



**CIRCULAR TO
COLLINS
SHAREHOLDERS**

Date of issue: Thursday, 21 September 2023

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The definitions and interpretations commencing on page 6 of this Circular apply to this Circular in its entirety.

Action required by shareholders:

- This Circular is important and should be read in its entirety, with particular attention to the section entitled “Action required by Collins Shareholders”, which commences on page 4.
- If you are in any doubt as to what action you should take arising from this Circular, please consult your Broker, CSDP, banker, accountant, attorney or other professional advisor immediately.
- If you have disposed of all your Shares in Collins, please forward this document to the purchaser of such Shares or to the Broker, CSDP, banker or other agent through whom the disposal was affected.

Collins does not accept responsibility, and will not be held liable, for any action of, or omission by, any CSDP, or Broker including, without limitation, any failure on the part of the CSDP or Broker of any Shareholder to notify such Shareholder of the details set out in this Circular.



COLLINS PROPERTY GROUP LIMITED
(previously Tradehold Limited)
(Registration number: 1970/009054/06)
Incorporated in the Republic of South Africa
JSE Share code: CPP ISIN: ZAE000152658
("Collins" or "the Company")

CIRCULAR TO COLLINS SHAREHOLDERS**Regarding the approval of:**

- an increase in the Company's authorised share capital; and
- amendments to the Company's MOI.

and incorporating:

- a Form of Written Consent (grey).

Sponsor

Questco Proprietary Limited

Date of issue: Thursday, 21 September 2023

This Circular is only available in English. Copies may be obtained from the Registered Office of the Company during office hours on Business Days from Thursday, 21 September 2023, at the address set out in the "Corporate Information" section. A copy of this Circular will also be available on Collins' website (<http://www.tradehold.co.za/investor-centre/circulars/2023>).

CORPORATE INFORMATION

Directors

Executive

Friedrich Hans Esterhuysen (*Chief Executive Officer*)
Kevin Andrew Searle (*Managing Director*)
Grant Clive Lang (*Financial Director*)
David Paul Coleman (*Alternate to Friedrich Hans Esterhuysen*)

Non-Executive

Christoffel Hendrik Wiese (*Chairman*)
Jacob Daniel Wiese (*Alternate to the Chairman*)
Kenneth Russel Collins
Paul Johannes Roelofse
Murray Russel Collins (*Alternate to Kenneth Russel Collins*)

Independent Non-Executive

Bruce Andrew Chelius (*Lead Independent Director*)
Buyisiwe Makhunga
Raymond David Fenner

Company' Registered Office

Registration number 1970/009054/06
Incorporated in the Republic of South Africa
Leinster Hall, 7 Weltevreden Street,
Gardens, Cape Town, 8005
(PO Box 6100, Parow East, 7501)

Date of incorporation

Incorporated on 10 July 1970

Place of incorporation

Parow, South Africa

Sponsor

Questco Proprietary Limited
(Registration number 2002/005616/07)
Ground Floor, Block C, Investment Place
10th Road, Hyde Park, 2196

Company Secretary

Pieter Johan Janse van Rensburg
Suite 1603
Portside Building
4 Bree Street
Cape Town, 8001

Transfer Secretaries

Computershare Investor Services Proprietary Limited
(Registration number 2004/003647/07)
Rosebank Towers,
15 Biermann Avenue Rosebank, 2196
(Private Bag X9000, Saxonwold, 2132)

Legal advisors

Cliffe Dekker Hofmeyr Inc.
(Registration number 2008/018923/21)
11 Buitengracht Street
Cape Town, 8001
(PO Box 695, Cape Town, 8000)

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ACTION REQUIRED BY COLLINS SHAREHOLDERS

This Circular is important and requires your immediate attention. The action you need to take is set out below.

The definitions and interpretations commencing on page 6 of this Circular apply, mutatis mutandis, to this “Action Required by Collins Shareholders” section.

If you are in doubt as to what action to take, consult your accountant, Broker, banker, attorney, CSDP or other professional advisor immediately

If you have disposed of all your Shares, please forward this Circular to the purchaser of such Shares or to the Broker, CSDP, banker or other agent through whom the disposal was affected.

1. CERTIFICATED SHAREHOLDERS AND DEMATERIALISED OWN-NAME REGISTERED SHAREHOLDERS

Certificated Shareholders and Dematerialised own-name registered Shareholders may indicate, by the insertion of the relevant number of votes exercisable by that Shareholder in the appropriate box provided on the Form of Written Consent attached to this Circular, how they wish to cast their votes in relation to the proposed Resolutions.

Please consider the proposed Resolutions and vote on them within 20 Business Days, being the notice period from Thursday, 21 September 2023 and by no later than Friday, 27 October 2023. The Form of Written Consent can be submitted at any one of the following addresses:

By post or by hand:

Computershare Investor Services Proprietary Limited
Rosebank Towers
15 Biermann Avenue
Rosebank, 2196
(Private Bag X9000, Saxonwold, 2132)

By email:

Computershare Investor Services Proprietary Limited
proxy@computershare.co.za

2. DEMATERIALISED SHAREHOLDERS WITHOUT OWN-NAME REGISTRATION

Dematerialised Shareholders without own-name registration must not return the Form of Written Consent attached to this Circular but should advise their CSDP or Broker as to what action they wish to take in terms of the agreement entered into between them and their CSDP or Broker and furnish their CSDP or Broker with their instruction for voting in respect of the proposed Resolutions.

3. IF YOU HAVE DISPOSED OF YOUR SHARES

If you have disposed of your Shares, please forward this Circular to the purchaser of such Shares or to the Broker or agent through whom the disposal was affected.

SALIENT DATES AND TIMES

The definitions and interpretations commencing on page 6 of this Circular apply, *mutatis mutandis*, to this “Salient dates and times” section.

2023

Record date to determine which Shareholders are eligible to receive this Circular and vote on the Resolutions	Friday, 15 September
Circular distributed to Shareholders and announced on SENS	Thursday, 21 September
Deemed date of delivery (at least 7 calendar days from distribution of the Circular)	Friday, 29 September
Voting period opens	Friday, 29 September
Last day for voting (20 business days from voting period opening)	Friday, 27 October
Results of voting released on SENS	Monday, 30 October
Special Resolutions to approve the Increase in Authorised Share Capital and amendments to the MOI lodged with CIPC for registration	Monday, 30 October
Expected date of CIPC registration of Special Resolutions to approve the Increase in Authorised Share Capital and amendments to the MOI	Tuesday, 7 November

Notes:

1. All dates and times indicated above are South African Standard Time.
2. The above dates and times are subject to amendment at the discretion of the Company. Any such amendment will be released on SENS.

DEFINITIONS AND INTERPRETATIONS

In this Circular, unless the context indicates a contrary intention, a word or an expression which denotes any 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 following words and expressions bear the meanings assigned to them below:

“Board” or “Directors”	the board of directors of Collins as at the date of this Circular;
“Broker”	any person registered as a “broking member (equities)” in accordance with the provisions of the Financial Markets Act;
“Business Day”	means any day, other than a Saturday, Sunday or public holiday in South Africa;
“Certificated Shareholder/s”	Shareholders who hold Certificated Shares;
“Certificated Share/s”	Shares which are not dematerialised, title to which is represented by physical Documents of Title;
“CIPC”	the Companies and Intellectual Property Commission, established in terms of section 185 of the Companies Act;
“Circular”	this document, dated Thursday, 21 September 2023, including the Resolutions and Form of Written Consent;
“Collins” or “the Company”	Collins Property Group Limited (<i>previously Tradehold Limited</i>), a public company duly incorporated and registered in accordance with the laws of South Africa under Registration number 1970/009054/06, with all of its issued Collins ordinary shares listed on the JSE;
“Companies Act”	the Companies Act, 2008 (Act No. 71 of 2008), as amended;
“Companies Regulations”	the Companies Regulations, 2011, promulgated under the Companies Act, as amended;
“CSDP”	a Central Securities Depository Participant, accepted as a participant in terms of the Financial Markets Act;
“Dematerialisation”	the process by which Shares held by Certificated Shareholders are converted to and held in electronic form as Dematerialised Shares recorded in the sub-register of Shareholders maintained by a CSDP;
“Dematerialised Shareholder/s”	Shareholders who have dematerialised their Shares;
“Dematerialised Share/s”	Shares which have been dematerialised;
“Document(s) of Title”	share certificate(s), transfer deed(s) or form(s), balance receipt(s) or any other document(s) of title acceptable to Collins in respect of Certificated Shareholder(s);
“Financial Markets Act”	the Financial Markets Act, 2012 (Act No. 19 of 2012) as amended;
“Form of Written Consent”	the form of written consent (grey) attached to this Circular for use by Shareholders;
“Increase in Authorised Share Capital”	an increase in the number of the Company’s authorised Shares from 310,000,000 Shares to 600,000,000 Shares and an increase of the Company’s authorised N Shares from 131,750,000 to 250,000,000 N Shares;
“JSE”	JSE Limited, Registration number: 2005/022939/06, a public company duly registered and incorporated with limited liability under the laws of South Africa and licensed as an exchange under the Financial Markets Act;
“JSE Listings Requirements”	the Listings Requirements of the JSE, as amended from time to time;
“Last Practicable Date”	the last practicable date prior to the finalisation of this Circular, being, Monday, 18 September 2023;
“Memorandum of Incorporation” or “MOI”	the memorandum of incorporation of Collins;

“N Shares”	non-convertible, non-participating, non-transferable redeemable preference shares of no par value in the share capital of the Company;
“Own-name registration”	the process by which Shareholders have authorised their Shares and the Shares are held in the name of the Shareholder in electronic form in the sub-register of the Company;
“Register”	the register of Certificated Shareholders maintained by Collins’ Transfer Secretaries and the sub-registers of Dematerialised Shareholders maintained by the relevant CSDPs;
“Registered Office”	Collins’ registered office, being Leinster Hall, 7 Weltevreden Street, Gardens, Cape Town, 8005, South Africa;
“Resolutions”	the written resolutions to be proposed to effect the Increase in Authorised Share Capital and the amendments to the MOI, to be voted on by way of a section 60 of the Companies Act;
“SENS”	the Stock Exchange News Service of the JSE;
“Shareholder/s” or “Collins Shareholder/s”	the registered holders of Shares or N Shares (as applicable) issued by the Company and who are entered as such in the Register;
“Share/s” or “Collins Share/s”	ordinary shares of no par value in the share capital of the Company;
“South Africa”	the Republic of South Africa;
“Strate”	Strate Proprietary Limited, Registration number 1998/022242/07, a private company duly incorporated and registered in accordance with the laws of South Africa, and the electronic settlement system for transactions that take place on the JSE and off-market trades; and
“Transfer Secretaries” or “Computershare”	the transfer secretaries of Collins being Computershare Investor Services Proprietary Limited, Registration number 2004/003647/07, a private company duly incorporated and registered in accordance with the laws of South Africa.



COLLINS PROPERTY GROUP LIMITED
 (previously Tradehold Limited)
 (Registration number: 1970/009054/06)
 Incorporated in the Republic of South Africa
 JSE Share code: CPP ISIN: ZAE000152658
 (“Collins” or “the Company” or “the Group”)

CIRCULAR TO COLLINS SHAREHOLDERS

1. INTRODUCTION AND PURPOSE OF THE CIRCULAR

Shareholders are advised that the Board proposes, subject to Shareholder approval, an Increase in Authorised Share Capital and certain amendments to the MOI.

The purpose of this Circular is to provide Shareholders with relevant information relating to the Increase in Authorised Share Capital and the amendments to the MOI in accordance with the Companies Act and the JSE Listings Requirements for the purposes of considering and, if deemed fit, passing, with or without modification, the Resolutions to effect the Increase in Authorised Share Capital and the amendments to the MOI.

2. INCREASE IN THE AUTHORISED SHARE CAPITAL AND AMENDMENTS TO THE MOI

2.1. Increase in Authorised Share Capital

2.1.1. On 21 August 2023, Shareholders were advised that the Company entered into a series of inter-conditional agreements with U Reit Collins Proprietary Limited (“**UREit**”), a wholly-owned subsidiary of Castlevue Property Fund Limited, in terms of which, if implemented, Collins will acquire from UREit the 25.7% of the issued shares of Collins Property Projects Proprietary Limited (“**CPP**”) that it does not own in exchange for the issue to UREit of in aggregate 72,751,197 new Collins ordinary shares (“the Proposed Transaction”), resulting in CPP becoming a wholly-owned subsidiary of Collins and UREit holding 21.78% of the issued ordinary shares of Collins.

2.1.2. The Board proposes an increase in the number of the Company’s authorised Shares from 310,000,000 Shares to 600,000,000 Shares and an increase in the number of the Company’s N Shares from 131,750,000 to 250,000,000 N Shares to enable the Company to conclude the Proposed Transaction and to provide the Company with greater flexibility to raise new equity capital, at an appropriate time.

In order to give effect to the increase in the number of authorised shares, it will be necessary for Shareholders to approve the corresponding amendment to the MOI reflecting such increase.

2.2. Amendments to the MOI

2.2.1. One of the conditions precedent to the Proposed Transaction is that Collins’ MOI be amended to include a provision to the effect that Collins will not voluntarily relinquish REIT status without first obtaining shareholder approval by way of an Ordinary Resolution.

In order to give effect to the above, it will be necessary for Shareholders to approve the corresponding amendment to the MOI reflecting the inclusion of the following provision as a new clause 32.3.4 of the MOI:

“The Board will not (i) resolve to voluntarily relinquish the status of the Company as a REIT (as contemplated in the JSE’s listings requirements) or (ii) act in a manner, or allow any of its subsidiaries to act, or omit to act, in a manner, which is (i) aimed at the Company losing its status as a REIT or (ii) could reasonably be expected to result in the Company losing its status as a REIT unless such act or omission is (1) necessary in order to comply with any material contractual obligation owing to the Company’s or the applicable subsidiary’s debt funders, which if breached, will result in a default of such funding agreements, or (2) necessary to ensure that the Company or the applicable subsidiary does not act unlawfully, or (3) necessary in order to ensure that the Company or the applicable subsidiary is not or does not become financially distressed (as such term is defined in section 128 of the Companies Act), without shareholder approval by way of an Ordinary Resolution”.

2.3. If approved by Shareholders, the Increase in Authorised Share Capital and amendments to the MOI will become effective on the date on which the required notice of amendments in respect of the corresponding amendments to the MOI is filed with the CIPC, as contemplated in section 16(9) of the Companies Act, which date is expected to be Monday, 30 October 2023.

3. PLACING OF AUTHORISED BUT UNISSUED SHARES AND N SHARES UNDER THE CONTROL OF THE DIRECTORS

The Board proposes to modernise the provisions in Collins' MOI relating to the issue of new securities in line with current market practice and to reflect the Company's inherent ability to effect share issuances other than by way of pro rata offer in circumstances where such issuances are not required to be made by way of a pro rata rights offer in terms of the Companies Act or under the JSE Listings Requirements.

The Board further proposes placing all the Shares and N Shares in the unissued authorised share capital of the Company under the control of the Directors in order to be able to conclude the Proposed Transaction. This will further provide the Company with the flexibility to potentially seek to raise additional equity capital at an appropriate time..

4. INFORMATION ON THE SHARE CAPITAL OF THE COMPANY

Authorised and issued Shares and N Shares

The number of authorised and issued Shares and N Shares of Collins **before** the proposed Increase in Authorised Share Capital is as follows:

Number of authorised Shares

310,000,000 ordinary shares of no par value

131,750,000 non-convertible, non-participating, non-transferable redeemable N preference shares of no par value

Number of issued Shares

261,346,570 ordinary shares of no par value

108,243,720 non-convertible, non-participating, non-transferable redeemable N preference shares of no par value

Treasury Shares

4,383,460 ordinary shares of no par value

The number of authorised and issued Shares of Collins **after** the proposed Increase in Authorised Share Capital is as follows:

Number of authorised Shares

600,000,000 ordinary shares of no par value

250,000,000 non-convertible, non-participating, non-transferable redeemable N preference shares of no par value

Number of issued Shares

261,346,570 ordinary shares of no par value

108,243,720 non-convertible, non-participating, non-transferable redeemable N preference shares of no par value

Treasury Shares

4,383,460 ordinary shares of no par value

5. DIRECTORS' RECOMMENDATION

The Directors have considered the proposed Increase in Authorised Share Capital, the amendments to the MOI and the Resolutions presented and are of the opinion that it is in the best interests of the Company.

The directors recommend that Shareholders vote in favour of the Resolutions proposed.

6. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors of Collins, whose names are set out in the "Corporate Information" section of 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 law and the JSE Listings Requirements.

7. APPROVAL OF THE RESOLUTIONS IN TERMS OF SECTION 60 OF THE COMPANIES ACT

7.1. Section 65(2) of the Companies Act provides that the board of directors of a company may propose any resolution to be considered by shareholders and may determine whether that resolution will be considered at a meeting, or by vote or written consent in terms of section 60 of the Companies Act. The Board has resolved that the Resolutions be considered by Shareholders by written consent in terms of section 60 of the Companies Act.

7.2. In this regard:

7.2.1. section 60(1) of the Companies Act provides that a resolution that could be voted on at a shareholders meeting may instead be submitted for consideration to the shareholders entitled to exercise voting rights in relation to the resolution, within 20 business days after the resolution was submitted to them; and

7.2.2. section 60(2) of the Companies Act further provides that such a resolution will have been adopted if it is supported by persons entitled to exercise sufficient voting rights for it to have been adopted as an ordinary or special resolution, as the case may be, at a properly constituted shareholders meeting, and if adopted, has the same effect as if it had been approved by voting at a meeting.

7.3. Shareholders are referred to the "Action required by Collins Shareholders" section of this Circular which contains information as to the action they need to take regarding the Resolutions.

8. CONSENTS

Questco Proprietary Limited, Cliffe Dekker Hofmeyr Inc. and Computershare have provided their written consents to act in the capacity stated in this Circular, and to its names being included in this Circular and have not withdrawn their consent prior to the issue of this Circular.

9. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection by Collins Shareholders at the Registered Office of Collins from Thursday, 21 September 2023 up to and including Friday, 27 October 2023, during normal business hours:

- 9.1.** the Memorandum of Incorporation of Collins;
- 9.2.** the written consents referred to in paragraph 8 of this Circular; and
- 9.3.** a signed copy of this Circular, including the Form of Written Consent.

For and on behalf of
the Board of
COLLINS PROPERTY GROUP LIMITED

FH Esterhuyse
Chief Executive Officer and Executive Director



COLLINS PROPERTY GROUP LIMITED
(previously Tradehold Limited)
(Registration number: 1970/009054/06)
Incorporated in the Republic of South Africa
JSE Share code: CPP ISIN: ZAE000152658
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SHAREHOLDERS' WRITTEN RESOLUTIONS TO BE ADOPTED IN TERMS OF SECTION 60 OF THE COMPANIES ACT

The definitions and interpretations commencing on page 6 of this Circular to which the Resolutions are attached apply, *mutatis mutandis*, to the Resolutions set out below.

Section 60(1) of the Companies Act provides that a resolution that could be voted on at a shareholders meeting may instead be submitted for consideration to the shareholders entitled to exercise voting rights in relation to the resolution and be voted on in writing by shareholders entitled to exercise voting rights in relation to the resolution, within 20 business days after the resolution was submitted to them.

1. SPECIAL RESOLUTION NUMBER 1 – INCREASE IN AUTHORISED SHARE CAPITAL

Resolved as a Special Resolution, in terms of section 36.2 of the Companies Act and Schedule 1 of the Company's Memorandum of Incorporation –

- 1) the authorised share capital of the Company comprising of 310,000,000 ordinary shares of no par value be and is hereby increased by the creation of an additional 290,000,000 ordinary shares of no par value; and
- 2) the authorised share capital of the Company comprising of 131,750,000 non-convertible, non-participating, non-transferable redeemable N preference shares of no par value be and is hereby increased by the creation of an additional 118,250,000 non-convertible, non-participating, non-transferable redeemable N preference shares of no par value, with effect from the date of filing of the required notice of amendment with the Companies and Intellectual Property Commission.

Reason and effect for Special Resolution Number 1

The reason for Special Resolution Number 1 is to increase the (1) number of authorised ordinary shares of no par value and (2) the number of non-convertible, non-participating, non-transferable redeemable N preference shares of no par value, of the Company to inter alia enable the Company to issue new shares as contemplated in the below mentioned resolutions.

Voting Requirements:

In terms of the Companies Act and the JSE Listings Requirements, the percentage of voting rights required for the adoption of this Resolution is at least 75% of the voting rights exercised on this Resolution.

2. SPECIAL RESOLUTION NUMBER 2 – AMENDMENTS TO THE MOI RELATING TO THE INCREASE IN AUTHORISED SHARE CAPITAL

Resolved as a Special Resolution, pursuant to Special Resolution Number 1 and in terms of section 16(1)(c) of the Companies Act and clause 10.3 of the Company's Memorandum of Incorporation, the Memorandum of Incorporation be and is hereby amended, with effect from the date of filing of the required notice of amendment with CIPC, by –

- 1) substituting the number of the authorised ordinary shares of no par value of "310,000,000 (*three hundred and ten million*)" in paragraph 1 of Schedule 1 with "600,000,000 (*six hundred million*)" ordinary shares of no par value; and
- 2) substituting the number of the authorised non-convertible, non-participating, non-transferable redeemable N preference shares of no par value of "131,750,000 (*one hundred and thirty one million seven hundred and fifty thousand*)" in the paragraph 2 of Schedule 1 with "250,000,000 (*two hundred and fifty million*)" non-convertible, non-participating, non-transferable redeemable N preference shares of no par value; and
- 3) the inclusion in the Memorandum of Incorporation as clause 32.3.4 of the following provision:
"The Board will not (i) resolve to voluntarily relinquish the status of the Company as a REIT (as contemplated in the JSE's listings requirements) or (ii) act in a manner, or allow any of its subsidiaries to act, or omit to act, in a manner, which is (i) aimed at the Company losing its status as a REIT or (ii) could reasonably be expected to result in the Company losing its status as a REIT unless such act or omission is (1) necessary in order to comply with any material contractual obligation owing to the Company's or the applicable subsidiary's debt funders, which if breached, will result in a default of such funding agreements, or (2) necessary to ensure that the Company or the applicable subsidiary does not act unlawfully, or (3) necessary in order to ensure that the Company or the applicable subsidiary is not or does not become financially distressed (as such term is defined in section 128 of the Companies Act), without shareholder approval by way of an Ordinary Resolution".

Reason and effect for Special Resolution Number 2

The reason for Special Resolution Number 2 is to give effect to (1) the increase in the number of authorised ordinary shares of no par value and (2) the increase in the number of authorised non-convertible, non-participating, non-transferable redeemable N preference shares of no par value and (3) to include a provision that Collins will not voluntarily relinquish REIT status without first obtaining shareholder approval by way of an Ordinary Resolution.

Voting Requirements:

In terms of the Companies Act and the JSE Listings Requirements, the percentage of voting rights required for the adoption of this Resolution is at least 75% of the voting rights exercised on this Resolution.

3. SPECIAL RESOLUTION NUMBER 3 – THE REPLACEMENT OF EXISTING CLAUSES 11.3 AND 11.4 OF THE MOI REGARDING SHARE ISSUANCES

Resolved as a Special Resolution, that the Memorandum of Incorporation be and is hereby amended by replacing the existing clauses 11.3 and 11.4 thereof with the following:

“11.3 *The Directors may not issue unissued Ordinary Shares unless such Ordinary Shares have first been offered to existing Ordinary Shareholders in proportion to their shareholding of that class of shares (on such terms and in accordance with such procedures as the Board may determine), unless the relevant issue of ordinary shares–*

11.3.1 *is a scrip dividend or is issued in terms capitalisation issue, dividend reinvestment plan or similar mechanism; or*

11.3.2 *is for the acquisition of assets, is a vendor consideration placing related to an acquisition of assets, or is an issue for the purposes of an amalgamation or merger; or*

11.3.3 *is an issue pursuant to options or conversion rights; or*

11.3.4 *is an issue in terms of an approved share incentive scheme; or*

11.3.5 *is an issue of shares for cash (as contemplated in the JSE Listings Requirements), which has been approved by the Shareholders by ordinary resolution, either by way of a general authority (which may be either conditional or unconditional) to issue shares in its discretion or a specific authority in respect of any particular issue of shares in accordance with the JSE Listings Requirements, provided that, if such approval is in the form of a general authority to the Directors, it shall be valid only until the next annual general meeting of the Company or for 15 months from the date of the passing of the Ordinary Resolution, whichever is the earlier and it may be varied or revoked by any general meeting of the Shareholders prior to such annual general meeting; or*

11.3.6 *otherwise falls within a category in respect of which it is not, in terms of the JSE Listings Requirements, a requirement for the relevant ordinary shares to be so offered to existing shareholders; or*

11.3.7 *is otherwise undertaken in accordance with an authority approved by ordinary shareholders in general meeting,*

provided that if any entitlement to a fraction of a share arises pursuant to such an offer, all allocations of securities will be rounded down to the nearest whole number resulting in allocations of whole securities and a cash payment for the fraction (calculated in accordance with the JSE Listings Requirements). After the expiration of the time within which an offer may be accepted, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to the foregoing provisions, issue such shares in such manner as they consider most beneficial to the Company.

11.4 *Intentionally left blank”*

Reason and effect for Special Resolution Number 3

The reason for special resolution number 3 is to modernise the provisions in Collins’ Memorandum of Incorporation relating to the issue of new securities in line with current market practice and to reflect the Company’s inherent ability to effect share issuances other than by way of pro rata offer in circumstances where such issuances are not required to be made by way of a pro rata rights offer in terms of the Companies Act or under the JSE Listings Requirements. The effect of special resolution number 3 will be that the Company’s authority to issue ordinary shares other than by first offering such ordinary shares to the existing ordinary shareholders in proportion to their shareholding will be limited only to the extent required under the Companies Act and the JSE Listings Requirements.

Voting Requirements:

In terms of the Companies Act and the JSE Listings Requirements, the percentage of voting rights required for the adoption of this Resolution is at least 75% of the voting rights exercised on this Resolution.

4. ORDINARY RESOLUTION NUMBER 1 – PLACE AUTHORISED BUT UNISSUED SHARES AND N SHARES UNDER THE DIRECTORS' CONTROL

Resolved as an Ordinary Resolution, subject to the approval of Special Resolutions Number 1, 2 and 3 and the filing of Special Resolutions Number 1, 2 and 3 with CIPC, the unissued ordinary shares of no par value and the unissued non-convertible, non-participating, non-transferable redeemable N preference shares of no par value, in the authorised share capital of the Company be and is hereby placed under the control of the directors of the Company, who are hereby authorised, to allot and issue any such Shares and N Shares upon such terms and Conditions as the directors of the Company in their sole discretion may deem fit, subject to the provisions of the Companies Act, the Memorandum of Incorporation and the Listings Requirements of JSE, to the extent applicable.

Reason and effect for Ordinary Resolution Number 1

The Company requires the authority contemplated in this resolution in order to be able to conclude the Proposed Transaction. Furthermore, the authority provided in terms of this resolution will provide the Company with the flexibility to potentially seek to raise additional equity capital at an appropriate time. The purpose of Ordinary Resolution Number 1 is to place the unissued ordinary shares of no par value and the unissued non-convertible, non-participating, non-transferable redeemable N preference shares of no par value, in the authorised share capital of the Company under the control of the directors of the Company, subject to the provisions of and all limitations contained in the Companies Act, the Memorandum of Incorporation and the JSE Listings Requirements, to the extent applicable.

Voting Requirements:

In terms of the Companies Act and the JSE Listings Requirements, the percentage of voting rights required for the adoption of this Resolution is more than 50% of the voting rights exercised on this Resolution.



COLLINS PROPERTY GROUP LIMITED
(previously Tradehold Limited)
 (Registration number: 1970/009054/06)
 Incorporated in the Republic of South Africa
 JSE Share code: CPP ISIN: ZAE000152658
 (“Collins” or “the Company” or “the Group”)

FORM OF WRITTEN CONSENT IN TERMS OF SECTION 60 OF THE COMPANIES ACT

The definitions and interpretations commencing on page 6 of this Circular apply, *mutatis mutandis*, to this Form of Written Consent.

FOR USE BY CERTIFICATED SHAREHOLDERS AND DEMATERIALISED OWN-NAME SHAREHOLDERS ONLY

Certificated shareholders and Dematerialised own-name Shareholders may complete this Form of Written Consent with their instructions for voting in respect of the Resolutions and furnish it to the Company’s Transfer Secretaries. In the event that this Form of Written Consent is not completed and furnished by Certificated Shareholders and Dematerialised own-name Shareholders by the cut-off time, their votes will not be taken into account in respect of the proposed Resolutions.

Shareholders who hold Dematerialised Shares, but not in their own-name, must NOT lodge this Form of Written Consent, but instead must furnish their respective CSDP or Broker with their instructions for voting in respect of the Resolutions.

Unless such Shareholders advise their respective CSDP or Broker, as the case may be, by the cut-off time stipulated in terms of their agreement with their CSDP or Broker, that they wish to give or withhold consent or abstain in respect of the Resolutions, the CSDP or Broker will assume that such Shareholders do not wish to vote on the Resolutions.

I/we (print complete names)	
of (address)	
being the holder(s) of	Shares, hereby vote as follows:

	For*	Against*	Abstain*
Special Resolution Number 1: Increase in Authorised Share Capital	<input type="text"/>	<input type="text"/>	<input type="text"/>
Special Resolution Number 2: Amendments to the MOI relating to the Increase in Authorised Share Capital	<input type="text"/>	<input type="text"/>	<input type="text"/>
Special Resolution Number 3: The replacement of existing clauses 11.3 and 11.4 of the MOI regarding share issuances	<input type="text"/>	<input type="text"/>	<input type="text"/>
Ordinary Resolution Number 1: Place authorised but unissued Shares and N Shares under the directors’ control	<input type="text"/>	<input type="text"/>	<input type="text"/>

* One vote per share held by Shareholders. Shareholders must insert the relevant number of votes they wish to vote in the appropriate box provided, or “X” should they wish to vote all Shares held by them.

Signed at:	on	2023
Signature:		
Capacity of signatory (where applicable):		

Note: Authority of signature to be attached.

Email address:
Telephone number:
Cellphone number:
Assisted by me (where applicable):
Full name:
Capacity:
Signature:

Notes:

1. A person signing this Form of Written Consent in a representative capacity must attach the documentary evidence establishing such authority to this Form of Written Consent, unless previously recorded by the Transfer Secretaries of the Company.
2. Where this Form of Written Consent is signed under power of attorney, such power of attorney must accompany this Form of Written Consent, unless it has been registered by the Transfer Secretaries of the Company.
3. For this Form of Written Consent to be binding, it must be completed and signed in accordance with the instructions therein, and must be received by the Company's Transfer Secretaries by no later than Friday, 27 October 2023:

By post or by hand:

Computershare Investor Services Proprietary Limited
 Rosebank Towers
 15 Biermann Avenue
 Rosebank, 2196
 (Private Bag X9000, Saxonwold, 2132)

By email:

Computershare Investor Proprietary Limited Services
 proxy@computershare.co.za

4. A Certificated Shareholder's or own-name Dematerialised Shareholder's instructions on the Form of Written Consent must be indicated by the insertion of the relevant number of votes exercised by that Shareholder in the appropriate box provided. Such a Shareholder is not obliged to use all the votes exercisable by the Shareholder, but the total number of votes cast and in respect of which abstention is recorded may not exceed the total number of votes exercisable by such Shareholder.
5. Where shares are held jointly, all joint Shareholders are required to sign this Form of Written Consent.
6. A Shareholder, who is a minor, must be assisted by his/her parent/guardian, unless the relevant documents establishing his/her legal capacity are produced or had previously been recorded by the Transfer Secretaries of the Company.
7. Any alteration or correction made to this Form of Written Consent must be initialled by the signatory/ies.

