from 2006 until the merger. He serves on the executive and investment committees and heads operations, including asset and property management.

Director	Age	Role	Qualification	Address	Occupation
Michael Flax	46	<i>Non-Executive Director</i>	CA(SA) CIMA	2 Arnold Road Rosebank, 2196	Flax, a Chartered Accountant, headed Spearhead prior to its acquisition by Redefine. Previously he served on the executive and investment committees of Redefine where he operated from Redefine's Cape Town office and was responsible for overseeing acquisitions, disposals, trading and development activity. He retired as an executive director of Redefine on 31 March 2011.
Greg Heron	46	<i>Independent Non-Executive Director</i>	CA(SA)	2 Arnold Road Rosebank, 2196	Heron is the managing director of Clearwater Capital, a strategic BEE shareholder in Redefine. A Chartered Accountant, Heron serves on several boards of large private companies, and is a non-executive director of RI Limited. Heron is the chairman of Redefine's audit and risk committee and is a member of the remuneration and investment committees.
Monica Khumalo	46	<i>Independent Non-Executive Director</i>	BJuris, LLB	2 Arnold Road Rosebank, 2196	Khumalo is managing director of Loato Properties, a property company owned and managed by women.
Gerald Leissner	69	<i>Non-Executive Director</i>	CA(SA)	2 Arnold Road Rosebank, 2196	Leissner was CEO of ApexHi from 2001 until his retirement at the time of the merger. He is a director of the Johannesburg Housing Company and the Housing Development Agency. Leissner serves on Redefine's audit and risk and investment committees.
Harish Mehta	61	<i>Independent Non-Executive Director</i>	BSc MBA	2 Arnold Road Rosebank, 2196	Mehta is the chairman of Clearwater Capital (Proprietary) Limited (Clearwater Capital), a strategic BEE shareholder in Redefine. He was formerly the managing director of the Universal Print Group (Proprietary) Limited and is a non-executive director of Avusa Limited and The Spar Group Limited.
Bernard Nackan	67	<i>Independent Non-Executive Director</i>	BA	2 Arnold Road Rosebank, 2196	Nackan was financial editor of the Rand Daily Mail and an executive director of Sage Group from 1974 until his retirement in 2003. He is a member of the Collective Investment Schemes Advisory Committee. Nackan serves on Redefine's audit and risk committee and is chairman of the remuneration committee. He is also a non-executive direct of Redefine International Limited.

Director	Age	Role	Qualification	Address	Occupation
Diana Perton	64	<i>Independent Non-Executive Director</i>	–	2 Arnold Road Rosebank, 2196	Perton was the head of the legal division at Liberty Properties until she retired in 2000.

Interests of directors as at the last practical date

Director	Beneficially held		Non-beneficially held		Total
	Direct	Indirect	Direct	Indirect	
M N Flax	–	7 861 105	–	661 456	8 522 561
D C M Gihwala	–	–	–	–	–
G J Heron	–	4 639 206	–	–	4 639 206
M K Khumalo	–	1 400 000	–	–	1 400 000
G G L Leissner	–	–	–	35 000	35 000
H K Mehta	197 345	27 295 238	–	–	27 492 583
B Nackan	9 000	–	–	–	9 000
D J Perton	22 008	–	–	–	22 008
D H Rice	–	163 000	–	–	163 000
M Wainer	5 407 839	12 599 811	–	268 443	18 276 093
A Konig [^]	–	–	–	–	–
	5 636 192	53 958 360	–	964 899	60 559 451

[^] Appointed 2 February 2011

MAJOR REDEFINE LINKED UNITHOLDERS

Beneficial Redefine linked unitholders holding 5% or more

	Number of units	%
Stanlib	196 649 095	7.3
Government Employees Pension Fund	168 867 507	6.3
Old Mutual	138 734 790	5.2
Total	504 251 392	18.8

At 28 February 2011, 20 871 Redefine linked unitholders (holding 2 624 503 475 Redefine linked units) were classified as public linked unitholders and 32 Redefine linked unitholders (holding 65 668 627 Redefine linked units) were classified as non-public linked unitholders.

UNAUDITED PRO FORMA FINANCIAL INFORMATION OF REDEFINE

Redefine Properties Limited

Pro forma financial effects of the unbundling of the Arrowhead owned properties portfolio, the leasehold properties portfolio and the pre-emptive properties portfolio:

These numbers have been extracted from Redefine's unaudited results for the six months ended 28 February 2011.

*Scenario 1***Statement of comprehensive income**

	<i>Before</i> ¹ Unaudited 28 February 2011 R'000	<i>Adjustments</i> ² Adjustments relating to disposal and unbundling R'000	Post- implementation disposal and unbundling R'000
Revenue			
Property portfolio	1 443 862	(117 917)	1 325 945
Contractual rental income	1 395 238	(115 148)	1 280 090
Straight-line rental income accrual	48 624	(2 769)	45 855
Listed security portfolio	148 232	7 108 ³	155 340
Fee income	83 394	–	83 394
Trading income	2 803	–	2 803
Total revenue	1 678 291	(110 809)	1 567 482
Operating costs	(318 662)	25 829	(292 833)
Administration costs	(137 208)		(137 208)
Net operating income	1 222 421	(84 980)	1 137 441
Changes in fair values	146 415	(6 786)	139 629
Amortisation of intangibles	(48 271)		(48 271)
Impairment of financial assets	–		–
Interest in associates	(76 860)		(76 860)
Income from operations	1 243 705	(91 766)	1 151 939
Net interest	(356 032)	31 592 ⁴	(324 440)
Foreign exchange gain	79 238		79 238
Profit on disposal		37 043 ⁵	37 043
Income before debenture interest	966 911	(23 131)	943 780
Debenture interest	(832 131)	50 619	(781 512)
Profit before tax	134 780	27 488	162 268
Taxation: CGT	37 012	(59 877) ⁶	(22 865)
Taxation: deferred	–	153 336 ⁷	153 336
Profit for the period	171 792	120 947	292 739

	<i>Before¹</i> Unaudited 28 February 2011 R'000	<i>Adjustments²</i> Adjustments relating to disposal and unbundling R'000	Post- implementation disposal and unbundling R'000
Other comprehensive income			
Exchange differences on translating foreign operations	42 157	–	42 157
Other comprehensive income for the period, net of taxation	42 157	–	42 157
Total comprehensive income for the period	213 949	120 947	334 896
Profit for the period attributable to:			
Redefine shareholders	141 866	120 947	262 813
Non-controlling interests	29 926	–	29 926
	171 792	120 947	292 739
Total comprehensive income attributable to:			
Redefine shareholders	180 534	120 947	301 481
Non-controlling interests	33 415	–	33 415
	213 949	120 947	334 896
Reconciliation of earnings, headline earnings and distributable earnings:			
Profit for the period attributable to Redefine shareholders	141 866	120 947	262 813
Changes in fair values of properties (net of deferred taxation)	(10 108)	4 886	(5 222)
Changes in fair values of properties	46 885	6 786	53 671
Deferred taxation	(56 993)	(1 900)	(58 893)
Headline profit to shareholder	131 758	125 833	257 591
Debt interest	832 131	(50 619)	781 512
Headline earnings attributable to Redefine linked unitholders	963 889	75 214	1 039 103
Changes in fair values of listed securities and financial instruments (net of deferred taxation)			
	(174 851)	–	(174 851)
Changes in fair values of listed securities and financial instruments	(193 300)	–	(193 300)
Deferred taxation	18 449	–	18 449
Amortisation of intangibles	48 271	–	48 271
Align consolidated profits with anticipated dividends	19 991	–	19 991
Straight-line rental income accrual	(48 624)	2 769	(45 855)
Foreign exchange gain	(79 238)	–	(79 238)
Fair value adjustment of associates and minorities	60 439	–	60 439
Capital costs included in administration costs	6 387	–	6 387
Pre-acquisition income on Hyprop units acquired in prior year	35 867	–	35 867
Profit on disposal	–	(37 043)	(37 043)
Taxation: CGT	–	59 877	59 877
Taxation: deferred	–	(151 436)	(151 436)
Distributable earnings	832 131	(50 619)	781 512
Actual number of linked units in issue ('000)	2 684 295	2 684 295	2 684 295
Weighted number of linked units in issue ('000)	2 684 295	2 684 295	2 684 295
Earnings per linked unit (cents)	36.29	2.62	38.90
Headline earnings per linked unit (cents)	35.91	2.80	38.71
Distribution per linked unit (cents)	31.00	(1.89)⁸	29.11

Notes and assumptions:

1. The numbers in the “Before” column have been extracted from Redefine’s interim, unaudited published results for the six-month period ended 28 February 2011.
2. The numbers in the “Adjustments” column represent the effect of the disposal of the Arrowhead portfolio pursuant to the Arrowhead transaction on the results for the six-month period ended 28 February 2011.
3. Listed security income based on Redefine’s 16.01% holding in Arrowhead post the unbundling. Arrowhead’s distributable income has been calculated assuming debt of R800 million at a borrowing cost of 9.5% per annum and administration costs of R6 million for the six-month period.
4. Redefine’s interest saving resulting from R769.8 million of the disposal consideration being settled in cash and used to reduce long-term borrowings, net of capital gains tax payable of R59.9 million, based on an interest rate of 8.9% per annum.
5. Profit arising on the disposal of the Arrowhead portfolio to Arrowhead.
6. Capital gains tax payable by Redefine resulting from the disposal of the Arrowhead portfolio to Arrowhead.
7. Reversal of deferred tax previously raised on the Arrowhead portfolio.
8. The net dilution on distribution per unit for the six month period ended 28 February 2011.

Continuing effects

Other than the income which Redefine shall receive from its interest in Arrowhead, the transaction will not have any other continuing effects on the financial statements of Redefine.

Statement of financial position

	<i>Before Unaudited 28 February 2011 R'000</i>	<i>Adjustments relating to unbundling R'000</i>	<i>Post- implementation of unbundling R'000</i>
ASSETS			
Non-current assets	34 247 728	(1 538 497)	32 709 231
Investment property	22 531 809	(1 693 412)	20 838 397
Fair value of property portfolio for accounting purposes	21 526 646	(1 648 035)	19 878 611
Straight-line rental income accrual	750 939	(45 377)	705 562
Properties under development	254 224		254 224
Listed securities portfolio	5 086 701	154 915 ³	5 241 616
Goodwill and intangibles	4 547 565	–	4 547 565
Interest in associate and joint ventures	326 950	–	326 950
Loans receivable	1 505 900	–	1 505 900
Other financial assets	4 058	–	4 058
Guarantee fees receivable	21 563	–	21 563
Property, plant and equipment	223 182	–	223 182
Current assets	1 100 111	–	1 100 111
Properties held for trading	120 763	–	120 763
Trade and other receivables	638 440	–	638 440
Guarantee fees receivable	20 669	–	20 669
Listed security income	109 459	–	109 459
Cash and cash equivalents	210 780	–	210 780
Non-current assets held for sale	788 323	–	788 323
Total assets	36 136 162	(1 538 497)	34 597 665
EQUITY AND LIABILITIES			
Share capital and reserves	16 261 761	(502 572)	15 759 189
Share capital and premium	11 788 301	(623 518) ⁴	11 164 783
Reserves	2 727 418	120 946 ⁵	2 848 364
Non-controlling interest	1 746 042	–	1 746 042
Non-current liabilities	17 927 563	(1 035 925)	16 891 638
Debenture capital	4 831 731	(172 667) ⁶	4 659 064
Interest-bearing liabilities	10 894 911	(709 923)	10 184 988
Interest rate swaps	48 222	–	48 222
Financial guarantee contract	12 439	–	12 439
Deferred taxation	2 140 260	(153 335)	1 986 925
Current liabilities	1 946 838	–	1 946 838
Trade and other payables	685 222	–	685 222
Interest-bearing liabilities	832 129	–	832 129
Bank overdraft	–	–	–
Redefine linked unitholders for distribution	429 487	–	429 487
Total equity and liabilities	36 136 162	(1 538 497)	34 597 665
Net asset value per linked unit (excluding deferred taxation and non-controlling interest) (cents)	800.50		769.63
Net tangible asset value per linked unit (excluding deferred taxation and non-controlling interest) (cents)	631.08		600.22

Notes and assumptions:

1. The numbers in the “Before” column have been extracted from Redefine’s interim, unaudited published results for the six-month period ended 28 February 2011.
2. The numbers in the “Adjustments” column represent the effect of the disposal of the Arrowhead portfolio pursuant to the Arrowhead transaction on the financial position as at 28 February 2011.
3. Redefine’s 16.01% interest in Arrowhead post the unbundling.
4. Unbundling of Redefine’s shares in Arrowhead to Redefine shareholders, through a reduction of Redefine’s share premium.
5. Profit on the disposal of the Arrowhead portfolio based on the purchase consideration of R1.72 billion and the book value of the properties of R1.648 billion, less the capital gains tax payable of R59.9 million and reversal of deferred tax previously raised on the disposal properties of R153 million.
6. The repayment of the Arrowhead debentures by Redefine to Redefine’s debenture holders, through a reduction of Redefine’s debenture capital.
7. The cash consideration received by Redefine from the disposal of the Arrowhead portfolio used to reduce long-term borrowings, net of capital gains tax payable of R59.9 million.

Redefine Properties Limited

Pro forma financial effects of the unbundling of the Arrowhead owned properties portfolio:

These numbers have been extracted from Redefine's unaudited results for the six months ended 28 February 2011.

Scenario 2

Statement of comprehensive income

	<i>Before¹</i> Unaudited 28 February 2011 R'000	<i>Adjustments²</i> Adjustments relating to unbundling R'000	Post- implementation of unbundling R'000
Revenue			
Property portfolio	1 443 862	(100 935)	1 342 927
Contractual rental income	1 395 238	(98 504)	1 296 734
Straight-line rental income accrual	48 624	(2 431)	46 193
Listed security portfolio	148 232	–	148 232
Fee income	83 394	–	83 394
Trading income	2 803	–	2 803
Total revenue	1 678 291	(100 935)	1 577 356
Operating costs	(318 662)	22 097	(296 565)
Administration costs	(137 208)	–	(137 208)
Net operating income	1 222 421	(78 838)	1 143 583
Changes in fair values	146 415	(1 840)	144 575
Amortisation of intangibles	(48 271)	–	(48 271)
Impairment of financial assets	–	–	–
Interest in associates	(76 860)	–	(76 860)
Income from operations	1 243 705	(80 678)	1 163 027
Net interest	(356 032)	26 581 ³	(329 451)
Foreign exchange gain	79 238	–	79 238
Profit on disposal	–	10 322 ⁴	10 322
Income before debenture interest	966 911	(43 775)	923 136
Debenture interest	(832 131)	49 826	(782 305)
Profit before tax	134 780	6 051	140 831
Taxation: CGT	37 012	(47 081) ⁵	(10 069)
Taxation: deferred	–	136 101 ⁶	136 101
Profit for the period	171 792	95 071	266 863
Other comprehensive income			
Exchange differences on translating foreign operations	42 157	–	42 157
Other comprehensive income for the period, net of taxation	42 157	–	42 157
Total comprehensive income for the period	213 949	95 071	309 020
Profit for the period attributable to:			
Redefine shareholders	141 866	95 071	236 937
Non-controlling interests	29 926	–	29 926
	171 792	95 071	266 863
Total comprehensive income attributable to:			
Redefine shareholders	180 534	94 071	275 605
Non-controlling interests	33 415	–	33 415
	213 949	94 071	309 020

	<i>Before¹</i> Unaudited 28 February 2011 R'000	<i>Adjustments²</i> Adjustments relating to unbundling R'000	Post- implementation of unbundling R'000
Reconciliation of earnings, headline earnings and distributable earnings			
Profit for the period attributable to Redefine shareholders	141 866	95 071	236 937
Changes in fair values of properties (net of deferred taxation)	(10 108)	1 325	(8 783)
Changes in fair values of properties	46 885	1 840	48 725
Deferred taxation	(56 993)	(515)	(57 508)
Headline profit to shareholder	131 758	96 396	228 154
Debenture interest	832 131	(49 826)	782 305
Headline earnings attributable to Redefine linked unitholders	963 889	46 570	1 010 459
Changes in fair values of listed securities and financial instruments (net of deferred taxation)	(174 851)	–	(174 851)
Changes in fair values of listed securities and financial instruments	(193 300)	–	(193 300)
Deferred taxation	18 449	–	18 449
Amortisation of intangibles	48 271	–	48 271
Align consolidated profits with anticipated dividends	19 991	–	19 991
Straight-line rental income accrual	(48 624)	2 431	(46 193)
Foreign exchange gain	(79 238)	–	(79 238)
Fair value adjustment of associates and minorities	60 439	–	60 439
Capital costs included in administration costs	6 387	–	6 387
Pre-acquisition income on Hyprop units acquired in prior year	35 867	–	35 867
Profit on disposal		(10 322)	(10 322)
Taxation: CGT		47 081	47 081
Taxation: deferred		(135 586)	(135 586)
Distributable earnings	832 131	(49 826)	782 305
Actual number of linked units in issue ('000)	2 684 295	2 684 295	2 684 295
Weighted number of linked units in issue ('000)	2 684 295	2 684 295	2 684 295
Earnings per linked unit (cents)	36.29	1.69	37.97
Headline earnings per linked unit (cents)	35.91	1.73	37.64
Distribution per linked unit (cents)	31.00	(1.86)⁷	29.14

Notes and assumptions:

1. The numbers in the "Before" column have been extracted from Redefine's interim, unaudited published results for the six-month period ended 28 February 2011.
2. The numbers in the "Adjustments" column represent the effect of the disposal of the Arrowhead portfolio pursuant to the Arrowhead transaction on the results for the six month period ended 28 February 2011.
3. Redefine's interest saving resulting from R644.4 million of the disposal consideration being settled in cash and used to reduce long-term borrowings, net of capital gains tax payable of R47.1 million, based on an interest rate of 8.9% per annum.
4. Profit arising on the disposal of the Arrowhead portfolio to Arrowhead.
5. Capital gains tax payable by Redefine resulting from the disposal of the Arrowhead portfolio to Arrowhead.
6. Reversal of deferred tax previously raised on the Arrowhead portfolio
7. The net dilution on distribution per unit for the six month period ended 28 February 2011.

Continuing effects

Other than the income which Redefine shall receive from its interest in Arrowhead, the transaction will not have any other continuing effects on the financial statements of Redefine.

Statement of financial position

	<i>Before¹</i> Unaudited 28 February 2011 R'000	<i>Adjustments²</i> Adjustments relating to unbundling R'000	Post- implementation of unbundling R'000
ASSETS			
Non-current assets	34 247 728	(1 434 549)	32 813 179
Investment property	22 531 809	(1 434 549)	21 097 260
Fair value of property portfolio for accounting purposes	21 526 646	(1 397 002)	20 129 644
Straight-line rental income accrual	750 939	(37 547)	713 392
Properties under development	254 224		254 224
Listed securities portfolio	5 086 701	–	5 086 701
Goodwill and intangibles	4 547 565	–	4 547 565
Interest in associate and joint ventures	326 950	–	326 950
Loans receivable	1 505 900	–	1 505 900
Other financial assets	4 058	–	4 058
Guarantee fees receivable	21 563	–	21 563
Property, plant and equipment	223 182	–	223 182
Current assets	1 100 111	–	1 100 111
Properties held for trading	120 763	–	120 763
Trade and other receivables	638 440	–	638 440
Guarantee fees receivable	20 669	–	20 669
Listed security income	109 459	–	109 459
Cash and cash equivalents	210 780	–	210 780
Non-current assets held for sale	788 323	–	788 323
Total assets	36 136 162	(1 434 549)	34 701 613
EQUITY AND LIABILITIES			
Share capital and reserves	16 261 761	(528 447)	15 733 314
Share capital and premium	11 788 301	(623 518) ³	11 164 783
Reserves	2 727 418	95 071 ⁴	2 822 489
Non-controlling interest	1 746 042	–	1 746 042
Non-current liabilities	17 927 563	(906 102)	17 021 461
Debenture capital	4 831 731	(172 667) ⁵	4 659 064
Interest-bearing liabilities	10 894 911	(597 334) ⁶	10 297 577
Interest rate swaps	48 222	–	48 222
Financial guarantee contract	12 439	–	12 439
Deferred taxation	2 140 260	(136 101)	2 004 159
Current liabilities	1 946 838	–	1 946 838
Trade and other payables	685 222	–	685 222
Interest-bearing liabilities	832 129	–	832 129
Bank overdraft	–	–	–
Redefine linked unitholders for repayment	429 487	–	429 487
Total equity and liabilities	36 136 162	(1 434 549)	34 701 613
Net asset value per linked unit (excluding deferred taxation and non-controlling interest) (cents)	800.50		769.31
Net tangible asset value per linked unit (excluding deferred taxation and non-controlling interest) (cents)	631.08		599.89

Notes and assumptions:

1. The numbers in the “Before” column have been extracted from Redefine’s interim, unaudited published results for the six-month period ended 28 February 2011.
2. The numbers in the “Adjustments” column represent the effect of the disposal of the Arrowhead portfolio pursuant to the Arrowhead transaction on the financial position as at 28 February 2011.
3. Unbundling of Redefine’s shares in Arrowhead to Redefine shareholders, through a reduction of Redefine’s share premiums.
4. Profit on the disposal of the Arrowhead portfolio based on the purchase consideration of R1.44 billion and the book value of the properties of R1.4 billion, less the capital gains tax payable of R47.1 million and reversal of deferred tax previously raised on the disposal properties of R136.1 million.
5. The repayment of the Arrowhead debentures by Redefine to Redefine’s debenture holders, through a reduction of Redefine’s debenture capital.
6. The cash consideration received by Redefine from the disposal of the Arrowhead portfolio used to reduce long-term borrowings, net of capital gains tax payable of R47.1 million.

INFORMATION FOR FOREIGN LINKED UNITHOLDERS

1. REPAYMENTS TO FOREIGN LINKED UNITHOLDERS

1.1 General

The distribution of Arrowhead linked units to foreign linked unitholders, in terms of the unbundling, may be affected by the laws of such foreign linked unitholder's relevant jurisdiction. Those foreign linked unitholders should consult their professional advisors as to whether they require any governmental or other consent, or need to observe any other formalities, to enable them to take up their Arrowhead linked units.

This **Annexure 4** sets out the restrictions applicable to Redefine linked unitholders who have registered addresses outside South Africa, who are nationals, citizens or residents of countries other than South Africa, or who are persons (including, without limitation, custodians, nominees and trustees) who have a contractual or legal obligation to forward this circular to a jurisdiction outside South Africa or who hold linked units for the account or benefit of any such foreign linked unitholder.

It is the responsibility of any foreign linked unitholders (including, without limitation, nominees, agents and trustees for such persons) receiving this circular and wishing to take up their entitlement to unbundled Arrowhead linked units to satisfy themselves as to full observance of the applicable laws of any relevant territory, including obtaining any requisite governmental or other consent, observing any other requisite formalities and paying any issue, transfer or other taxes due in such territories. Foreign linked unitholders are obliged to observe the applicable legal requirements of their relevant jurisdictions.

Dispatch or receipt of this circular will not constitute an offer of unbundled Arrowhead linked units and this circular, if sent, will be sent only for purposes of providing information to Redefine linked unitholders in relation to the resolutions to be proposed at the general meeting and should not be copied or redistributed.

Persons (including, without limitation, nominees, agents and trustees) receiving a copy of this circular should not distribute or send the same to any person in, or citizen or resident of, or otherwise into any jurisdiction where to do so would or might contravene local securities laws or regulations. Any person who does distribute this circular into any such territory (whether under a contractual or legal obligation or otherwise) should draw the recipient's attention to the contents of this annexure.

1.2 Ineligible foreign linked unitholders

Certain foreign linked unitholders in certain jurisdictions outside of South Africa ("**ineligible foreign linked unitholders**") may not be entitled to receive any Arrowhead linked units that Redefine unbundles.

These ineligible foreign linked unitholders include:

- a foreign linked unitholder who is unable to participate in the unbundling due to the applicable laws of any relevant territory, it being his responsibility to advise his CSDP or broker or the transfer secretaries, as the case may be, prior to the last day to trade in order to participate in the unbundling that he is unable to participate. In such event, the unbundled shares will be sold on behalf of such foreign linked unitholders on the basis set out below;
- those foreign linked unitholders, where it appears to Redefine or its agents that to execute, effect or dispatch any repayment to those foreign linked unitholders may involve a breach of the securities laws or regulations of any jurisdiction or if Redefine believes or its agents believe that the same may violate applicable legal or regulatory requirements. In this regard, Redefine reserves the right, but shall not be obliged, not to make a repayment of the Arrowhead linked units, in terms of the unbundling, in such circumstances; and
- all Redefine linked unitholders who are resident or whose registered addresses are in the United States of America, unless such Redefine linked unitholders provide Redefine or its transfer secretaries proof, by no later than the last day to trade, satisfactory to Redefine that they are entitled to receive the Arrowhead linked units.

A mechanism will be put in place so that the Arrowhead linked units due to ineligible foreign linked unitholders will not be delivered to ineligible foreign linked unitholders in such jurisdictions personally, but rather will be retained by Redefine or delivered to a third party in South Africa nominated by Redefine, which in each case will

hold such Arrowhead linked units on behalf of the ineligible foreign linked unitholders. As soon as is reasonably practical, Redefine or the third party shall co-ordinate the disposal of the Arrowhead linked units of the ineligible foreign linked unitholders for cash in South Africa, and distribute the cash proceeds therefrom (net of applicable fees, expenses, taxes and charges) to ineligible foreign linked unitholders, in proportion to such ineligible foreign linked unitholders' entitlement to Arrowhead linked units. There can be no assurance as to what price such ineligible foreign linked unitholders will receive from the disposal of such Arrowhead linked units or the timing or exchange rate conversion of such receipt. CSDPs shall be responsible for informing the transfer secretaries of all dematerialised shares held by them on behalf of such ineligible foreign linked unitholders. The transfer secretaries will determine which foreign certificated linked unitholders are such ineligible foreign linked unitholders.

2. EXCHANGE CONTROL

The unbundled Arrowhead linked units are not freely transferable from the common monetary area and must be dealt with in terms of the exchange control regulations. The following is a summary of the exchange control regulations. It is not comprehensive and is intended as a guide only. In the event that foreign linked unitholders have any doubts in respect of their obligations in terms of the exchange control regulations, they should consult their professional advisors.

2.1 Emigrants from the common monetary area

The unbundled Arrowhead linked units received by the foreign linked unitholders who are emigrants from the common monetary area and whose registered addresses are outside the common monetary area will:

- in the case of dematerialised linked unitholders, be credited to their blocked share accounts at the CSDP controlling their blocked portfolios; or
- in the case of certificated linked unitholders whose documents of title have been restrictively endorsed under the exchange control regulations, be endorsed "Non-Resident" and will be sent to the authorised dealer in foreign exchange controlling their blocked assets.

2.2 All other non-residents of the common monetary area

The unbundled Arrowhead linked units received by the linked unitholders who are non-residents of the common monetary area and who have never resided in the common monetary area and whose registered addresses are outside the common monetary area will:

- in the case of dematerialised linked unitholders be credited to their share accounts at the CSDP controlling their portfolios; or
- in the case of a certificated linked unitholder whose documents of title have been restrictively endorsed under the exchange control regulations, be deposited with an authorised dealer in foreign exchange in South Africa nominated by such linked unitholder. It will be incumbent on the linked unitholder concerned to nominate the authorised dealer and to instruct the nominated authorised dealer as to the disposal of the relevant shares. If the information regarding the authorised dealer is not given, the relevant unbundled Arrowhead linked units will be held in trust for the linked unitholder concerned pending the receipt of the necessary information or instruction.

TAXATION CONSIDERATIONS RELATING TO THE UNBUNDLING

The summary below is a general guide and is not intended to constitute a complete analysis of the taxation consequences of the unbundling provisions in terms of South African taxation law. It is not intended to be, and it should not be considered as, legal or taxation advice. Redefine and its advisors cannot be held responsible for the taxation consequences of the unbundling and therefore linked unitholders are advised to consult their own taxation advisors in this regard.

The unbundling will be a disposal by Redefine of the Arrowhead consideration shares to the Redefine linked unitholders. The disposal will be effected utilising the tax concessions provided for in section 46 of the Income Tax Act. The Arrowhead consideration shares will constitute, immediately before the unbundling, 100% of the equity shares of Arrowhead.

The concessions provided for in section 46 are outlined below:

1. Unbundling of Arrowhead consideration shares by Redefine

The distribution of Arrowhead consideration shares by Redefine, in terms of the unbundling, will be disregarded by Redefine in determining its taxable income or assessed loss in the tax year that the unbundling takes place.

2. STC

The distribution of the Arrowhead consideration shares to Redefine linked unitholders, in terms of the unbundling, will be deemed not to be a dividend declared by Redefine or a dividend received by a linked unitholder who is a company in determining their respective STC liabilities. Consequently, no STC credits will be allowable to linked unitholders as a result of the unbundling.

3. Shares held as trading stock

A Redefine linked unitholder holding shares as trading stock will be deemed to acquire the unbundled Arrowhead consideration shares as trading stock. The combined expenditure of such shares and unbundled Arrowhead consideration shares will be the amount originally taken into account by the linked unitholder in respect of their Redefine shares, as contemplated in section 11(a), section 22(1), or section 22(2) of the Income Tax Act.

A Redefine linked unitholder must determine the portion of the combined expenditure, as above, attributable to the unbundled Arrowhead consideration shares, as follows:

$$A = B \times [C / (C + D)]$$

Where:

- A** = the expenditure of the unbundled Arrowhead consideration shares, to be determined;
- B** = the combined expenditure, as contemplated above;
- C** = the market value of the unbundled Arrowhead consideration shares received pursuant to the unbundling as at the close of the day after the unbundling date; and
- D** = the market value of the Redefine shares, in respect of which the unbundled Arrowhead consideration shares in "C" were received, as at the close of the day after the unbundling date.

Redefine will advise linked unitholders of Redefine's calculation of the result of $[C / (C + D)]$, as above, by way of an announcement to be released on SENS.

A Redefine linked unitholder must determine the portion of the combined expenditure attributable to the Redefine shares contemplated in "D" above, as follows:

$$E = B - A$$

Where:

- E** = the revised expenditure of the Redefine shares, to be determined;
- B** = the combined expenditure, as contemplated above; and
- A** = the expenditure of the unbundled Arrowhead consideration shares, as determined above.

Linked unitholders will be deemed to have acquired the unbundled Arrowhead consideration shares on the date on which the Redefine shares were originally acquired.

4. Shares held as capital assets

A linked unitholder holding shares as capital assets will be deemed to acquire the unbundled Arrowhead consideration shares as capital assets. The original expenditure incurred in respect of the consideration shares, in terms of paragraph 20 of the Eighth Schedule to the Income Tax Act, and (where applicable) the CGT valuation of the consideration shares, as contemplated in paragraph 29 of the Eighth Schedule to the Income Tax Act, will be apportioned between the unbundled Arrowhead consideration shares and the Redefine ordinary shares, as follows:

$$A = B \times [C / (C + D)]$$

Where:

- A = the deemed expenditure and, where applicable, deemed CGT valuation of the unbundled Arrowhead consideration shares, to be determined;
- B = each of the original expenditure incurred and, where applicable, CGT valuation of the Redefine ordinary shares, in respect of which the unbundled Arrowhead consideration shares in “C” were received;
- C = the market value of the unbundled Arrowhead consideration shares received pursuant to the unbundling as at the close of the day after the unbundling date; and
- D = the market value of the Redefine ordinary shares, in respect of which the Arrowhead consideration shares in “C” were received, as at the close of the day after the unbundling date.

Redefine will advise linked unitholders of Redefine’s calculation of the result of $[C / (C + D)]$, as above, by way of an announcement to be released on SENS.

A Redefine linked unitholder must determine the portion of the original expenditure incurred in respect of the Redefine ordinary shares and (where applicable) the CGT valuation of the Redefine ordinary shares attributable to the Redefine ordinary shares contemplated in “D” above, as follows:

$$E = B : A$$

Where:

- E = the revised expenditure and, where applicable, the revised CGT valuation of the Redefine ordinary shares, to be determined;
- B = each of the original expenditure incurred and, where applicable, CGT valuation of the Redefine ordinary shares, in respect of which the unbundled Arrowhead consideration shares in “C” above were received; and
- A = the deemed expenditure and, where applicable, deemed CGT valuation of the unbundled Arrowhead consideration shares, as determined above.

Linked unitholders will be deemed to have acquired the unbundled Arrowhead consideration shares on the date on which the Redefine shares were originally acquired.

5. Securities transfer tax

The registration of the unbundled Arrowhead consideration shares in the names of the linked unitholders will be exempt from the payment of any securities transfer tax.

6. Non-resident linked unitholders

Linked unitholders who are non-resident for tax purposes in South Africa are advised to consult their own professional tax advisors regarding the tax treatment of the unbundling in their respective jurisdictions, having regard to the tax laws in their jurisdiction and any applicable tax treaties between South Africa and their country of residence.

TABLE OF ENTITLEMENT

The following table sets out the number of Arrowhead “A” linked units and Arrowhead “B” linked units which a Redefine linked unitholder will receive pursuant to the unbundling and repayment, based on the unbundling ratio of 1 Arrowhead “A” linked unit and 1 Arrowhead “B” linked unit for every 31.70889 Redefine linked units held.

If a Redefine linked unitholder becomes entitled to a fraction of an Arrowhead linked unit, the relevant fraction will be rounded as follows:

- if the fraction is less than 0.5 the Redefine linked unitholder will have his entitlement to Arrowhead linked units rounded down to the nearest whole number; or
- if the fraction is equal to or greater than 0.5 the Redefine linked unitholder will have his entitlement to Arrowhead linked units rounded up to the nearest whole number.
- Redefine linked unitholders who hold 31 or less Redefine linked units on the record date to participate in the unbundling and repayment shall have their proportionate entitlement to Arrowhead linked units sold on their behalf and receive the cash proceeds thereof.

Number of Redefine linked units held	Number of Arrowhead “A” linked units and Arrowhead “B” linked units (post-rounding)	Number of Redefine linked units held	Number of Arrowhead “A” linked units and Arrowhead “B” linked units (post-rounding)
1	–	53	2
2	–	54	2
3	–	55	2
4	–	56	2
5	–	57	2
6	–	58	2
7	–	59	2
8	–	60	2
9	–	61	2
10	–	62	2
11	–	63	2
12	–	64	2
13	–	65	2
14	–	66	2
15	–	67	2
16	–	68	2
17	–	69	2
18	–	70	2
19	–	71	2
20	–	72	2
21	–	73	2
22	–	74	2
23	–	75	2
24	–	76	2
25	–	77	2
26	–	78	2
27	–	79	2
28	–	80	2
29	–	81	2
30	–	82	3
31	–	83	3
32	1	84	3
33	1	85	3
34	1	86	3
35	1	87	3
36	1	88	3
37	1	89	3
38	1	90	3
39	1	91	3
40	1	92	3
41	1	93	3
42	1	94	3
43	1	95	3
44	1	96	3
45	1	97	3
46	1	98	3
47	1	99	3
48	1	100	3
49	2	1 000	32
50	2	10 000	315
51	2	1 000 000	31 537
52	2	10 000 000	315 369

REDEFINE

P R O P E R T I E S

Redefine Properties Limited

(Incorporated in the Republic of South Africa)

(Registration number 1999/018591/06)

(Share code: RDF)

(ISIN: ZAE000143178)

(“Redefine” or “the company”)

Directors

Dines Gihwala* (*Chairman*)

Marc Wainer (*Chief Executive Officer*)

Andrew Konig (*Financial Director*)

David Rice (*Chief Operating Officer*)

Michael Flax#

Greg Heron*

Monica Khumalo*

Gerald Leissner#

Harish Mehta*

Bernard Nackan*

Diana Pertont*

* *Independent non-executive*

Non-executive

NOTICE OF GENERAL MEETING OF SHAREHOLDERS

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to what action you should take arising from the following resolutions, please consult your stockbroker, banker, attorney, accountant or other professional advisor immediately.

Where appropriate and applicable the terms defined in the circular to which this notice of general meeting is attached and forms part of bear the same meanings in this notice of general meeting, and in particular in the resolutions set out below.

Important dates to note

2011

Voting record date to receive this circular and be able to vote at the general meeting	Friday, 21 October
Expected last day to trade Redefine linked units <i>cum</i> entitlement to Arrowhead linked units to be unbundled and distributed ¹	Friday, 9 December
Expected listing date of Arrowhead on the JSE expected to be on ¹	Monday, 12 December
Expected record date for the unbundling expected to be on ¹	Thursday, 15 December

Note:

1. Subject to the registration of transfer from Redefine to Arrowhead of more than half (by market value) of the owned properties portfolio (the “listing condition”), the JSE has granted Arrowhead a listing in respect of 84 839 675 Arrowhead “A” linked units and 84 839 675 Arrowhead “B” linked units in the “Real Estate: Real Estate Holdings and Development” sector of the JSE Lists, in terms of the FTSE classification, under the abbreviated name “ArrowA”, JSE code “AWA” and ISIN code: ZAE000158101 and “ArrowB”, JSE code “AWB” and ISIN code: ZAE000158119, with effect from the commencement of business on a date to be determined by the JSE upon the JSE being reasonably satisfied that the listing condition has been fulfilled, which date is expected to be during November or December 2011 (the “listing date”). Upon the listing condition being fulfilled, Arrowhead will issue an abridged pre-listing statement and Redefine will issue a finalisation date announcement setting out, *inter alia*, the number of “A” linked units and “B” linked units in issue and to be listed, as well as the salient dates regarding the listing, the unbundling and the repayment.

Notice is hereby given that a general meeting of shareholders of Redefine (“**shareholders**”), who were recorded in the register as at Friday, 21 October 2011, will be held at 08:00 on Friday, 28 October 2011 at the offices of the company, being 2 Arnold Road, Rosebank, 2196 (the “**general meeting**”), for the purpose of considering and, if deemed fit, passing, with or without modification, the special and ordinary resolutions set out below, in the manner required by the Companies Act (Act 71 of 2008), as amended (the “**Companies Act**” or the “**Act**”):

1. SPECIAL RESOLUTION NUMBER 1: approval of directors’ remuneration for their services as directors

“To consider and if deemed fit, to pass with or without modification, the following special resolutions by way of separate resolutions:

1.1 “Resolved, as a special resolution, that payment of the portion of the non-executive directors’ fee approved at the company’s Annual General Meeting held on 31 January 2011 (ordinary resolution number 1.10) in terms of the relevant provisions applicable at that time but which have not been paid, since 1 May 2011, being the commencement date of the Act from which date such fees must be approved as a special resolution is hereby approved and authorised in terms of section 66 of the Act.”

1.2 “Resolved, as a special resolution, that the fees payable by the company to the non-executive directors for their services as directors (in terms of section 66 of the Act) for the year ending 31 August 2012 be and are hereby approved for a period of two years from the passing of this resolution or until its renewal, whichever is the earliest, as follows:

	Fee
Board Chairman	R240 000
Non-executive director	R200 000
Audit and Risk Committee Chairman	R90 000
Audit Committee member	R75 000
Remuneration and Nomination Committee member	R40 000
Investment Committee member	R40 000”

1.3 “Resolved, as a special resolution, that an annual increase not exceeding 10% of the fees payable by the company to the non-executive directors for their services as directors be and is hereby approved for a period of two years from the passing of this resolution or until its renewal, whichever is the earliest.” ”

Reasons and effects:

The reason and effect for special resolution number 1.1:

The approval of the non-executive directors’ remuneration was proposed and approved as an ordinary resolution at the company’s last Annual General Meeting on 31 January 2011 (ordinary resolution number 1.10), in terms of the relevant provisions applicable at the time. However, since the approval by the shareholders of such non-executive directors’ remuneration, the Act has come into force and effect on 1 May 2011, and in terms of section 66 thereof, such remuneration must be approved as a special resolution in terms of section 66(9) of the Act. Therefore, the company requests that a resolution be proposed and passed as a special resolution.

The reason and effect for special resolution number 1.2:

To obtain shareholder approval by way of a special resolution in accordance with section 66(9) of the Act for the payment by the company of remuneration of each of the non-executive directors of the company for each non-executive director’s services as a non-executive director for the ensuing financial year in the amounts set out under special resolution number 1.2. For purposes of comparative analysis the remuneration of each of the non-executive directors of the company for the preceding financial year 2010/2011 are set out below:

Fees for 2010/2011 financial year	Fee
Board Chairman	R200 000
Non-executive director	R165 000
Audit and Risk Committee Chairman	R70 000
Audit Committee member	R60 000
Remuneration and Nomination Committee member	R30 000

The reason and effect for special resolution number 1.3:

As the fees payable to non-executive directors are, from time to time, benchmarked to other companies with a similar market capitalisation taking into account the estimated time and the other requirements of directors, an annual increase not exceeding 10% is proposed for approval in the subsequent year.

Percentage of voting rights required for the adoption of special resolution number 1:

In order for special resolution numbers 1.1, 1.2 and 1.3 to be approved by shareholders it must be supported by at least 75% of the voting rights exercised, in person or by proxy, on the resolution.

2. SPECIAL RESOLUTION NUMBER 2: financial assistance to Arrowhead, a related or inter-related company of Redefine

To consider and if deemed fit, to pass with or without modification, the following special resolution:

“Resolved that the proposed provision by the company of a limited guarantee to The Standard Bank of South Africa Limited (the “bank”) in order to provide a *causa* for the bank to pass a first covering mortgage bond over the properties being disposed of to Arrowhead as security for Arrowhead’s indebtedness to the bank be and is hereby approved in terms of section 45 of the Act.”

Reason and effect:

The reason for and effect of special resolution number 2:

It is recorded that the company has or is in the process of disposing of a number of rental enterprise businesses to Arrowhead on the basis that the rights of use in respect of those properties may be transferred to Arrowhead prior to the transfer of the bare dominium which will be transferred as soon as possible after the transfer of the rights of use. The Standard Bank of South Africa Limited (the “bank”) have agreed to provide senior debt to Arrowhead to discharge part of the consideration payable to the company for the rental enterprise businesses but have required as a condition to that funding that, if registration of transfer of the bare dominium had not taken place within six months from the date of drawdown by Arrowhead of the facility, they be allowed to register first covering mortgage bonds over the bare dominium. As a *causa* for the first covering mortgage bond, the company is required to provide a guarantee to the bank limited to the proceeds received on execution of the covering mortgage bonds and subject to the proviso that the bank is not entitled to claim the payment of any sum of money from Redefine in terms of the guarantee. As the company will already have received the consideration for the disposal of the rights of use and is under an obligation to transfer the bare dominium the company is satisfied that the conclusion of the limited guarantee does not impose any additional financial or other obligations on it. However, given that at the time of the conclusion of the guarantee, Arrowhead will be a wholly-owned subsidiary of Redefine, the conclusion of the guarantee constitutes financial assistance to a related company (within the meaning attributed to that term in section 45 of the Act).

In terms of section 45 of the Act, the board may authorise the provision of financial assistance to a related company, provided that: (i) the board is satisfied that the terms of the financial assistance are fair and reasonable to the company and, immediately after providing the financial assistance, the company would satisfy the solvency and liquidity requirements contemplated in the Act and (ii) such financial assistance is pursuant to a special resolution passed by the shareholders of the company within the previous two years. The reason for and effect of special resolution number 2 is to obtain the requisite approval of shareholders to provide the financial assistance to Arrowhead envisaged above.

Percentage of voting rights required for the adoption of special resolution number 2:

In order for special resolution number 2 to be approved by shareholders it must be supported by at least 75% of the voting rights exercised, in person or by proxy, on the resolution.

3. SPECIAL RESOLUTION NUMBER 3: financial assistance to Arrow Creek, a related or inter-related company of a director

To consider and if deemed fit, to pass with or without modification, the following special resolution:

“Resolved that, to the extent required by the Act, the board of directors of the company may, subject to compliance with the requirements of the company’s Memorandum of Incorporation, the Act and the JSE Listings Requirements, each as presently constituted and as amended from time to time, authorise the company to provide direct or indirect financial assistance (within the meaning attributed to that term in section 45 of the Act) in terms of section 45 of the Act by way of the Arrow Creek vendor loan, as defined below, to Arrow Creek Investments 227 (Proprietary) Limited (Registration number 2011/006488/07) (“**Arrow Creek**”), a company in which Michael Naftali Flax (Identity number 6411185103085), a non-executive director of Redefine, is a director and beneficially holds 42.5% of the issued share capital. The financial assistance is required pursuant to the terms of an agreement entered into

between Redefine and Arrow Creek (dated 6 September 2011 and amended on 16 September 2011), in terms of which Redefine disposes of certain properties and interests in properties, which is to be discharged by Arrow Creek by payment in cash (against transfer of the relevant properties), a vendor loan in the amount of R100 million owing to Redefine (the “**Arrow Creek vendor loan**”) and the assumption of certain debt, the terms and conditions of which agreement are more fully set out in paragraph 9 of the circular, being the circular to which this notice is attached.”

Reason and effect:

The reason and effect for special resolution number 3:

This authority is necessary for the company to provide financial assistance to Arrow Creek, a related company of a non-executive director of Redefine, Michael Naftali Flax (identity number 6411185103085), pursuant to the terms and conditions of an agreement entered into between the company and Arrow Creek, a company in which Michael Flax, is a director and beneficially holds 42.5% of the issued share capital. Under the Act, the company requires the special resolution referred to above to be adopted, provided that the board of directors of the company be 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 Act. Therefore, the reason for, and effect of, special resolution number 2 is to permit the company to provide Financial Assistance (within the meaning attributed to that term in section 45 of the Act) to Arrow Creek as is referred to in special resolution number 3 above.

Percentage of voting rights required for the adoption of special resolution number 3:

In order for special resolution number 3 to be approved by shareholders it must be supported by at least 75% of the voting rights exercised, in person or by proxy, on the resolution.

4. SPECIAL RESOLUTION NUMBER 4: financial assistance to related or inter-related company/ies

To consider and if deemed fit, to pass with or without modification, the following special resolution:

“Resolved that, to the extent required by the Companies Act, the Board of directors of the company may, subject to compliance with the requirements of the company’s Memorandum of Incorporation, the Companies Act and the JSE Listings Requirements, each as presently constituted and as amended from time to time, authorise the company to provide direct or indirect financial assistance (within the meaning attributed to that term in section 45 of the Act) in terms of section 45 of the Companies Act by way of loans, guarantees, the provisions 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, such authority to endure until the annual general meeting of the company to be held in 2012.”

Reason and effect:

The reason and effect for special resolution number 4:

The company, when the need previously arose, had to provide loans to and guarantee loans or other obligations of subsidiaries and was not precluded from doing so in terms of its articles of association or in terms of the Companies Act, 61 of 1973, as amended. The company would like the ability to continue to provide financial assistance, if necessary, also in other circumstances, in accordance with section 45 of the Companies Act. This authority is necessary for the company to continue 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 be 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 corporations have access to financing and/or financial backing from the company (as opposed to banks), it is necessary to obtain the approval of shareholders, as set out in special resolution number 4. Therefore, the reason for, and effect of, special resolution number 4 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 entities referred to in special resolution number 4.

Percentage of voting rights required for the adoption of special resolution number 4:

In order for special resolution number 4 to be approved by shareholders it must be supported by at least 75% of the voting rights exercised, in person or by proxy, on the resolution.

5. SPECIAL RESOLUTION NUMBER 5: shareholders' meetings by electronic communication

To consider and if deemed fit, to pass with or without modification, the following special resolution:

“Resolved that, the company’s Memorandum of Incorporation be amended to include the following:

- as a new Article 1.4A: “**new Companies Act**” means the Companies Act, No. 71 of 2008, as amended, consolidated or re-enacted from time to time, and includes all schedules to such Act;”;
- as a new Article 1.2A: “**electronic communication**” has the meaning set out in section 1 of the Electronic Communications and Transactions Act, No. 25 of 2002;”;
- a new Article 11A to be included immediately after Article 11 which will read as follows:

“11A. **Members’ meetings by electronic communication**

11A.1 Subject to the provisions of the JSE Listings Requirements, the company may conduct a meeting of members entirely by electronic communication or provide for participation in a meeting by electronic communication, as set out in section 63 of the new Companies Act, and the power of the company to do so is not limited or restricted by this Memorandum of Incorporation. Accordingly:

11A.1.1 any meeting of the members may be conducted entirely by electronic communication; or

11A.1.2 one or more members, or proxies for members, may participate by electronic communication in all or part of any members meeting that is being held in person, so long as the electronic communication employed ordinarily enables all person participating in that meeting to communicate concurrently with each other and without an intermediary, and to participate reasonably effectively in the meeting.

11A.2 Any notice of any meeting of members at which it will be possible for members to participate by way of electronic communication shall inform shareholders of the ability to so participate and shall provide any necessary information to enable members or their proxies to access the available medium or means of electronic communication, provided that such access shall be at the expense of the shareholder or proxy concerned.”

Reason and effect:

The reason and effect of special resolution number 5:

The new Companies Act provides for that a company may provide for: (a) a shareholders’ meeting to be conducted entirely by electronic communication or (b) one or more shareholders, or proxies for shareholders, to participate by electronic communication in all or part of a shareholders’ meeting that is being held in person, so long as the electronic communication employed ordinarily enables all persons participating in that meeting to communicate concurrently with each other without an intermediary, and to participate reasonably effectively in the meeting. In addition the new Companies Act provides that every meeting of shareholders of a public company must be reasonably accessible within the Republic for electronic participation by shareholders in the manner contemplated in section 63(2) of the Companies Act, irrespective of whether the meeting is held in the Republic or elsewhere. Therefore, the reason for and effect of special resolution number 5 is to permit the company to enable the company to provide shareholders with reasonable access to shareholders’ meetings by way of electronic participation by shareholders as indicated thereon.

Percentage of voting rights required for the adoption of special resolution number 5:

In order for special resolution number 5 to be approved by shareholders it must be supported by at least 75% of the voting rights exercised, in person or by proxy, on the resolution.

6. SPECIAL RESOLUTION NUMBER 6: electronic communication with shareholders

To consider and if deemed fit, to pass with or without modification, the following special resolution:

“Resolved that, the company’s Memorandum of Incorporation be amended to include the following:

- as a new Article 10.6 to be included immediately after Article 10.5 to read as follows:

“10.6 Each member of the company:

10.6.1 shall notify in writing to the company an address, which address shall be his registered address for the purposes of receiving written notice from the company by post and if he has not named such an address he shall be deemed to have waived his right to be served with notices; and

10.6.2 may notify in writing to the company an email address and/or facsimile number, which address shall be his address for the purpose of receiving notices by way of electronic communication;”

- as a new Article 10.7 to be included immediately after new Article 10.6 to read as follows:

“10.7 Any reference to a notice shall be construed as a reference to a written notice, and shall include a notice which is transmitted electronically in a manner and form permitted in terms of the new Companies Act and/or the Regulations to the new Companies Act.”

Reason and effect:

The reason and effect of special resolution number 6:

The new Companies Act provides for notices to be transmitted electronically to members in a manner and form permitted in terms of the new Companies Act and the regulations to the new Companies Act and, accordingly, the amendments to the company’s Memorandum of Incorporation as set out above will enable the company to utilise electronic communication as a form of communicating with its members. Therefore the reason for and effect of special resolution number 6 is to empower the company to communicate with its members by way of electronic communication.

Percentage of voting rights required for the adoption of special resolution number 6:

In order for special resolution number 6 to be approved by shareholders it must be supported by at least 75% of the voting rights exercised, in person or by proxy, on the resolution.

7. ORDINARY RESOLUTION NUMBER 1: authorisation of the unbundling and the repayment

“Resolved that, as an ordinary resolution, that the board of directors of the company may distribute to its Redefine linked unitholders *pro rata* to their respective holdings of linked units in the company:

- in terms of section 46 of the Companies Act as an “unbundling transaction” contemplated by section 46 of the Income Tax Act, 1962 (Act 58 of 1962), as amended, all of the ordinary shares in Arrowhead Properties Limited (Registration number 2011/000308/06) (“Arrowhead”) which the company holds at the finalisation date (the “finalisation date”), as defined in the circular to the Redefine linked unitholders, dated 30 September 2011, to which this notice of general meeting is attached, a copy of which circular has been tabled at this general meeting and initialled by the Chairperson of this general meeting for purposes of identification (the “circular”); and
- as a partial repayment of the company’s debenture capital all of the A debentures and B debentures in Arrowhead which the company holds at the finalisation date,

which shares and debentures will immediately thereafter be indivisibly linked as A linked units in Arrowhead (in the case of an A debenture in Arrowhead indivisibly linked to an ordinary share in Arrowhead) and B linked units in Arrowhead (in the case of a B debenture in Arrowhead indivisibly linked to an ordinary share in Arrowhead), which will be held by the company on the finalisation date pursuant to the Disposal Agreement, as amended, defined below, upon the terms and subject to the conditions set out in the circular. For the purpose of this ordinary resolution, the Disposal Agreement means the disposal agreement entered into between the company and Arrowhead on 8 September 2011, a copy of which has been tabled at this general meeting and initialled by the Chairperson of this general meeting for purposes of identification. For the avoidance of any doubt all of the ordinary shares in Arrowhead which the company holds shall be unbundled to Redefine shareholders and will be charged against and in reduction of share premium of Redefine and all of the Arrowhead “A” debentures and Arrowhead “B” debentures which the company holds shall be distributed to Redefine debenture holders and charged against and in reduction of the debenture capital of Redefine.”

Percentage of voting rights required for the adoption of ordinary resolution number 1:

In order for the ordinary resolution to be approved by shareholders it must be supported by more than 50% of the voting rights exercised, in person or by proxy, on the resolution.

8. ORDINARY RESOLUTION NUMBER 2: unissued shares under the control of the directors

“Resolved that up to 270 000 000 of the authorised but unissued ordinary share capital be and is hereby placed under the control and authority of the directors of the company which directors are hereby authorised and empowered to allot, issue and otherwise dispose of such shares to such person or persons on such terms and conditions and at such times as the directors of the company may from time to time and in their discretion deem fit, subject to the provisions of the Companies Act, any debenture trust deed entered into by the company, the Memorandum of Incorporation of the company and the Listings Requirements of the JSE.”

Percentage of voting rights required for the adoption of ordinary resolution number 2:

In order for the ordinary resolution to be approved by shareholders it must be supported by more than 50% of the voting rights exercised, in person or by proxy, on the resolution.

9. ORDINARY RESOLUTION NUMBER 3: general authority to issue shares for cash

“Resolved that, the directors of the company be and are hereby authorised by way of a general authority, to issue shares (as part of linked units) in the capital of the company for cash, as and when they in their discretion deem fit, subject to the Companies Act, the Memorandum of Incorporation of the company, the Listings Requirements of the JSE, when applicable, and the following limitations, namely that:

- the equity securities which are the subject of the issue for cash must be of a class already in issue, or where this is not the case, must be limited to such securities or rights that are convertible into a class already in issue;
- any such issue will be made to public shareholders and not related parties, all as defined in the Listings Requirements of the JSE, unless the JSE otherwise agrees;
- the maximum number of shares (as part of linked units) that may be issued for cash in terms of this authority is 270 000 000;
- this authority shall be valid until 30 April 2012;
- a paid press announcement giving full details, including the impact on net asset value per share (as part of a linked unit), net tangible asset value per share (as part of a linked unit), earnings per share (as part of a linked unit), headline earnings per share (as part of a linked unit) and, if applicable, diluted earnings and headline earnings per share (as part of a linked unit), will be published at the time of any issue representing, on a cumulative basis within 1 (one) financial year, 5% (five percent) or more of the number of shares (as part of linked units) in issue prior to the issue; and
- in determining the price at which an issue of shares (as part of linked units) may be made in terms of this authority, the maximum discount permitted will be 10% (ten per cent) of the weighted average traded price on the JSE of those shares (as part of linked units) over the 30 (thirty) business days prior to the date that the price of the issue is determined or agreed to by the directors of the company.”

Ordinary resolution number 3 is required, under the Listings Requirements of the JSE, to be passed by achieving a 75% majority of the votes cast in favour of such resolution by all members present or represented by proxy and entitled to vote at the general meeting.

Percentage of voting rights required for the adoption of ordinary resolution number 3:

In order for the ordinary resolution to be approved by shareholders it must be supported by more than 50% of the voting rights exercised, in person or by proxy, on the resolution.

10. ORDINARY RESOLUTION 4: authority for directors or company secretary to implement resolutions

“Resolved, as an ordinary resolution, that any director of the company or the company secretary be and is hereby authorised to sign all documents and do all acts which may be required to give effect to and implement the special resolutions and ordinary resolutions as set out in the notice of general meeting in which this ordinary resolution number 4 appears.”

Percentage of voting rights required for the adoption of ordinary resolution number 4:

In order for the ordinary resolution to be approved by shareholders it must be supported by more than 50% of the voting rights exercised, in person or by proxy, on the resolution.

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

Redefine linked unitholders holding certificated linked units and Redefine linked unitholders holding linked units in dematerialised form in “own name”:

- may attend and vote at the general meeting; alternatively;
- may appoint an individual as a proxy (*blue*) (who need not also be a unitholder of the company) to attend, participate in and speak and vote in your place at the general meeting by completing the attached form of proxy (*blue*) and returning it to the registered office of the company or to the transfer secretaries, by no later than 08:00 on Wednesday, 26 October 2011. Alternatively, the form of proxy may be handed to the chairman of the general meeting at the general meeting at any time prior to the commencement of the general meeting. Please note that your proxy may delegate his/her authority to act on your behalf to another person, subject to the restrictions set out in the attached form of proxy. Please also note that the attached form of proxy must be delivered to the registered office of the company or to the transfer secretaries or handed to the chairman of the general meeting, before your proxy may exercise any of your rights as a Redefine linked unitholder of the company at the general meeting.

Please note that any Redefine linked unitholder of the company that is a company may authorise any person to act as its representative at the general meeting. Please also note that section 63(1) of the Companies Act requires that persons wishing to participate in the general meeting (including the aforementioned representative) must provide satisfactory identification before they may so participate.

Notice to owners of dematerialised linked units:

Please note that if you are the owner of dematerialised linked units held through a CSDP or broker (or their nominee) and are not registered as an “own name” dematerialised unitholder then you are not a registered Redefine linked unitholder of the company, but your CSDP or broker (or their nominee) would be.

Accordingly, in these circumstances, subject to the mandate between yourself and your CSDP or broker, as the case may be:

- if you wish to attend the general meeting you must contact your CSDP or broker, and obtain the relevant letter of representation from it; alternatively;
- if you are unable to attend the general meeting but wish to be represented at the general meeting, you must contact your CSDP or broker, and furnish it with your voting instructions in respect of the general meeting and/or request it to appoint a proxy. You must not complete the attached form of proxy. The instructions must be provided in accordance with the mandate between yourself and your CSDP or broker, within the time period required by your CSDP or broker.

CSDP’s, brokers or their nominees, as the case may be, recorded in the company’s sub-register as holders of dematerialised linked units should, when authorised in terms of their mandate or instructed to do so by the owner on behalf of whom they hold dematerialised linked units, vote by either appointing a duly authorised representative to attend and vote at the general meeting or by completing the attached form of proxy (*blue*) in accordance with the instructions thereon and returning it to the registered office of the company or to the transfer secretaries, by no later than 08:00 on Wednesday, 26 October 2011. Alternatively, the form of proxy may be handed to the chairman of the general meeting at the general meeting at any time prior to the commencement of the general meeting.

Voting at the general meeting:

In order to more effectively record the votes and give effect to the intentions of the Redefine linked unitholders, voting on all resolutions will be conducted by way of a poll.

Electronic participation in the general meeting:

The company intends to make provision for its linked unitholders, or their proxies, to participate in the general meeting by way of electronic communication. In this regard, the company intends making a dial-in facility available that will be linked to the venue at which the general meeting will take place, on the date of, and from time of commencement of, the general meeting. The dial-in facility will enable all persons to participate electronically in the general meeting in this manner and to communicate concurrently with each other without an intermediary, and to participate reasonably effectively in the general meeting.

Redefine linked unitholders wishing to participate electronically in the general meeting are required to deliver written notice to Probitry Business Services at 3rd Floor, The Mall Offices, 11 Cradock Avenue, Rosebank, 2196 (PO Box 85392, Emmarentia, 2029), South Africa (marked for the attention of Neville Toerien, Company Secretary) by no later than 08:00 on Wednesday, 26 October 2011 that they wish to participate *via* electronic communication at the general meeting (the “Electronic Notice”).

In order for the Electronic Notice to be valid it must contain: (a) if the Redefine linked unitholder is an individual, a certified copy of his/her identity document and/or passport; (b) if the Redefine linked unitholder is not an individual, a certified copy of a resolution or letter of representation by the relevant entity and a certified copy of the identity document and/or passports of the persons who passed the relevant resolution. The authority resolution must set out who from the relevant entity is authorised to represent the entity at the general meeting *via* electronic communication; (c) a valid e-mail address and/or facsimile number (the “Contract Address/Number”) and (d) if the Redefine linked unitholder wishes to vote *via* electronic communication, set out that the Redefine linked unitholders wishes to vote *via* electronic communication.

By no later than 24 (twenty-four) hours before the general meeting the company shall use its reasonable endeavours to notify a Redefine linked unitholder at its Contact Address/Number who has delivered a valid Electronic Notice of the relevant details through which the Redefine linked unitholder can participate *via* electronic communication.

Should you wish to participate in the general meeting by way of electronic communication as aforesaid, you, or your proxy, will be required to dial-in on the date of the general meeting. The dial-in facility will be linked to the venue at which the general meeting will take place on the date of, and from the time of commencement of, the general meeting. The dial-in facility will enable all persons to participate electronically in the general meeting in this manner and to communicate concurrently with each other without an intermediary, and to participate reasonably effectively in the general meeting.

By order of the board

PROBITY BUSINESS SERVICES (PROPRIETARY) LIMITED

Company secretary

30 September 2011

Registered address

Redefine Properties Limited
Redefine Place
3rd Floor
2 Arnold Road, Rosebank
Johannesburg, 2196
(PO Box 1731, Parklands, 2121)

Transfer secretaries

Computershare Investor Services (Proprietary) Limited
Ground Floor
70 Marshall Street
Johannesburg, 2001
(PO Box 61051, Marshalltown, 2107)

Redefine

PROPERTIES

Redefine Properties Limited

(Incorporated in the Republic of South Africa)

(Registration number 1999/018591/06)

(Share code: RDF)

(ISIN: ZAE000143178)

("Redefine" or "the company")

FORM OF PROXY OF SHAREHOLDERS: GENERAL MEETING

For use by the holders of the company's certificated shares ("certificated linked shareholders") and/or dematerialised shares held through a Central Securities Depository Participant ("CSDP") who have selected "own-name" registration ("own-name dematerialised linked shareholders") at the general meeting of the company to be held at 08:00 on Friday, 28 October 2011 at the offices of the company, being 2 Arnold Road, Rosebank, 2196, or at any adjournment thereof. If required, additional forms of proxy are available from the transfer secretaries of the company.

This form of proxy is not for use by holders of the company's dematerialised shares who have not selected "own-name" registration. Such Redefine shareholders must contact their CSDP or broker timeously if they wish to attend and vote at the general meeting and request that they be issued with the necessary letters of representation to do so or provide the CSDP or broker timeously with their voting instruction should they not wish to attend the general meeting in order for the CSDP or broker to vote in accordance with their instructions at the general meeting.

I/We (BLOCK LETTERS PLEASE)

of (ADDRESS)

being the holder/s of shares in the company, hereby appoint:

1. _____ or failing him/her,

2. _____ or failing him/her,

3. the chairman of the general meeting of Redefine shareholders,

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

	Number of votes		
	*For	*Against	*Abstain
1.1 SPECIAL RESOLUTION NUMBER 1.1: approval of directors' remuneration for their services as directors			
1.2 SPECIAL RESOLUTION NUMBER 1.2: approval of directors' remuneration for their services as directors			
1.3 SPECIAL RESOLUTION NUMBER 1.3: approval of directors' remuneration for their services as directors			
2. SPECIAL RESOLUTION NUMBER 2: financial assistance: Arrowhead			
3. SPECIAL RESOLUTION NUMBER 3: financial assistance: Arrow Creek			
4. SPECIAL RESOLUTION NUMBER 4: financial assistance to related or inter-related company/ies			
5. SPECIAL RESOLUTION NUMBER 5: shareholders' meetings by electronic communication			
6. SPECIAL RESOLUTION NUMBER 6: electronic communication with shareholders			
7. ORDINARY RESOLUTION NUMBER 1: Authorisation of the unbundling and the repayment			
8. ORDINARY RESOLUTION NUMBER 2: unissued shares under the control of the directors			
9. ORDINARY RESOLUTION NUMBER 3: general authority to issue shares for cash			
10. ORDINARY RESOLUTION NUMBER 4: authority for directors or company secretary to implement resolutions			

*Mark "For", "Against" or "Abstain" as required. If no options are marked the proxy will be entitled to vote as he/she thinks fit.

Unless otherwise instructed, my proxy may vote or abstain from voting as he/she thinks fit.

Signed this _____ day of _____ 2011

Signature

Assisted by me (where applicable)

(State capacity and full name)

A shareholder entitled to attend and vote at the abovementioned general meeting is entitled to appoint a proxy to attend, vote and speak in his/her stead. A proxy need not be a member of the company.

Forms of proxy must be deposited at Computershare Investor Services (Proprietary) Limited, Ground Floor, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107) so as to arrive by no later than 08:00 on Wednesday, 26 October 2011.

Please read the notes on the reverse side hereof.

Notes:

1. A Redefine shareholder may insert the name of a proxy or the names of two alternative proxies of the Redefine shareholder's choice in the space provided. The person whose name appears first on this form of proxy and who is present at the general meeting of Redefine shareholders will be entitled to act as proxy to the exclusion of those whose names follow. A Redefine shareholder may appoint more than one proxy to exercise voting rights attached to different combined units held by that shareholder, in which case the unitholder should complete a separate form of proxy for each such appointment.
2. A proxy appointed by a Redefine shareholder in terms hereof may not delegate his authority to act on behalf of the Redefine unitholder to any other person.
3. A Redefine shareholder's instructions to the proxy must be indicated by means of a tick or a cross in the appropriate box provided. 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 Redefine shareholder's votes exercisable thereat relating to the resolutions proposed in this form of proxy.
4. The forms of proxy should be lodged at Computershare Investor Services (Proprietary) Limited, Ground Floor, 70 Marshall Street, Johannesburg, 2001 or posted to PO Box 61051, Marshalltown, 2107 so as to be received by not later than 08:00 on Wednesday, 26 October 2011.
5. The completion and lodging of this form of proxy will not preclude the relevant Redefine shareholder from attending the general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so. In addition to the foregoing, a Redefine shareholder may revoke the proxy appointment by: (i) cancelling it in writing, or making a later inconsistent appointment of a proxy and (ii) 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 Redefine shareholder as at the later of the date stated in the revocation instrument, if any; or the date on which the revocation instrument was delivered in the required manner.
6. The chairman 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.
7. Any alteration to this form of proxy, other than a deletion of alternatives, must be initialled by the signatory/ies.
8. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the company.
9. Where there are joint holders of Redefine combined units:
 - 9.1 any one holder may sign this form of proxy; and
 - 9.2 the vote of the senior (for that purpose seniority will be determined by the order in which the names of shareholders appear in the register of members) who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote(s) of the other joint holder(s) of Redefine combined units.
10. This form of proxy may be used at any adjournment or postponement of the general meeting, including any postponement due to a lack of *quorum*, unless withdrawn by the Redefine shareholder.
11. The foregoing notes contain a summary of the relevant provisions of section 58 of the Companies Act, 2008, as required in terms of that section.

REDEFINE

PROPERTIES

Redefine Properties Limited

(Incorporated in the Republic of South Africa)

(Registration number 1999/018591/06)

(Share code: RDF)

(ISIN: ZAE000143178)

(“Redefine” or “the company”)

Directors:

Dines Gihwala* (*Chairman*)

Marc Wainer (*Chief Executive Officer*)

Andrew Konig (*Financial Director*)

David Rice (*Chief Operating Officer*)

Michael Flax#

Greg Heron*

Monica Khumalo*

Gerald Leissner#

Harish Mehta*

Bernard Nackan*

Diana Pertont*

* *Independent non-executive*

Non-executive

NOTICE OF GENERAL MEETING OF REDEFINE DEBENTURE HOLDERS

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to what action you should take arising from the following resolutions, please consult your stockbroker, banker, attorney, accountant or other professional advisor immediately.

Where appropriate and applicable the terms defined in the circular to which this notice of general meeting is attached and forms part of bear the same meanings in this notice of general meeting, and in particular in the resolutions set out below.

Important dates to note

2011

Voting record date to receive this circular and be able to vote at the general meeting	Friday, 21 October
Expected last day to trade Redefine linked units cum entitlement to Arrowhead linked units to be unbundled and distributed ¹	Friday, 9 December
Expected listing date of Arrowhead on the JSE expected to be on ¹	Monday, 12 December
Expected record date for the unbundling expected to be on ¹	Thursday, 15 October

Note:

1. Subject to the registration of transfer from Redefine to Arrowhead of more than half (by market value) of the owned properties portfolio (the “listing condition”), the JSE has granted Arrowhead a listing in respect of at least 84 839 675 “A” linked units and 84 839 675 “B” linked units in the “Real Estate: Real Estate Holdings and Development” sector of the JSE Lists, in terms of the FTSE classification, under the abbreviated name “ArrowA”, JSE code “AWA” and ISIN code: ZAE000158101 and “ArrowB”, JSE code “AWB” and ISIN code: ZAE000158119, with effect from the commencement of business on a date to be determined by the JSE upon the JSE being reasonably satisfied that the listing condition has been fulfilled, which date is expected to be during November or December 2011 (the “listing date”). Upon the listing condition being fulfilled, Arrowhead will issue an abridged pre-listing statement and Redefine will issue a finalisation date announcement setting out, *inter alia*, the number of “A” linked units and “B” linked units in issue and to be listed, as well as the salient dates regarding the listing, the unbundling and the repayment.

Notice is hereby given that a general meeting of debenture holders, who were recorded in the register as at Friday, 21 October 2011, will be held at 08:30 (save that if the Redefine shareholders’ meeting, notice of which is attached and forms

part of the circular, is not concluded or adjourned by 08:30, then the Redefine debenture holders' meeting will commence as soon as the Redefine shareholders' meeting is concluded or adjourned) on Friday, 28 October 2011 at the offices of the company, being 2 Arnold Road, Rosebank, 2196 (the "**general meeting**"), for the purpose of considering and, if deemed fit, passing, with or without modification, the special and ordinary debenture resolutions set out below, in the manner required by the Redefine debenture trust deed (the "**deed**"):

1. DEBENTURE SPECIAL RESOLUTION NUMBER 1: debenture holders' meetings by electronic communication

"Resolved that, subject to the requisite approval of the debenture trustee and (to the extent required by the JSE Listings Requirements) the approval of the JSE Limited, the amendments to the Redefine Debenture Trust Deed required to provide for: (a) a debenture holders' meeting to be conducted entirely by electronic communication; or (b) one or more debenture holders, or proxies for debenture holders, to participate by electronic communication in all or part of a debenture holders' meeting that is being held in person, so long as the electronic communication employed ordinarily enables all persons participating in that meeting to communicate concurrently with each other without an intermediary, and to participate reasonably effectively in the meeting, and (c) the company to communicate with its debenture holders by way of electronic communication, on the terms more fully set out in the Sixth Supplemental Debenture Trust Deed executed between the company and Webber Wentzel Inc (a copy of which will be initialled by the Chairman of the general meeting for identification) be and are hereby ratified.

Reason and effect:

The reason and effect of debenture special resolution number 1:

The new Companies Act provides that a company may provide for: (a) a shareholders' meeting to be conducted entirely by electronic communication; or (b) one or more shareholders, or proxies for shareholders, to participate by electronic communication in all or part of a shareholders' meeting that is being held in person, so long as the electronic communication employed ordinarily enables all persons participating in that meeting to communicate concurrently with each other without an intermediary, and to participate reasonably effectively in the meeting. In addition the new Companies Act provides that every meeting of shareholders of a public company must be reasonably accessible within the Republic for electronic participation by shareholders in the manner contemplated in section 63(2) of the Companies Act, irrespective of whether the meeting is held in the Republic or elsewhere. Part F of the new Companies Act also provides for notices to be transmitted electronically to members in a manner and form permitted in terms of the new Companies Act and the Regulations to the new Companies Act. For the purposes of Part F of the Companies Act, a "shareholder" also includes a debenture holder and accordingly, the reason for and effect of debenture special resolution number 1 is to enable the company to provide debenture holders with reasonable access to debenture holders' meetings by way of electronic participation by debenture holders and to enable the company to communicate with its debenture holders by way of electronic communication, to the extent not already provided.

Percentage of voting rights required for the adoption of debenture special resolution number 1:

In order for debenture special resolution number 1 to be approved by debenture holders it must be supported by at least 75% of the voting rights exercised, in person or by proxy, on the resolution.

2. DEBENTURE SPECIAL RESOLUTION NUMBER 2: authorisation of the unbundling and the repayment

"Resolved that, as a debenture special resolution, that the board of directors of the company may distribute to its linked unitholders *pro rata* to their respective holdings of linked units in the company:

- in terms of section 46 of the Companies Act as an "unbundling transaction" contemplated by section 46 of the Income Tax Act, 1962 (Act 58 of 1962), as amended, all of the ordinary shares in Arrowhead Properties Limited (Registration number 2011/000308/06) ("Arrowhead") which the company holds at the finalisation date (the "finalisation date"), as defined in the circular to the company's linked unitholders, dated 30 September 2011, to which this notice of general meeting is attached, a copy of which circular has been tabled at this general meeting and initialled by the Chairperson of this general meeting for purposes of identification (the "circular"); and
- as a partial repayment of the company's debenture capital all of the "A" debentures and "B" debentures in Arrowhead with the company holds at the finalisation date,

which shares and debentures will immediately thereafter be indivisibly linked as "A" linked units in Arrowhead (in the case of an A debenture in Arrowhead indivisibly linked to an ordinary share in Arrowhead) and "B" linked units in Arrowhead (in the case of a B debenture in Arrowhead indivisibly linked to an ordinary share in Arrowhead), which will be held by the company on the finalisation date pursuant to the Disposal Agreement, defined below, upon the terms and subject to the conditions set out in the circular. For the purpose of this ordinary resolution, the Disposal

Agreement means the disposal agreement entered into between the company and Arrowhead on 8 September 2011, a copy of which has been tabled at this general meeting and initialled by the Chairperson of this general meeting for purposes of identification. For the avoidance of any doubt all of the ordinary shares in Arrowhead which the company holds shall be unbundled to Redefine shareholders and will be charged against and in reduction of the reserves, share premium or profits or other of Redefine and the Arrowhead “A” debentures and Arrowhead “B” debentures be distributed to Redefine debenture holders and charged against and in reduction of the debenture capital of Redefine.”

Reason and effect:

The reason and effect of debenture special resolution number 2:

The reason for and effect of, debenture special resolution number 2 is to authorise the company to distribute the “A” and “B” debentures in Arrowhead (indivisibly linked to ordinary shares in Arrowhead as part of “A” linked units and “B” linked units in Arrowhead) which the company has received from Arrowhead pursuant to the terms of the Disposal Agreement to Redefine linked unitholders recorded in the Redefine register as at the unbundling record date as a partial repayment of debenture capital to those Redefine debenture holders.

Percentage of voting rights required for the adoption of debenture special resolution number 2:

In order for debenture special resolution number 2 to be approved by debenture holders it must be supported by at least 75% of the voting rights exercised, in person or by proxy, on the resolution.

3. DEBENTURE ORDINARY RESOLUTION NUMBER 1: authority for directors or company secretary to implement resolutions

“Resolved that, as an ordinary resolution, that any director of the company or the company secretary be and is hereby authorised to sign all documents and do all acts which may be required to give effect to and implement the debenture special resolutions and debenture ordinary resolutions as set out in the notice of general meeting in which this debenture ordinary resolution number 1 appears.”

Percentage of voting rights required for the adoption of debenture ordinary resolution number 1:

In order for the debenture ordinary resolution to be approved by debenture holders it must be supported by more than 50% of the voting rights exercised, in person or by proxy, on the resolution.

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

Unitholders holding certificated linked units and unitholders holding linked units in dematerialised form in “own name”:

- may attend and vote at the general meeting; alternatively
- may appoint an individual as a proxy (*white*) (who need not also be a unitholder of the company) to attend, participate in and speak and vote in your place at the general meeting by completing the attached form of proxy (*white*) and returning it to the registered office of the company or to the transfer secretaries, by no later than 08:30 on Wednesday, 26 October 2011. Alternatively, the form of proxy may be handed to the chairman of the general meeting at the general meeting at any time prior to the commencement of the general meeting. Please note that your proxy may delegate his/her authority to act on your behalf to another person, subject to the restrictions set out in the attached form of proxy. Please also note that the attached form of proxy (*white*) must be delivered to the registered office of the company or to the transfer secretaries or handed to the chairman of the general meeting, before your proxy may exercise any of your rights as a unitholder of the company at the general meeting.

Please note that any unitholder of the company that is a company may authorise any person to act as its representative at the general meeting. Please also note that section 63(1) of the Companies Act requires that persons wishing to participate in the general meeting (including the aforementioned representative) must provide satisfactory identification before they may so participate.

Notice to owners of dematerialised linked units:

Please note that if you are the owner of dematerialised linked units held through a CSDP or broker (or their nominee) and are not registered as an “own name” dematerialised unitholder then you are not a registered unitholder of the company, but your CSDP or broker (or their nominee) would be.

Accordingly, in these circumstances, subject to the mandate between yourself and your CSDP or broker as the case may be:

- if you wish to attend the general meeting you must contact your CSDP or broker, and obtain the relevant letter of representation from it; alternatively

- if you are unable to attend the general meeting but wish to be represented at the general meeting, you must contact your CSDP or broker, and furnish it with your voting instructions in respect of the general meeting and/or request it to appoint a proxy. You must **not** complete the attached form of proxy. The instructions must be provided in accordance with the mandate between yourself and your CSDP or broker, within the time period required by your CSDP or broker.

CSDP's, brokers or their nominees, as the case may be, recorded in the company's sub-register as holders of dematerialised linked units should, when authorised in terms of their mandate or instructed to do so by the owner on behalf of whom they hold dematerialised linked units, vote by either appointing a duly authorised representative to attend and vote at the general meeting or by completing the attached form of proxy (*blue*) in accordance with the instructions thereon and returning it to the registered office of the company or to the transfer secretaries, by no later than 08:30 on Wednesday, 26 October 2011. Alternatively, the form of proxy may be handed to the chairman of the general meeting at the general meeting at any time prior to the commencement of the general meeting.

Voting at the general meeting:

In order to more effectively record the votes and give effect to the intentions of the unitholders, voting on all resolutions will be conducted by way of a poll.

Electronic participation in the general meeting:

The company intends to make provision for its unitholders, or their proxies, to participate in the general meeting by way of electronic communication. In this regard, the company intends making a dial-in facility available that will be linked to the venue at which the general meeting will take place, on the date of, and from time of commencement of, the general meeting. The dial-in facility will enable all persons to participate electronically in the general meeting in this manner and to communicate concurrently with each other without an intermediary, and to participate reasonably effectively in the general meeting.

Unitholders wishing to participate electronically in the general meeting are required to deliver written notice to Probity Business Services at 3rd Floor, The Mall Offices, 11 Cradock Avenue, Rosebank, 2196 (PO Box 85392, Emmarentia, 2029), South Africa (marked for the attention of Neville Toerien, Company Secretary) by no later than 08:30 on Wednesday, 26 October 2011 that they wish to participate *via* electronic communication at the general meeting (the "Electronic Notice").

In order for the Electronic Notice to be valid it must contain: (a) if the unitholder is an individual, a certified copy of his/her identity document and/or passport; (b) if the unitholder is not an individual, a certified copy of a resolution or letter of representation by the relevant entity and a certified copy of the identity document and/or passports of the persons who passed the relevant resolution. The authority resolution must set out who from the relevant entity is authorised to represent the entity at the general meeting *via* electronic communication; (c) a valid e-mail address and/or facsimile number (the "Contract Address/Number") and (d) if the unitholder wishes to vote *via* electronic communication, set out that the unitholders wishes to vote *via* electronic communication.

By no later than 24 (twenty-four) hours before the general meeting the company shall use its reasonable endeavours to notify a unitholder at its Contact Address/Number who has delivered a valid Electronic Notice of the relevant details through which the unitholder can participate *via* electronic communication.

Should you wish to participate in the general meeting by way of electronic communication as aforesaid, you, or your proxy, will be required to dial-in on the date of the general meeting. The dial-in facility will be linked to the venue at which the general meeting will take place on the date of, and from the time of commencement of, the general meeting. The dial-in facility will enable all persons to participate electronically in the general meeting in this manner and to communicate concurrently with each other without an intermediary, and to participate reasonably effectively in the general meeting.

By order of the board

PROBITY BUSINESS SERVICES (PROPRIETARY) LIMITED

Company secretary

30 September 2011

Registered address

Redefine Properties Limited
Redefine Place
3rd Floor
2 Arnold Road, Rosebank
Johannesburg, 2196
(PO Box 1731, Parklands, 2121)

Transfer secretaries

Computershare Investor Services (Proprietary) Limited
Ground Floor
70 Marshall Street
Johannesburg, 2001
(PO Box 61051, Marshalltown, 2107)

REDEFINE

PROPERTIES

Redefine Properties Limited

(Incorporated in the Republic of South Africa)
(Registration number 1999/018591/06)
(Share code: RDF)
(ISIN: ZAE000143178)
("Redefine" or "the company")

FORM OF PROXY OF DEBENTURE HOLDERS: GENERAL MEETING

For use by the holders of the company's certificated debentures ("certificated debenture unitholders") and/or dematerialised debentures held through a Central Securities Depository Participant ("CSDP") who have selected "own-name" registration ("own-name dematerialised debenture holders") at the general meeting of the company to be held at 08:30 on Friday, 28 October 2011 at the offices of the company being 2 Arnold Road, Rosebank, 2196, or at any adjournment thereof. If required, additional forms of proxy are available from the transfer secretaries of the company.

This form of proxy is not for use by holders of the company's dematerialised debentures who have not selected "own-name" registration. Such debenture holders must contact their CSDP or broker timeously if they wish to attend and vote at the general meeting and request that they be issued with the necessary letters of representation to do so or provide the CSDP or broker timeously with their voting instruction should they not wish to attend the general meeting in order for the CSDP or broker to vote in accordance with their instructions at the general meeting.

I/We (BLOCK LETTERS PLEASE)

of (ADDRESS)

being the holder/s of debentures in the company, hereby appoint:

1. _____ or failing him/her,

2. _____ or failing him/her,

3. the chairman of the general meeting of Redefine debenture holders,

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

	Number of votes		
	*For	* Against	*Abstain
1. DEBENTURE SPECIAL RESOLUTION NUMBER 1: debenture holders' meeting by electronic communication			
2. DEBENTURE SPECIAL RESOLUTION NUMBER 2: authorisation of the unbundling and the repayment			
3. DEBENTURE ORDINARY RESOLUTION NUMBER 1: authority of directors			

*Mark "For", "Against" or "Abstain" as required. If no options are marked the proxy will be entitled to vote as he/she thinks fit.

Unless otherwise instructed, my proxy may vote or abstain from voting as he/she thinks fit.

Signed this _____ day of _____ 2011

Signature _____

Assisted by me (where applicable) _____

(State capacity and full name) _____

A debenture holder entitled to attend and vote at the abovementioned general meeting is entitled to appoint a proxy to attend, vote and speak in his/her stead. A proxy need not be a member of the company.

Forms of proxy must be deposited at Computershare Investor Services (Proprietary) Limited, Ground Floor, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107) so as to arrive by no later than 08:30 on Wednesday, 26 October 2011.

Please read the notes on the reverse side hereof.

Notes:

1. A Redefine debenture holder may insert the name of a proxy or the names of two alternative proxies of the Redefine debenture holder's choice in the space provided. The person whose name appears first on this form of proxy and who is present at the general meeting of Redefine debenture holders will be entitled to act as proxy to the exclusion of those whose names follow. A Redefine debenture holder may appoint more than one proxy to exercise voting rights attached to different combined units held by that debenture holder, in which case the unitholder should complete a separate form of proxy for each such appointment.
2. A proxy appointed by a Redefine debenture holder in terms hereof may not delegate his authority to act on behalf of the Redefine unitholder to any other person.
3. A Redefine debenture holder's instructions to the proxy must be indicated by means of a tick or a cross in the appropriate box provided. 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 Redefine debenture holder's votes exercisable thereat relating to the resolutions proposed in this form of proxy.
4. The forms of proxy should be lodged at Computershare Investor Services (Proprietary) Limited, Ground Floor, 70 Marshall Street, Johannesburg, 2001 or posted to PO Box 61051, Marshalltown, 2107 so as to be received by not later than 08:30 on Wednesday, 26 October 2011.
5. The completion and lodging of this form of proxy will not preclude the relevant Redefine debenture holder from attending the general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such Redefine debenture holder wish to do so. In addition to the foregoing, a Redefine debenture holder may revoke the proxy appointment by: (i) cancelling it in writing, or making a later inconsistent appointment of a proxy; and (ii) 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 Redefine debenture holder as at the later of the date stated in the revocation instrument, if any; or the date on which the revocation instrument was delivered in the required manner.
6. The chairman 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.
7. Any alteration to this form of proxy, other than a deletion of alternatives, must be initialled by the signatory/ies.
8. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the company.
9. Where there are joint holders of debentures:
 - 9.1 any one holder may sign the form of proxy; and
 - 9.2 the vote of the senior (for that purpose seniority will be determined by the order in which the names of debenture holders appear in the register of members) who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote(s) of the other joint holder(s) of Redefine debentures.
10. This form of proxy may be used at any adjournment or postponement of the general meeting, including any postponement due to a lack of *quorum*, unless withdrawn by the Redefine debenture holder.

