

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The definitions and interpretations commencing on page 5 of this Circular have been used throughout this Circular including this front cover.

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

ACTION REQUIRED

If you have disposed of all your Shares in Investec Property Fund, then this Circular should be handed to the purchaser of such Shares or to the broker, CSDP, banker or other agent through whom the disposal was effected.

Shareholders are referred to page 4 of this Circular, which sets out the detailed action required of them in respect of this Circular.

Investec Property Fund does not accept responsibility and will not be held liable for any failure on the part of the CSDP or broker of a Dematerialised Shareholder to notify such Shareholder of the details of this Circular.

This Circular is issued in compliance with the Listings Requirements, for the purpose of providing information in relation to Investec Property Fund and the Rights Offer.

The rights that are represented by the Form of Instruction in respect of the Letters of Allocation are valuable and may be sold on the JSE. Letters of Allocation can, however, only be traded in dematerialised form and, accordingly, all Letters of Allocation have been issued in dematerialised form.

Shareholders will have the right to apply for any excess Rights Offer Shares not taken up by other Shareholders subject to such rights being transferable upon renunciation of the Letters of Allocation, and any such excess Rights Offer Shares will be allocated equitably. In this regard, the attention of Shareholders is drawn to paragraph 3.3 of this Circular which sets out in detail the basis on which excess applications will be allocated.

The Rights Offer Shares, upon their issue, will rank, *pari passu*, with all other Shares of the same class. There are no conversion or redemption provisions relating to the Rights Offer Shares.

The allocation of Rights Offer Shares will be such that only whole numbers of Rights Offer Shares will be issued and Shareholders will be entitled to rounded numbers of Rights Offer Shares based on the conventional rounding principle (as set out in Annexure 2 to this Circular).

The Rights Offer may be affected by the laws of the relevant jurisdictions of foreign Shareholders. Such foreign Shareholders 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 Rights Offer. It is the responsibility of any foreign Shareholder to satisfy himself as to the full observation of the laws and regulatory requirements of the relevant jurisdiction in connection with the Rights Offer, including the obtaining of any governmental, exchange control or other consent or the making of any filings which may be required, the compliance with other necessary formalities, the payment of any issue, transfer or other taxes or other requisite payments due in such jurisdiction. The Rights Offer is governed by the laws of South Africa and is subject to any applicable laws and regulations, including the Exchange Control Regulations. Any foreign Shareholder who is in doubt as to his position, including without limitation, his tax status, should consult an appropriate independent professional advisor in the relevant jurisdiction without delay. In this regard, the attention of foreign Shareholders is drawn to paragraph 8 of this Circular which sets out in detail the position of foreign Shareholders.

Out of the Ordinary[®]



INVESTEC PROPERTY FUND LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 2008/011366/06)

JSE share code: IPF ISIN: ZAE000180915

CIRCULAR TO INVESTEC PROPERTY FUND SHAREHOLDERS

relating to:

- **a renounceable Rights Offer to Investec Property Fund Shareholders of a total of 171,032,683 Rights Offer Shares at a Rights Offer Issue Price of R15.00 each, in the ratio of 35.57696 Rights Offer Shares for every 100 Investec Property Fund Shares held on Friday, 4 December 2015, which Rights Offer opens on Monday, 7 December 2015. Any shortfall in the Rights Offer post the allocation of excess applications will be taken up by Zenprop/the Sellers at the Rights Offer Issue Price;**
- **the Clean Out Dividend which will be paid to Shareholders recorded in the Register on the Clean Out Dividend Record Date prior to the Rights Offer Shares being issued;**

and enclosing:

- **a Form of Instruction for Investec Property Fund Shareholders (for use by Certificated Shareholders only).**
-

Investment Bank and Sponsor

Out of the Ordinary[®]



Legal Advisor



Date of issue: 1 December 2015

This Circular is only available in English. Copies of this Circular may be obtained at the registered office of the Fund at the address set out in the "Corporate Information" section of the Circular from 1 December 2015 to 23 December 2015 or on the Fund's website www.investecpropertyfund.com from 1 December 2015.

CORPORATE INFORMATION

Directors of the Fund

S Hackner (*Chairman*)^Δ

SR Leon (*Non-executive deputy chairman*)^Δ

NP Riley (*Chief Executive Officer*)

AR Wooler (*Chief Financial Officer*)

GR Rosenthal (*Lead Independent Non-Executive Director*)[#]

LLM Giuricich^Δ

S Mahomed[#]

CM Mashaba[#]

MM Ngoasheng[#]

KL Shuenyane[#]

^Δ*Non-Executive*

[#]*Independent Non-Executive*

Fund secretary

Investec Bank Limited

c/o Fund Secretarial, Investec Limited

100 Grayston Drive

Sandown

Sandton

2196

(PO Box 785700, Sandton, 2146)

Registered office and postal address of the Fund

c/o Fund Secretarial, Investec Limited

100 Grayston Drive

Sandown

Sandton

2196

(PO Box 785700, Sandton, 2146)

Place of incorporation: South Africa

Date of incorporation: 7 May 2008

Investment Bank and Sponsor

The Corporate Finance division of Investec Bank Limited

2nd Floor

100 Grayston Drive

Sandown

Sandton

2196

(PO Box 785700, Sandton, 2146)

Transfer Secretaries

Computershare Investor Services Proprietary Limited

70 Marshall Street

Johannesburg

2001

(PO Box 61051, Marshalltown, 2107)

Attorneys

Fluxmans Inc

11 Biermann Avenue

Rosebank

Johannesburg

2196

(Private Bag X41, Saxonwold, 2132)

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IMPORTANT DATES AND TIMES

2015

Declaration date announcement in respect of the Rights Offer released on SENS	Monday, 16 November
Finalisation date announcement in respect of the Rights Offer released on SENS	Tuesday, 24 November
Declaration date announcement in respect of the Clean Out Dividend released on SENS	Tuesday, 24 November
Last day to trade in Investec Property Fund Shares in order to participate in the Rights Offer	Friday, 27 November
Listing and trading of Letters of Allocation on the JSE under JSE code: IPFN and ISIN: ZAE000210662	Monday, 30 November
Investec Property Fund Shares commence trading on the JSE ex-Rights Offer entitlement	Monday, 30 November
Rights Offer Circular and Form of Instruction distributed to Certificated Shareholders	Tuesday, 1 December
Finalisation date announcement in respect of the Clean Out Dividend released on SENS	Thursday, 3 December
Record Date for determination of Shareholders entitled to participate in the Rights Offer (Initial Record Date)	Friday, 4 December
Dematerialised Shareholders will have their accounts at their CSDP or broker automatically credited with their entitlement	Monday, 7 December
Certificated Shareholders on the Register will have their entitlement credited to their accounts held with the Transfer Secretaries	Monday, 7 December
Rights Offer opens at 09:00	Monday, 7 December
Rights Offer Circular distributed to those Dematerialised Shareholders who have elected to receive documents in hard copy	Tuesday, 8 December
Last date to trade in Investec Property Fund Shares in order to receive the Clean Out Dividend	Thursday, 10 December
Last day to trade Letters of Allocation on the JSE	Thursday, 10 December
Investec Property Fund Shares commence trading on the JSE ex Clean Out Dividend entitlement	Friday, 11 December
Rights Offer Shares listed and trading therein commences on the JSE	Friday, 11 December
Payment to be made and Form of Instruction to be lodged with the Transfer Secretaries by Certificated Shareholders by 12:00	Friday, 18 December
Rights Offer closes at 12:00	Friday, 18 December
Record Date for determination of Shareholders entitled to receive the Clean Out Dividend (Clean Out Dividend Record Date)	Friday, 18 December
Record Date for Letters of Allocation (Final Record Date)	Friday, 18 December
Clean Out Dividend paid/posted to Certificated Shareholders and accounts credited by CSDP or broker to Dematerialised Shareholders on or about	Monday, 21 December
Rights Offer Shares issued	Monday, 21 December

Dematerialised Shareholders' accounts updated and debited by CSDP or broker (in respect of payment for Rights Offer Shares)	Monday, 21 December
Certificates distributed to Certificated Shareholders (in respect of the Rights Offer Shares)	Monday, 21 December
Results of Rights Offer announced on SENS	Monday, 21 December
Refunds (if any) to Certificated Shareholders in respect of unsuccessful excess applications made	Wednesday, 23 December
Dematerialised Shareholders' accounts updated and debited by their CSDP or broker (in respect of successful excess applications)	Wednesday, 23 December
Certificates distributed to Certificated Shareholders (in respect of successful excess applications)	Wednesday, 23 December

Notes:

1. All references to dates and times are to local dates and times in South Africa.
2. Dematerialised Shareholders are required to inform their CSDP or broker of their instructions in terms of the Rights Offer in the manner and time stipulated in the agreement governing the relationship between the Shareholder and their CSDP or broker.
3. Share certificates may not be dematerialised or rematerialised between Monday, 30 November 2015 and Friday, 4 December 2015 and between Friday, 11 December 2015 and Friday, 18 December 2015, both days inclusive.
4. Dematerialised Shareholders will have their accounts at their CSDP or broker automatically credited with their rights and Certificated Shareholders will have their rights credited to their accounts held on their behalf by the Transfer Secretaries.
5. CSDPs effect payment in respect of Dematerialised Shareholders on a delivery-versus-payment method.

ACTION REQUIRED BY SHAREHOLDERS

1. DEMATERIALIZED SHAREHOLDERS

If you hold Investec Property Fund Shares in dematerialised form (including where you have elected own-name registration) you will not receive a printed Form of Instruction.

Your CSDP or broker will contact you to ascertain:

- whether you wish to follow all or some of your rights in terms of the Rights Offer and in respect of how many Rights Offer Shares;
- whether you wish to apply for excess Rights Offer Shares and for how many excess Rights Offer Shares you wish to apply;
- whether you wish your CSDP or broker to endeavour to procure the sale of your rights on the JSE on your behalf and if so, in respect of how many rights;
- whether you wish to renounce your rights and if so, how many rights you wish to renounce and the details of the renouncee; or
- whether you wish for your rights in respect of the Rights Offer to lapse.

Your CSDP or broker will credit your account with the number of rights to which you are entitled in terms of the Rights Offer.

If you do not hear from your CSDP or broker, you should contact them and furnish them with your instructions. If your CSDP or broker does not obtain instructions from you, they are obliged to act in terms of the custody agreement entered into between you and them.

2. CERTIFICATED SHAREHOLDERS

A Form of Instruction is enclosed for use by Certificated Shareholders only. The rights in respect of such form are negotiable and can be sold on the JSE.

If you hold your Investec Property Fund Shares in certificated form and you wish to subscribe for some or all of the Rights Offer Shares allocated to you, you must complete the Form of Instruction enclosed herewith in accordance with the instructions contained therein and lodge it, together with payment for the amount due in respect thereof, with the Transfer Secretaries, whose details are set out on the inside front cover of this Circular, by no later than 12:00 on Friday, 18 December 2015.

If you do not wish to subscribe for all of the Rights Offer Shares allocated to you, you may sell or renounce your rights or allow them to lapse. In such event, you must complete the relevant section of the Form of Instruction and return it to the Transfer Secretaries to be received by no later than 12:00 on Thursday, 10 December 2015, if you wish to sell your rights, and by no later than 12:00 on Friday, 18 December 2015, if you wish to renounce your rights.

If you intend to allow your rights to lapse, you need not take any action.

3. IF YOU HAVE DISPOSED OF YOUR SHARES

If you have disposed of your Investec Property Fund Shares, please forward this Circular to the purchaser of such Shares or to the broker or agent through whom the disposal was effected.

Note:

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

Investec Property Fund does not accept responsibility and will not be held liable for any failure on the part of the CSDP or broker of a Dematerialised Shareholder to notify such Shareholder of the Rights Offer.

DEFINITIONS AND INTERPRETATIONS

In this Circular and the Annexures hereto, unless a contrary intention is indicated, an expression which denotes a gender includes the other genders, a natural person includes a juristic person and *vice versa*, the singular includes the plural and *vice versa*, and the expressions set out in the first column bear the meanings assigned to them in the second column:

“Acquisition Agreement”	collectively refers to the acquisition agreement between the Fund and trustees of the Avin Lieberman Trust, trustees of the Fynbos Trust, trustees of the Gingko Trust and the Sellers, including any annexures and addendums thereto, regarding the acquisition by the Fund of the Zenprop Portfolio;
“Business Day”	any day other than a Saturday, Sunday or official public holiday in South Africa;
“Certificated Shares”	Shares which are evidenced by physical Documents of Title which have not yet been surrendered for Dematerialisation in terms of Strate;
“Certificated Shareholders”	holders of Certificated Shares;
“Circular”	this document including all annexures, and the Form of Instruction;
“Clean Out Dividend”	the dividend declared by the Fund in respect of the period from 1 October 2015 to the Clean Out Dividend Record Date;
“Clean Out Dividend Record Date”	the record date for determining the persons to whom the Clean Out Dividend will be paid, being Friday, 18 December 2015;
“Clean Price”	the traded price of an Investec Property Fund Share, or Investec Australia Property Fund share, as the case may be, excluding the accrued distribution per share for the applicable distribution period/s;
“Common Monetary Area”	collectively, South Africa, the Republic of Namibia and the Kingdoms of Lesotho and Swaziland;
“CSDP”	a Central Securities Depository Participant appointed by a shareholder for purposes of, and in regard to, Dematerialisation and to hold and administer securities or an interest in securities on behalf of a shareholder;
“Dematerialisation”	the process whereby certificated shares are converted to an electronic form as uncertificated shares and recorded in the Sub-Register of shares maintained by a CSDP;
“Dematerialised Shareholders”	holders of Dematerialised Shares;
“Dematerialised Shares”	Shares which have been incorporated into the Strate system, title to which is no longer represented by physical Documents of Title;
“Directors” or “the Board”	the board of directors of Investec Property Fund as set out on page 8 of the Circular;
“Documents of Title”	share certificates and/or certified transfer deeds and/or balance receipts or any other documents of title in respect of Shares;
“EFT”	electronic funds transfer;
“Emigrant”	an emigrant from South Africa whose address is outside the Common Monetary Area;
“Exchange Control Regulations”	the Exchange Control Regulations of South Africa issued under the Currency and Exchanges Act (Act 9 of 1933), as amended;
“Final Record Date”	the record date for determining the persons to whom the Rights Offer Shares will be issued, being Friday, 18 December 2015;

“Form of Instruction”	the form of instruction in respect of the Letter of Allocation reflecting the entitlement of Certificated Shareholders to subscribe for Rights Offer Shares and on which Certificated Shareholders should indicate whether they wish to take up, sell or renounce all or some of their rights, which form is enclosed with this Circular;
“Griffin Acquisition”	the acquisition by Investec Property Fund of a portfolio of properties from Griffin Holdings Proprietary Limited as announced on SENS on 5 June 2015;
“Group”	Investec Property Fund and its subsidiaries;
“Initial Record Date”	the record date for determining the Shareholders entitled to participate in the Rights Offer, being Friday, 4 December 2015;
“IAPF Consideration Shares”	IAPF shares to the value of R0.2 billion to be transferred to the Sellers at a Clean Price of R11.58 (ex dividend) in part settlement of the purchase consideration in terms of the Proposed Acquisition;
“Investec Australia Property Fund” or “IAPF”	Investec Australia Property Fund Limited (ARSN 162 067 736), duly registered as a managed investment scheme that has been registered by the Australian Securities and Investments Commission as a managed investment scheme under chapter 5C of the Corporations Act and is also recognised as a foreign Collective Investment Scheme and authorised to solicit investments in IAPF from members of the public in South Africa in terms of Section 65 of the Collective Investment Schemes Control Act, 45 of 2002, as amended;
“Investec Property Fund” or “the Fund”	Investec Property Fund Limited (Registration number 2008/011366/06), a public company duly registered and incorporated in accordance with the company laws of South Africa, which is listed on the JSE as a Real Estate Investment Trust;
“IPF Consideration Shares”	Shares to the value of R0.8 billion to be issued to the Sellers at a Clean Price of R16.51 (ex dividend) in part settlement of the purchase consideration in terms of the Proposed Acquisition;
“JSE”	the JSE Limited (Registration number 2005/022939/06), a public company duly incorporated in accordance with the laws of South Africa and licensed as an exchange under the Financial Markets Act (Act No. 19 of 2012);
“Last Practicable Date”	the last practicable date prior to finalisation of this Circular, being Friday, 13 November 2015;
“Letters of Allocation”	renounceable nil paid letters of allocation to be issued to Shareholders in electronic form, conferring the right to subscribe and pay for a <i>pro rata</i> portion of the allotment of Rights Offer Shares and which are also referred to in this Circular, in respect of holders of Certificated Shares, as the Form of Instruction;
“Listings Requirements”	the JSE Listings Requirements, as amended from time to time;
“Proposed Acquisition”	the acquisition by the Fund of the properties and letting enterprises comprising the Zenprop Portfolio, as detailed in the Transaction Circular;
“Qualifying Shareholder”	a registered Shareholder recorded in the register at 17:00 on the Initial Record Date;
“Rand” or “R”	the South African Rand, the lawful currency of South Africa;
“Register”	the Register of Shareholders maintained by the Transfer Secretaries, including the Sub-Register;
“Rights Offer”	the renounceable rights offer by Investec Property Fund to Shareholders to subscribe for 35.57696 Rights Offer Shares for every 100 Shares held by them on the Initial Record Date at the Rights Offer Issue Price of R15.00 per Share;
“Rights Offer Issue Price”	the issue price of R15.00 per Rights Offer Share, ex the entitlement to any dividends prior to the Rights Offer Share issue date, issued pursuant to the Rights Offer;

“Rights Offer Shares”	the 171,032,683 Investec Property Fund Shares to be issued pursuant to the Rights Offer;
“Securities Transfer Tax”	Securities Transfer Tax in terms of the Securities Transfer Tax Act, 2007 (Act No. 25 of 2007);
“Sellers”	collectively, the trustees of the Erf 3144 Umhlanga Rocks Property Trust, Newcastle Property Trust, Truzen 102 Trust, Truzen 12 Trust, Truzen 20 Trust, Truzen 26 Trust, Truzen 28 Trust, Truzen 34 Trust, Truzen 56 Trust, Truzen 59 Trust, Truzen 62 Trust, Zevenwacht Village Centre Property Trust, Zenprop and the shareholders of Double Flash Investments 51 Proprietary Limited and Friedshel 113 Proprietary Limited (as fully described in the Transaction Circular);
“SENS”	the Stock Exchange News Service, being the news service operated by the JSE;
“Share Consideration”	R1 billion of the purchase consideration to be settled through the issue of the IPF Consideration Shares and the transfer of the IAPF Consideration Shares;
“Shareholders”	the holders of Shares listed on the JSE;
“Shares”	ordinary shares of no par value in the share capital of Investec Property Fund;
“South Africa”	the Republic of South Africa;
“Strate”	Strate Proprietary Limited (Registration number 1998/022242/07), a private 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 on the JSE;
“Sub-Register”	the list of shareholders maintained by a CSDP and forming part of the Register;
“Transaction Circular”	the circular to Shareholders posted on 11 September 2015 regarding the Proposed Acquisition and incorporating revised listing particulars of the Fund;
“Transfer Secretaries”	Computershare Investor Services Proprietary Limited (Registration number 2004/003647/07), a private company duly incorporated under the laws of South Africa;
“U.S.”	the United States of America;
“VAT”	value added taxation, in terms of the Value Added Tax Act (Act 89 of 1991), as amended;
“VWAP”	volume weighted average price;
“WALE”	weighted average lease expiry;
“Zenprop”	Zenprop Property Holdings Proprietary Limited (Registration number 1998/004157/07), a private company incorporated in accordance with the company laws of South Africa; and
“Zenprop Portfolio”	collectively the 26 properties and letting enterprises acquired by Investec Property Fund in terms of the Acquisition Agreement from the Sellers, as described in the Transaction Circular.

Out of the Ordinary®



Property Fund Limited

INVESTEC PROPERTY FUND LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 2008/011366/06)

JSE share code: IPF ISIN: ZAE000180915

Directors

S Hackner (*Chairman*)^Δ

SR Leon (*Non-executive deputy chairman*)^Δ

NP Riley (*Chief Executive Officer*)

AR Wooler (*Chief Financial Officer*)

GR Rosenthal (*Lead Independent Non-Executive Director*)[#]

LLM Giuricich^Δ

S Mahomed[#]

CM Mashaba[#]

MM Ngoasheng[#]

KL Shuenyane[#]

^ΔNon-Executive

[#]Independent Non-Executive

CIRCULAR TO INVESTEC PROPERTY FUND SHAREHOLDERS

1. INTRODUCTION

On 11 August 2015, Investec Property Fund announced the Proposed Acquisition in terms of which the Fund agreed to acquire the Zenprop Portfolio, a portfolio of 26 quality, income-producing properties, from the Sellers for an aggregate purchase consideration of R7.06 billion. All of the conditions precedent to the Proposed Acquisition have been fulfilled, and Investec Property Fund will undertake the Rights Offer on the basis set out in this Circular in order to fund part of the purchase consideration in respect of the Proposed Acquisition.

In terms of the Rights Offer, Qualifying Shareholders recorded in the Register at the close of trade on the Initial Record Date will receive rights in the form of Letters of Allocation to subscribe for 171,032,683 Rights Offer Shares at R15.00 per Rights Offer Share on the basis of 35.57696 Investec Property Fund Shares for every 100 Investec Property Fund Shares held.

Shareholders are invited to apply for excess applications and should these be available, they will be allocated to applicants in an equitable manner by the Directors in accordance with the provisions of paragraph 5.33 of the Listings Requirements.

The Board has elected to declare the Clean Out Dividend so that all Shareholders receive their entitlement to accrued dividends up to the Final Record Date regardless of whether they elect to participate in the Rights Offer. The purpose of this Circular is to advise Shareholders of the terms and conditions of the Rights Offer and of the details of the Clean Out Dividend and provide Shareholders with instructions on participating in the Rights Offer.

2. THE PROPOSED ACQUISITION

2.1 Overview

Shareholders are referred to the announcement released by Investec Property Fund on SENS on 11 August 2015 and the circular to Investec Property Fund Shareholders dated 11 September 2015 regarding the agreement entered into with the Sellers for the acquisition of the Zenprop Portfolio for an aggregate acquisition value of R7.06 billion at a blended yield of 7.5%.

2.2 Rationale

The proceeds of the Rights Offer will be utilised to fund a portion of the purchase consideration and transaction costs of the Proposed Acquisition.

The Proposed Acquisition presents an opportunity for the Fund to acquire an iconic property portfolio that is unique in terms of location, quality and scale, underpinned by high quality tenants with strong lease covenants.

The Proposed Acquisition is consistent with the Fund's growth and investment strategy of building a quality portfolio that optimises capital and income returns over the medium to long-term for Shareholders.

The majority of office and industrial properties are single-tenanted with triple net leases, and have long expiry profiles, which will complement and augment the Fund's existing expiry profile. All of the above will add to the quality, defensiveness and income predictability of the Fund.

The portfolio has contractual above-inflation escalations of 7.6%, a 4.9-year WALE, and minimal vacancies (0.5% after taking into account the rental guarantees described in the Transaction Circular).

The Proposed Acquisition adds significant scale and diversity to the Fund's existing portfolio, resulting in an increase in asset base from approximately R9.5 billion (post the Griffin Acquisition) to R16.4 billion, and introduces a high quality portfolio of income producing properties into the Fund's asset base that further enhances the real estate fundamentals of the Fund's existing portfolio. Although dilutive to the Fund's growth in the short term, the inclusion of the Zenprop Portfolio enhances the quality of the Fund's existing portfolio and is expected to result in enhanced returns over the medium to long term.

Shareholders are referred to the SENS announcement released on 11 August 2015 and the Transaction Circular for further information on Investec Property Fund's strategy and rationale for the Proposed Acquisition.

2.3 Proposed Acquisition funding

The purchase consideration amounts to R7.06 billion which will be settled as follows:

- R0.80 billion will be settled through the issue of 48,455,482 IPF Consideration Shares to the Sellers or nominated beneficiaries of the Sellers at a Clean Price of R16.51 per Share (ex dividend), being the clean 30 day VWAP of Investec Property Fund Shares up to and including 6 August 2015;
- R0.20 billion will be settled through the transfer to Zenprop of 17,271,157 Investec Australia Property Fund shares owned by the Fund at a Clean Price of R11.58 (ex dividend) per IAPF share calculated with reference to the 30-day VWAP of IAPF shares as at 6 August 2015; and
- the remaining R6.06 billion, together with transaction costs of 1%, will be settled in cash, and will be funded through a combination of debt and equity:

- Debt:

The Fund has raised gearing on the Zenprop Portfolio of approximately 50% of the Purchase Consideration which equates to R3.57 billion.

Legal agreements have been signed with a syndicate of banks and irrevocable undertakings received from debt capital markets investors. The combined R3.57 billion funding package will have a weighted average credit margin of 1.75% and weighted average tenor of 5.4 years. Following the Proposed Acquisition, the Fund will have a loan to value of approximately 35%.

- Equity

The Fund intends to undertake the fully committed Rights Offer of approximately R2.57 billion to part fund the Proposed Acquisition at a Rights Offer Issue Price of R15.00

As detailed in paragraph 15 below, Shareholders representing approximately 65.6% of the Fund's Shareholders have committed or indicated support to follow their rights in the Rights Offer in terms of irrevocable undertakings or letters of support.

If the Rights Offer is not fully subscribed, any shortfall will be taken up by the Sellers at the Rights Offer Issue Price of R15.00 per share, as agreed in the Acquisition Agreement.

2.4 Lock up in relation to the IPF Consideration Shares

The Sellers have agreed not to sell any of the IPF Consideration Shares and IAPF Consideration Shares for a period of 12 months from the date of transfer of the Zenprop Portfolio ("Lock-in-Period"). After this 12-month period, the Sellers are entitled to sell one-twelfth of the IPF Consideration Shares and IAPF Consideration Shares subject to an agreed minimum holding which is ceded and pledged to the Fund as security for possible obligations of the Sellers in terms of the Transaction Agreement.

Should the Sellers wish to sell more than R10 million worth of Shares or IAPF shares in a particular month after the Lock-in-Period, the Sellers are obliged to contact the Fund in order to jointly co-ordinate the sale in an orderly manner to avoid any adverse impact on the Fund's or IAPF's share price.

3. PARTICULARS OF THE RIGHTS OFFER

3.1 Terms of the Rights Offer

Investec Property Fund is seeking to raise R2.57 billion through an offer of 171,032,683 Rights Offer Shares.

In terms of the Rights Offer:

- Shareholders will be offered the right to 35.57696 Rights Offer Shares for every 100 Shares held by them on the Initial Record Date. These rights will take the form of Letters of Allocation which will be issued to Shareholders recorded in the Register at the close of trade on the Initial Record Date;
- Shareholders who hold Letters of Allocation can elect, in whole or in part, to:
 - sell their Letters of Allocation;
 - renounce their Letters of Allocation;
 - allow their Letters of Allocation to lapse; or
 - take up their *pro rata* share of the Rights Offer Shares at the Rights Offer Issue Price of R15.00 per Rights Offer Share based on their holding of Letters of Allocation on the Final Record Date, being Friday, 18 December 2015;
- Shareholders may apply for excess Rights Offer Shares not taken up by other Shareholders on the basis described in paragraph 3.3.

3.2 Entitlement

Investec Property Fund Shareholders will receive the right to subscribe for 35.57696 Rights Offer Shares for every 100 Shares held on the Initial Record Date (being Friday, 4 December 2015).

Investec Property Fund Shareholders who hold less than 100 Shares or who do not hold a multiple of 100 Shares, will be entitled, in respect of such holdings, to participate in the Rights Offer in accordance with the entitlement set out in Annexure 2.

The allocation of Rights Offer Shares will be such that Shareholders will not be allocated a fraction of a Rights Offer Share and as such any entitlement to receive a fraction of a Rights Offer Share which:

- is less than one-half of a Rights Offer Share, will be rounded down to the nearest whole number; and
- is equal to or greater than one-half of a Rights Offer Share but less than a whole Rights Offer Share, will be rounded up to the nearest whole number.

Certificated Shareholders will have their rights credited to their accounts held with the Transfer Secretaries on their behalf. The enclosed Form of Instruction reflects the number of Rights Offer Shares for which the Certificated Shareholder is entitled to subscribe. The procedure to be followed by Certificated Shareholders for the acceptance, sale or renunciation of their rights is reflected on the Form of Instruction.

Dematerialised Shareholders will have their rights to subscribe for Rights Offer Shares credited in electronic form to their account held by their appointed CSDP or broker. The CSDP or broker will advise Dematerialised Shareholders of the procedure to be followed and the timing for the acceptance, sale, renunciation or lapsing of such rights.

The Letters of Allocation to which the Form of Instruction relates are negotiable and can be traded on the JSE.

3.3 Excess applications

Shareholders will have the right to apply for any excess Rights Offer Shares not taken up by other Shareholders subject to such rights being transferable upon renunciation of the Letters of Allocation, and any such excess Shares will be allocated equitably, taking cognisance of the number of Shares and rights held by the Shareholder

just prior to such allocation, including those taken up as a result of the Rights Offer, and the number of excess rights applied for by such Shareholder.

Certificated Shareholders who wish to apply for Rights Offer Shares in addition to those allocated to them in terms of the Rights Offer, may do so by indicating the number of additional Rights Offer Shares that they wish to subscribe for in Blocks (7) and (8) on the Form of Instruction and by enclosing payment, in accordance with paragraph 4.1.4 of this Circular, for such additional Rights Offer Shares with their subscription. The completed Form of Instruction, together with payment, should be lodged with the Transfer Secretaries at the addresses set out in the "Corporate Information" section of this Circular, so as to be received by the Transfer Secretaries by no later than 12:00 on Friday, 18 December 2015.

Dematerialised Shareholders who wish to apply for Rights Offer Shares in addition to those allocated to them in terms of the Rights Offer, should advise their CSDP or broker in terms of the agreement entered into between them and their CSDP or broker, as to the number of additional Rights Offer Shares for which they wish to apply and ensure that they have sufficient funds in their account.

An announcement will be published on SENS on Monday, 21 December 2015 stating the results of the Rights Offer and the basis of allocation of any excess applications.

Cheques refunding monies in respect of unsuccessful applications for additional Rights Offer Shares by Certificated Shareholders will be posted to the relevant applicants, at their risk, on or about Wednesday, 23 December 2015. No interest will be paid on monies received in respect of unsuccessful applications.

3.4 **Commitments and minimum subscription**

If the Rights Offer is not fully subscribed, any shortfall post the allocation of excess applications by Shareholders per paragraph 3.3 above, will be taken up by Zenprop at the ex-dividend Rights Offer Issue Price of R15.00 per Share, as agreed in the Acquisition Agreement.

The Rights Offer is not conditional on a minimum subscription and is not underwritten.

4. **PROCEDURE FOR ACCEPTANCE, RENUNCIATION AND SALE OF RIGHTS**

4.1 **Certificated Shares**

4.1.1 **Acceptance**

Full details of the procedure for acceptance of the Rights Offer by Certificated Shareholders are contained in the Form of Instruction enclosed with this Circular. It should be noted that:

- acceptances are irrevocable and may not be withdrawn;
- acceptances may be made only by means of the enclosed Form of Instruction;
- any instruction to sell or renounce all or part of the rights may only be made by means of the Form of Instruction;
- the properly completed Form of Instruction together with proof of EFT payment or banker's draft (in the case of foreign Shareholders) in Rand in payment of the aggregate Rights Offer Issue Price payable for the relevant Rights Offer Shares must be received by the Transfer Secretaries by no later than 12:00 on Friday, 18 December 2015. All acceptances of the Rights Offer sent by post by the beneficial holders will be accepted provided the envelope is received by no later than 12:00 on Friday, 18 December 2015;
- the Form of Instruction to take up the rights in question will be regarded as complete only when proof of EFT payment or banker's draft (in the case of foreign Shareholders) has been cleared for payment;
- such payment will constitute an irrevocable acceptance of the Rights Offer upon the terms and conditions set out in this Circular and in the Form of Instruction once the cheque or banker's draft has been cleared for payment;
- the Transfer Secretaries should be contacted on +27 11 370 5000 during business hours from 08:00 to 16:30 in order to obtain the necessary banking details; and
- if any Form of Instruction is not received as set out above, the Rights Offer will be deemed to have been declined and the right to subscribe for the Rights Offer Shares in terms of the Form of Instruction will lapse regardless of who holds it.

4.1.2 **Renunciation or sale of rights**

Investec Property Fund has issued all Letters of Allocation in dematerialised form and the electronic record for Certificated Shares is being maintained by the Transfer Secretaries. This has made it possible for Certificated Shareholders to enjoy the same rights and opportunities as Dematerialised Shareholders.

Certificated Shareholders not wishing to subscribe for all or some of the Rights Offer Shares allocated to them as reflected in the Form of Instruction, may sell or renounce all or some of their rights or allow them to lapse.

Certificated Shareholders who wish to sell all or some of the Rights Offer Shares allocated to them as reflected in the Form of Instruction, must complete the relevant section of the Form of Instruction and return it to the Transfer Secretaries in accordance with the instructions contained therein, to be received by no later than 12:00 on Thursday, 10 December 2015.

The Transfer Secretaries will endeavour to procure the sale of the rights on the JSE on behalf of such Certificated Shareholders and will remit the proceeds in accordance with the payment instructions reflected in the Form of Instruction, net of brokerage charges and associated expenses. Neither the Transfer Secretaries nor the Fund nor any broker appointed by it will have any obligation or be responsible for any loss or damage whatsoever in relation to or arising out of the timing of such sales, the price obtained or any failure to sell such rights. References in this paragraph to a Certificated Shareholder include references to the person or persons executing the Form of Instruction and any person or persons on whose behalf such person or persons executing the Form of Instruction is/are acting. In the event of more than one person executing the Form of Instruction, the provisions of this paragraph shall apply to them, jointly and severally.

Certificated Shareholders who do not wish to sell all or some of the rights to the Rights Offer Shares allocated to them as reflected in the Form of Instruction, and who do not wish to subscribe for Rights Offer Shares offered in terms of the Form of Instruction, but who wish to renounce their rights, must complete the relevant section of the Form of Instruction and return it to the Transfer Secretaries in accordance with the instructions contained therein to be received by no later than 12:00 on Friday, 18 December 2015.

Certificated Shareholders who wish to subscribe for only a portion of the Rights Offer Shares allocated to them must indicate the number of Rights Offer Shares for which they wish to subscribe on the Form of Instruction.

If by 12:00 on Friday, 18 December 2015, Certificated Shareholders do nothing in response to this Rights Offer, their rights will lapse.

4.1.3 **Payment**

The amount due on acceptance of the Rights Offer is payable in Rand.

4.1.4 **Payment terms**

A duly completed Form of Instruction, together with proof of EFT payment, must be lodged by Certificated Shareholders and/or their renounees by no later than 12:00 on Friday, 18 December 2015 in accordance with the instructions contained in the Form of Instruction and clearly marked "**Investec Property Fund – Rights Offer**":

by hand to:

Computershare Investor Services Proprietary Limited
Ground floor
70 Marshall Street,
Johannesburg
2001

or sent by post, at the risk of the Shareholder concerned to:

Computershare Investor Services Proprietary Limited
PO Box 61763
Marshalltown
2107

Forms of Instruction which are not posted must be faxed to +27 11 688 5210 or emailed to corporate.events@computershare.co.za. The Transfer Secretaries will not be responsible for any loss and/or damage whatsoever in relation to or arising from the late or non-receipt of faxed or emailed election

forms or owing to Forms of Instruction being forwarded to any other facsimile or email address other than those provided above. Forms of Instruction shall be deemed to be received on the date reflected in the Transfer Secretaries' electronic or facsimile systems. Notwithstanding anything to the contrary, it is the Shareholder's responsibility to ensure that their Form of Instruction is received by the Transfer Secretaries.

The Transfer Secretaries should be contacted on +27 11 370 5000 during business hours from 08:00 to 16:30 in order to obtain the necessary banking details for the purposes of making EFT payments.

The above is in respect of the subscription for Rights Offer Shares only.

All bankers' drafts received (in the case of foreign Shareholders) by the Transfer Secretaries will be deposited immediately for payment. In the event that any banker's draft (in the case of foreign Shareholders) is dishonoured, Investec Property Fund, in its sole discretion, may treat the relevant acceptance as void or may tender delivery of the relevant Rights Offer Shares to which it relates against payment in cash of the aggregate Rights Offer Issue Price for such Rights Offer Shares. Money received in respect of an application which is rejected or otherwise treated as void by Investec Property Fund, or which is otherwise not validly received in accordance with the terms stipulated in this paragraph, will be refunded (without interest) by way of an EFT in Rand to the applicant concerned on or about Wednesday, 23 December 2015. If Investec Property Fund is not able to effect the refund by EFT for any reason whatsoever, then the relevant refund will be held by Investec Property Fund until collected by the applicant. No interest in respect of such refund will be paid by Investec Property Fund.

4.1.5 **Investec Property Fund Share certificates**

Certificates in respect of Rights Offer Shares will be distributed by registered post by the Transfer Secretaries, at the risk of the Certificated Shareholders concerned, on or about Monday, 21 December 2015. As Investec Property Fund uses the certified transfer deeds and other temporary Documents of Title procedure approved by the JSE, only "block" certificates will be issued in respect of Rights Offer Shares.

4.1.6 **Transaction costs**

Certificated Shareholders wishing to sell all or some of their rights will be liable to pay a cost of R154.48 (all inclusive of VAT) for trades of less than or equal to R40 000 and R154.48 (all inclusive of VAT) plus 0.35% of the value of trades for amounts equal to or greater than R40 000.

4.2 **Dematerialised Shares**

4.2.1 **Acceptance, renunciation or sale of rights**

The CSDP or broker appointed by Dematerialised Shareholders is obliged to contact such Shareholders to ascertain:

- whether such Dematerialised Shareholders wish to follow their rights in terms of the Rights Offer or renounce their rights and in respect of how many Rights Offer Shares; or
- whether such Dematerialised shareholders wish to apply for excess Rights Offer Shares and if so, how many excess Rights Offer Shares they wish to apply for;
- if such Dematerialised Shareholders do not wish to follow all or any of their rights, whether they wish to sell their rights and how many of their rights they wish to sell.

If you are not contacted by your CSDP or broker, you should contact your CSDP or broker and furnish them with your instruction. Should a CSDP or broker not obtain instructions from a Dematerialised Shareholder, they are obliged to act in terms of the mandate granted to them by such Dematerialised Shareholder, or if the mandate is silent in this regard, they are obliged not to accept the rights on behalf of such Shareholder.

4.2.2 **Payment**

Your CSDP or broker will effect payment directly on your behalf, in Rand, on Monday, 21 December 2015 on a delivery-versus-payment basis.

4.2.3 **Rights Offer Shares**

Dematerialised Shareholders will have their accounts credited with the Rights Offer Shares subscribed for in terms of the Rights Offer, on Monday, 21 December 2015.

5. **STATEMENT AS TO LISTING ON STOCK EXCHANGE**

The JSE has granted listings for the Letters of Allocation and the Rights Offer Shares as follows:

- Letters of Allocation in respect of 171,032,683 Rights Offer Shares will be listed from the commencement of business on Monday, 30 November 2015 to the close of business on Thursday, 10 December 2015, both days inclusive, under the JSE code: IPFN and ISIN: ZAE000210662; and
- 171,032,683 Rights Offer Shares will be listed with effect from the commencement of business on Friday, 11 December 2015.

6. **SOUTH AFRICAN LAW**

All transactions arising from the provisions of this Circular and the Form of Instruction shall be governed by and be subject to the laws of South Africa.

7. **EXCHANGE CONTROL REGULATIONS**

The following summary is intended only as a guide and is therefore not a comprehensive statement of the Exchange Control Regulations. Shareholders who are in any doubt as to the appropriate course of action to take should consult their professional advisors.

The Rights Offer Shares to be issued pursuant to the Rights Offer are not freely transferable from South Africa and must be dealt with in terms of South African Exchange Control Regulations.

Shareholders who are not resident in the Common Monetary Area should obtain advice as to whether any governmental and/or other legal consent is required and/or whether any other formality must be observed to follow their rights in terms of the Rights Offer.

7.1 **Non-residents of the Common Monetary Area**

In terms of the Exchange Control Regulations, non-residents, excluding former residents, of the Common Monetary Area will be allowed to:

- take up rights allocated to them in terms of the Rights Offer;
- purchase rights on the JSE; and
- subscribe for Rights Offer Shares in terms of the Rights Offer;

provided payment is in Rand from a non-resident account.

Share certificates issued pursuant to the application must be endorsed "non-resident".

All applications by non-residents for the above purposes must be made through a South African authorised dealer.

Where rights are sold on the JSE on behalf of non-residents, the proceeds of such sale are freely remittable through a South African authorised dealer in foreign exchange.

7.2 **Former residents of the Common Monetary Area**

Where a right in terms of the Rights Offer falls due to an Emigrant, which right is based on Shares blocked in terms of the Exchange Control Regulations, then only blocked funds may be used to:

- take up rights allocated to such Emigrant in terms of the Rights Offer;
- purchase rights on the JSE; and
- subscribe for Rights Offer Shares in terms of the Rights Offer.

Applications by Emigrants using blocked Rands for the above purposes must be made through the South African authorised dealer controlling their blocked assets. Investec Property Fund Share certificates issued pursuant to blocked Rand transactions must be endorsed "non-resident" and placed under the control of the authorised dealer through whom the payment was made.

Where rights are sold on the JSE on behalf of Emigrants, which rights are based on Shares which are blocked in terms of the Exchange Control Regulations, the proceeds of such sales will be credited to the blocked Rand accounts of the Shareholders concerned.

Non-resident and Emigrant Dematerialised Shares will have all aspects relating to Exchange Control managed by their CSDP or broker.

8. FOREIGN SHAREHOLDERS

8.1 Introduction

Foreign Shareholders may be affected by the Rights Offer, having regard to prevailing laws in their relevant jurisdictions. Such foreign Shareholders should inform themselves about and observe any applicable legal requirements of such jurisdiction in relation to all aspects of this Circular that may affect them, including the Rights Offer. It is the responsibility of each foreign Shareholder to satisfy himself as to the full observation of the laws and regulatory requirements of the relevant foreign jurisdiction in connection with the Rights Offer, including the obtaining of any governmental, exchange or other consents or the making of any filing 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. The Rights Offer is governed by the laws of South Africa and is subject to applicable laws and regulations, including the Exchange Control Regulations.

8.2 Affected foreign Shareholders

Any Shareholder who is in doubt as to his position with respect to the Rights Offer in any jurisdiction, including, without limitation, his tax status, should consult an appropriate independent professional advisor in the relevant jurisdiction without delay. Foreign Shareholders are reminded that they may dispose of their Shares on or prior to the last day to trade, in which case they will not participate in the Rights Offer.

Foreign Shareholders accordingly must take their own advice on whether they are entitled, after the Rights Offer, to continue to beneficially hold any Shares distributed to them and take the appropriate action in accordance with that advice.

8.3 Note to U.S. Shareholders

The Rights Offer Shares will not be registered with the U.S. Securities and Exchange Commission (“**SEC**”) under the U.S. Securities Act of 1933, as amended, or any U.S. state securities laws. Neither the SEC nor any U.S. federal or state securities commission has registered, approved or disapproved the Rights Offer Shares or passed comment or opinion upon the accuracy or adequacy of this Circular. Any representation to the contrary is a criminal offence in the U.S.

Shareholders who are citizens or residents of the U.S. are advised that the Rights Offer Shares have not been and will not be registered under the U.S. Securities Exchange Act of 1934, as amended.

8.4 Sale of rights

It is the responsibility of any person outside the Common Monetary Area (including, without limitation, nominees, agents and trustees for such persons) receiving this Circular and wishing to take up Rights Offer Shares under the Rights Offer, to satisfy themselves as to full observance of the applicable laws of any relevant territory, including obtaining any requisite governmental or other consents, observing any other requisite formalities and paying any issue, transfer or other taxes due in such territories.

If a premium can be obtained over the expenses of the sale, the rights of Shareholders in the jurisdictions in which it is illegal to make an offer will be sold by the Transfer Secretaries on the JSE for the benefit of such Shareholders, in accordance with this section. Any premium over the expenses of the sale of the rights of Shareholders in these jurisdictions (including applicable taxes, brokerage fees and commissions) shall be remitted to such Shareholders.

None of Investec Property Fund, the Transfer Secretaries or any broker appointed by them or Investec Property Fund, will have any obligation or be responsible for any loss or damage whatsoever in relation to, or arising out of, the timing of such sales or the remittance of the net proceeds of such sales.

9. TAX CONSEQUENCES OF THE RIGHTS OFFER

Securities Transfer Tax will not be levied on the Rights Offer Shares issued in terms of the Rights Offer.

Shareholders are advised to consult their professional advisors regarding the tax consequences of the Rights Offer.

10. JURISDICTION

The distribution of this Circular and/or accompanying documents and/or the transfer of the Rights Offer Shares and/or the rights to subscribe for Rights Offer Shares in jurisdictions other than South Africa may be restricted by law and failure to comply with any of those restrictions may constitute a violation of the laws of any such jurisdiction in which it is illegal to make such a Rights Offer. In such circumstances, this Circular and the Form of Instruction are sent for information purposes only.

11. CLEAN OUT DIVIDEND

The Board has elected to declare the Clean Out Dividend in order to, *inter alia*, allow all existing Shareholders to share in the accrued income of the Fund for the period from 1 October 2015 to the Clean Out Dividend Record Date irrespective of whether or not they elect to participate in the Rights Offer.

The Clean Out Dividend will be paid to all of the Shareholders in the Register on the Clean Out Dividend Record Date.

12. NATURE OF BUSINESS AND PROSPECTS OF THE FUND

12.1 Nature of business

Investec Property Fund is a South African Real Estate Investment Trust, which was listed on the JSE in the Real Estate Holdings and Development Sector on 14 April 2011 and post the Griffin Acquisition comprises a portfolio of 102 properties in South Africa with a total GLA of 945,402m² valued at R9.0 billion and a R0.5 billion investment in Investec Australia Property Fund Limited.

The Fund was formed with the purpose of investing in direct real estate, where the Directors believe there is potential for income generation and capital growth.

The Fund's assets are appropriately diversified to maintain an acceptable level of risk weighting within each sector and thus mitigate against any sector-specific risks. A strong, reputable tenant base, high single-tenant profile, coupled with low vacancies and long term expiry profiles provide a sound base for earnings and capital growth over the long-term. The attractiveness of the Fund is reflected both in the nature and quality of this portfolio and the experience and track record of the Manager.

12.2 Prospects

Since listing in April 2011, Investec Property Fund has delivered consistent growth in distributions to its Shareholders while growing its property portfolio over five times with properties that maintain or enhance the quality of the portfolio. This has been achieved despite an uncertain economic outlook, highly competitive landscape and upward pressure on administration and operating costs. The Fund's core portfolio with its high proportion of long-term single tenanted properties and high proportion of listed and large corporate tenants continues to demonstrate its defensiveness.

The objective of the Fund is to grow its asset base by investing in well-priced income-producing properties in the office, industrial and retail sectors to optimise capital and income returns over time for Shareholders. The Fund has executed its investment strategy with this objective in mind, which has proved successful to date. Management has and will continue to focus on its core philosophy of hands-on active management of physical property, in conjunction with efficient management of its balance sheet to enhance both the yield and the quality of the portfolio.

The Zenprop Portfolio will be acquired at a blended yield of 7.5%. Whilst the Proposed Acquisition is dilutive to dividends in the short term, the Directors believe the Zenprop Portfolio offers attractive value and will enhance the prospects of the Fund going forward.

13. INFORMATION RELATING TO DIRECTORS

13.1 Details of directors

There will be no variation in the Directors' details (i.e. business address and function) as a consequence of the Rights Offer.

Details of the Directors' names, business addresses and functions in the Group are detailed in the Investec Property Fund annual report for the year ended 31 March 2015 and the Transaction Circular, as incorporated by reference in paragraph 21 of this Circular.

Details of the manager of the Fund and Directors thereof are included in the Transaction Circular, as incorporated by reference in paragraph 21 of this Circular.

13.2 Directors' remuneration and emoluments

There will be no variation in the remuneration payable to Directors as a consequence of the Rights Offer.

13.3 Directors' interest in Investec Property Fund Shares

The direct and indirect beneficial interests of the Directors (and their associates) in the issued Share capital of Investec Property Fund as at the Last Practicable Date is set out in the table below.

Director	Direct	Indirect	Number of shares	% of total shareholding
S Hackner	8,153,865	–	8,153,865	1.70
SR Leon	4,326,089	–	4,326,089	0.90
NP Riley	90,000	–	90,000	0.02
DAJ Donald*	88,363	–	88,363	0.02
AR Wooler	17,290	–	17,290	0.00
GR Rosenthal	2,999	–	2,999	0.00
LLM Giuricich	4,567,323	–	4,567,323	0.95
CM Mashaba	64,973	–	64,973	0.01
S Mahomed	–	–	–	–
MM Ngoasheng	127,338	–	127,338	0.03
KL Shuenyane	60,066	–	60,066	0.01

*DAJ Donald resigned effective 17 August 2015

14. SHARE CAPITAL

Provided below is information relating to the authorised and issued Share capital of the Fund.

14.1 Investec Property Fund's Share capital before the Rights Offer

The authorised and issued Share capital of Investec Property Fund before the Rights Offer, as at the Last Practicable Date, is as follows:

Present share capital of Investec Property Fund:	R'000
<i>Authorised</i>	
1,000,000,000 ordinary shares of no par value	
<i>Issued share capital</i>	
480,740,038 ordinary shares of no par value	6,375,574

As at the Last Practicable Date, the Fund does not have any treasury shares in issue.

14.2 Investec Property Fund's Share capital after the Rights Offer

The authorised and issued Share capital of Investec Property Fund after the Rights Offer but before the issue of the IPF Consideration Shares will be as follows:

Present share capital of Investec Property Fund:	R'000
<i>Authorised</i>	
1,000,000,000 ordinary shares of no par value	
<i>Issued share capital</i>	
651,772,721 ordinary shares of no par value	8,941,064

15. IRREVOCABLE UNDERTAKINGS, COMMITMENTS AND LETTERS OF SUPPORT

The Fund has obtained irrevocable undertakings from, or on behalf of, the following Shareholders, in terms of which (amongst other things) they have irrevocably undertaken, with respect to the following Investec Property Fund shares beneficially owned by such Shareholders or held by them on a discretionary basis for clients to follow their *pro rata* share of the Rights Offer.

Shareholder	Number of shares	Percentage of voting rights
Investec Limited	153,499,703	31.93%
S Hackner	8,153,865	1.70%
S Leon	4,326,089	0.90%
N Riley	90,000	0.02%
A Wooler	17,290	0.00%
Total	166,086,947	34.50%

In addition the Fund has received further revocable letters of support from the following Shareholders owning 31.1% of the Fund's Shares (beneficially or on behalf of clients) indicating that the Shareholders in question intend following their *pro rata* share of the Rights Offer:

Shareholder	Number of shares	Percentage of voting rights
Coronation	132,263,652	27.51%
LLM Giuricich	17,448,666*	3.63%
Total	149,712,318	31.14%

*Includes 4,567,323 Shares held by LLM Giuricich in his personal capacity and the remainder is a non-beneficial indirect interest

In addition, all of the other Directors who own Shares but who have not signed irrevocable undertakings, have committed in writing that they will follow their rights in the Rights Offer:

Director	Number of Shares	Percentage of voting rights
CM Mashaba	64,973	0.00%
MM Ngoasheng	127,338	0.03%
GR Rosenthal	2,999	0.00%
KL Shuenyane	60,066	0.01%

If the Rights Offer is not fully subscribed, any shortfall post the allocation of excess allocations by Shareholders, will be taken up by Zenprop at the ex-dividend Rights Offer Issue Price of R15.00 per Share, as agreed in the Acquisition Agreement.

The Rights Offer is not conditional on a minimum subscription and is not underwritten.

16. PRICE AND VOLUME HISTORY OF INVESTEC PROPERTY FUND SHARES ON THE JSE

The share price and volume history of Investec Property Fund Shares:

- in the 12 months preceding the date of issue of the Circular; and
- in the 30 days preceding the Last Practicable Date, are set out in Annexure I.

17. LITIGATION STATEMENT

There are no legal or arbitration proceedings 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. Investec Property Fund is not aware of any other proceedings that would have a material effect on the financial position of the Group or which are pending or threatened against the Group.

18. EXPENSES OF THE RIGHTS OFFER

The following expenses and provisions are expected or have been provided for by the Group in connection with the Rights Offer and will be settled out of the proceeds of the Rights Offer. All costs are stated exclusive of VAT:

Description	Payable to	Estimated amount (excluding VAT) R'000
JSE listing fee	JSE	255
Transfer Secretaries	Computershare Investor Services Proprietary Limited	49
Circular printing, publication and distribution	Ince (Pty) Limited	26
JSE document inspection fee	JSE	24
Estimated total		354

19. CONSENTS

The investment bank and sponsor, the transfer secretaries and the legal advisor have consented in writing, and have not withdrawn their consent, to their names being included in the Circular in the form and context in which they are included.

20. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors, whose names are given above paragraph 1 on page 8 of the Circular, collectively and individually, accept full responsibility for the accuracy of the information given and certify to the best of their knowledge and belief there are no facts that have been omitted that 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 law and the Listings Requirements.

21. INFORMATION INCORPORATED BY REFERENCE

Information incorporated by reference	Paragraph	Document	Document reference
Details of Directors	13.1	IPF Annual Report for the year ended 31 March 2015	Page 17 – 18
		Transaction Circular	Revised Listing Particulars paragraph 5.1
Details of the manager of the Fund	13.1	Transaction Circular	Paragraph 8.4

22. **DOCUMENTS AND CONSENTS AVAILABLE FOR INSPECTION**

The following documents, or copies thereof, will be available for inspection during normal business hours at the registered office of Investec Property Fund from 1 December 2015, up to and including 23 December 2015:

- the Memorandum of Incorporation of Investec Property Fund and its subsidiaries;
- the Acquisition Agreement;
- all material contracts;
- copies of service agreements with directors, managers or secretaries, vendors and promoters entered into during the last three years;
- the Investec Property Fund audited financial statements for the three financial periods ended 31 March 2015, 31 March 2014 and 31 March 2013;
- this Circular, signed by or on behalf of the Directors and the Form of Instruction; and
- the letters of consent referred to in paragraph 19 of this Circular.

Investec Property Fund Limited

1 December 2015
Sandton

PRICE AND VOLUME HISTORY OF INVESTEC PROPERTY FUND SHARES ON THE JSE

Period	High (cents)	Low (cents)	Close (cents)	Volume	Value (R)
Monthly for 12 months preceding the date of issue of the Circular					
November 2015	1 594	1 440	1 525	7 987 589	120 535 091
October 2015	1 601	1 508	1 579	5 616 325	88 356 720
September 2015	1 627	1 505	1 590	5 176 100	81 015 179
August 2015	1 829	1 550	1 600	12 674 959	211 736 953
July 2015	1 829	1 504	1 709	7 463 245	124 300 980
June 2015	1 710	1 552	1 580	45 824 203	724 058 673
May 2015	1 761	1 610	1 675	11 657 838	196 281 934
April 2015	1 726	1 650	1 700	15 180 396	260 296 676
March 2015	1 810	1 585	1 701	5 609 939	94 673 021
February 2015	1 810	1 620	1 719	5 420 509	92 230 025
January 2015	1 830	1 586	1 772	6 423 214	106 572 857
December 2014	1 650	1 585	1 590	4 877 107	78 268 581
Daily for 30 days preceding the Last Practicable Date					
13/11/2015	1 500	1 478	1 487	112 611	1 674 284
12/11/2015	1 510	1 490	1 500	58 348	875 936
11/11/2015	1 525	1 440	1 510	620 185	9 248 042
10/11/2015	1 525	1 510	1 525	132 227	2 003 042
09/11/2015	1 540	1 515	1 520	39 434	601 412
06/11/2015	1 565	1 525	1 525	215 553	3 316 780
05/11/2015	1 579	1 537	1 550	90 633	1 407 586
04/11/2015	1 580	1 555	1 580	16 506	258 853
03/11/2015	1 590	1 556	1 590	83 120	1 306 772
02/11/2015	1 590	1 570	1 590	52 784	833 851
30/10/2015	1 590	1 563	1 579	30 982	490 073
29/10/2015	1 601	1 560	1 590	343 510	5 432 536
28/10/2015	1 590	1 580	1 590	330 795	5 255 519
27/10/2015	1 590	1 576	1 576	158 353	2 509 240
26/10/2015	1 590	1 530	1 589	31 571	495 173
23/10/2015	1 590	1 580	1 586	140 517	2 229 949
22/10/2015	1 596	1 561	1 580	964 914	15 338 821
21/10/2015	1 595	1 550	1 580	1 436 323	22 699 037
20/10/2015	1 590	1 567	1 590	273 688	4 311 802
19/10/2015	1 565	1 550	1 565	50 778	789 036
16/10/2015	1 579	1 545	1 545	20 045	312 782
15/10/2015	1 565	1 545	1 545	41 600	643 007
14/10/2015	1 543	1 530	1 530	32 617	499 111
13/10/2015	1 580	1 527	1 530	237 730	3 640 006
12/10/2015	1 579	1 534	1 579	200 756	3 084 186
09/10/2015	1 560	1 525	1 535	220 868	3 391 496
08/10/2015	1 585	1 508	1 550	253 096	3 933 663
07/10/2015	1 580	1 561	1 575	561 220	8 810 262
06/10/2015	1 585	1 551	1 569	57 079	896 879
05/10/2015	1 590	1 555	1 590	74 040	1 170 513

TABLE OF ENTITLEMENT

No fractions of Rights Offer Shares will be issued to Shareholders and the Rights Offer Shares will be issued based on the rounding principle (up or down, as the case may be). The table of entitlement of Shareholders to receive Rights Offer Shares is set out below.

Number of existing Shares	Number of Rights Offer Shares to which a Shareholder is entitled	Rounded number of Rights Offer Shares to which a Shareholder is entitled	Number of existing Shares	Number of Rights Offer Shares to which a Shareholder is entitled	Rounded number of Rights Offer Shares to which a Shareholder is entitled
1	0.35577	–	53	18.85579	19
2	0.71154	1	54	19.21156	19
3	1.06731	1	55	19.56733	20
4	1.42308	1	56	19.92310	20
5	1.77885	2	57	20.27887	20
6	2.13462	2	58	20.63464	21
7	2.49039	2	59	20.99041	21
8	2.84616	3	60	21.34618	21
9	3.20193	3	61	21.70195	22
10	3.55770	4	62	22.05772	22
11	3.91347	4	63	22.41348	22
12	4.26924	4	64	22.76925	23
13	4.62500	5	65	23.12502	23
14	4.98077	5	66	23.48079	23
15	5.33654	5	67	23.83656	24
16	5.69231	6	68	24.19233	24
17	6.04808	6	69	24.54810	25
18	6.40385	6	70	24.90387	25
19	6.75962	7	71	25.25964	25
20	7.11539	7	72	25.61541	26
21	7.47116	7	73	25.97118	26
22	7.82693	8	74	26.32695	26
23	8.18270	8	75	26.68272	27
24	8.53847	9	76	27.03849	27
25	8.89424	9	77	27.39426	27
26	9.25001	9	78	27.75003	28
27	9.60578	10	79	28.10580	28
28	9.96155	10	80	28.46157	28
29	10.31732	10	81	28.81734	29
30	10.67309	11	82	29.17311	29
31	11.02886	11	83	29.52888	30
32	11.38463	11	84	29.88465	30
33	11.74040	12	85	30.24042	30
34	12.09617	12	86	30.59619	31
35	12.45194	12	87	30.95196	31
36	12.80771	13	88	31.30772	31
37	13.16348	13	89	31.66349	32
38	13.51924	14	90	32.01926	32
39	13.87501	14	91	32.37503	32
40	14.23078	14	92	32.73080	33

Number of existing Shares	Number of Rights Offer Shares to which a Shareholder is entitled	Rounded number of Rights Offer Shares to which a Shareholder is entitled	Number of existing Shares	Number of Rights Offer Shares to which a Shareholder is entitled	Rounded number of Rights Offer Shares to which a Shareholder is entitled
41	14.58655	15	93	33.08657	33
42	14.94232	15	94	33.44234	33
43	15.29809	15	95	33.79811	34
44	15.65386	16	96	34.15388	34
45	16.00963	16	97	34.50965	35
46	16.36540	16	98	34.86542	35
47	16.72117	17	99	35.22119	35
48	17.07694	17	100	35.57696	36
49	17.43271	17	1 000	355.76960	356
50	17.78848	18	10 000	3557.69600	3 558
51	18.14425	18	100 000	35576.96000	35 577
52	18.50002	19	1 000 000	355 769.60000	355 770

