

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Action required

The definitions commencing on page 4 of the Circular apply *mutatis mutandis* to this cover.

If you are in any doubt as to what action you should take arising from this Circular, please consult your CSDP, broker, banker, attorney, accountant or other professional advisor immediately.

If you have disposed of all of your Shares in Freedom, please forward this Circular to the purchaser of such Shares or to the broker, CSDP, banker, attorney or other agent through whom the disposal was effected.

Freedom Shareholders are referred to page 2 of this Circular, which sets out the action required by them.



FREEDOM PROPERTY FUND LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 2012/129186/06)

Share code: **FDP** ISIN: **ZAE000185260**

("Freedom" or "the Company")

CIRCULAR TO FREEDOM SHAREHOLDERS

regarding:

- a specific issue of up to 108 900 000 Freedom Shares, for cash, at an Issue Price of R0.22 per share, in order to settle certain guarantee share obligations; and
- the adoption of the Freedom Long-Term Incentive Plan;

and incorporating:

- a notice convening a General Meeting of Freedom Shareholders; and
- a form of proxy in respect of the General Meeting of Freedom Shareholders (for use by certificated Freedom Shareholders and own-name dematerialised Freedom Shareholders only).

Transaction Sponsor



Corporate Advisor



Legal Advisor



Independent Reporting Accountants and Auditors



Company Secretary



Date of issue: Wednesday, 4 November 2015

This Circular is only available in English. Copies of this Circular may be obtained from the registered office of Freedom and from the offices of the Company Secretary and Sponsor, the addresses of which are set out in the "Corporate information and advisors" section of this Circular.

CORPORATE INFORMATION AND ADVISORS

Registered office

24 Peter Place
Lyme Park
Bryanston
Sandton, 2021
(PO Box 752, Cramerview, 2060)

Corporate Advisor

Base Capital Proprietary Limited
(Registration number 2002/008290/07)
The Campus
1st Floor, Wrigley Field Building
57 Sloane Street
Bryanston, 2021
(PO Box 69336, Bryanston, 2021)

Transaction Sponsor

PSG Capital Proprietary Limited
(Registration number 2006/015817/07)
1st Floor, Ou Kollege
35 Kerk Street
Stellenbosch, 7600
(PO Box 7403, Stellenbosch, 7599)

Independent Reporting Accountants and Auditors

RSM South Africa
(Practice number 900435)
Executive City
Corner Cross Street and Charmaine Avenue
President Ridge
Randburg
(PO Box 1734, Randburg, 2125)

Legal Advisor

Bowman Gilfillan Inc.
(Registration number 1998/021409/21)
165 West Street
Johannesburg, 2146
(PO Box 785812, Sandton, 2146)

Company Secretary

Statucor Proprietary Limited
(Registration number 1989/005394/07)
22 Wellington Road
Parktown
Johannesburg, 2193
(Private Bag X60500, Houghton, 2041)

Transfer Secretaries

Computershare Investor Services Proprietary Limited
(Registration number 2004/003647/07)
70 Marshall Street
Johannesburg, 2001
(PO Box 61051, Marshalltown, 2107)

Date of incorporation: 19 July 2012

Place of incorporation: Pretoria

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ACTION REQUIRED BY SHAREHOLDERS

The definitions commencing on page 4 of this Circular apply *mutatis mutandis* to the following section on action required by Freedom Shareholders.

Please take careful note of the following provisions regarding the action required by Freedom Shareholders:

1. If you have disposed of all of your Freedom Shares, this Circular should be handed to the purchaser of such Shares or the CSDP, broker, banker, attorney or other agent through whom the disposal was effected.
2. If you are in any doubt as to what action to take, consult your broker, CSDP, banker, attorney, accountant or other professional advisor immediately.
3. This Circular contains information relating to the Specific Issue, and the adoption of the Freedom Long-Term Incentive Plan. You should carefully read this Circular and decide how you wish to vote on the ordinary and special resolutions to be proposed at the General Meeting. The General Meeting, convened in terms of the notice incorporated in this Circular, will be held at Douglas Room, the Bryanston Country Club, 63 Bryanston Drive, Bryanston, Gauteng on Wednesday, 2 December 2015, commencing at 10:00.

1. IF YOU HAVE DEMATERIALIZED YOUR FREEDOM SHARES

1.1 Dematerialised Shareholders who have selected own-name registration

You are entitled to attend in person, or be represented by proxy, at the General Meeting. If you are unable to attend the General Meeting, but wish to be represented thereat, you must complete and return the attached form of proxy, in accordance with the instructions contained therein, to be received by the Transfer Secretaries, Computershare Investor Services Proprietary Limited, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107) by no later than 10:00 on Monday, 30 November 2015.

1.2 Dematerialised Shareholders who have not selected own-name registration

You are entitled to attend in person, or be represented by proxy, at the General Meeting. You must not, however, complete the attached form of proxy. You must advise your CSDP or broker timeously if you wish to attend, or be represented at, the General Meeting. If your CSDP or broker does not contact you, you are advised to contact your CSDP or broker and provide them with your voting instructions. If your CSDP or broker does not obtain instructions from you, they will be obliged to act in terms of custody agreement entered into between you and your CSDP or broker. If you wish to attend or be represented at the General Meeting, your CSDP or broker will be required to issue the necessary letter of representation to you to enable you to attend or to be represented at the General Meeting.

2. IF YOU HOLD CERTIFICATED FREEDOM SHARES

You are entitled to attend, or be represented by proxy, at the General Meeting. If you are unable to attend the General Meeting, but wish to be represented thereat, you must complete and return the attached form of proxy, in accordance with the instructions contained therein, to be received by the Transfer Secretaries, Computershare Investor Services Proprietary Limited, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107) by no later than 10:00 on Monday, 30 November 2015.

IMPORTANT DATES AND TIMES

The definitions and interpretations commencing on page 4 of this Circular apply to this "Important dates and times" section.

2015

Record date for Shareholders to be recorded in the register in order to receive the Circular and notice of General Meeting	Friday, 23 October
Circular and notice of General Meeting posted to Freedom Shareholders on	Wednesday, 4 November
Last day to trade to be eligible to vote at the General Meeting on	Friday, 20 November
Record date in relation to voting at the General Meeting on	Friday, 27 November
Forms of proxy for the General Meeting to be received by 10:00 on	Monday, 30 November
General Meeting of Freedom Shareholders at 10:00 on	Wednesday, 2 December
Results of the General Meeting released on SENS on	Wednesday, 2 December

Notes:

1. All dates and times shown in this Circular are South African dates and times.
2. The abovementioned dates and times are subject to amendment. Any such amendment will be announced on SENS and published in the South African press.

DEFINITIONS AND INTERPRETATIONS

In this Circular, unless otherwise stated, or the context otherwise indicates, the words in the first column below shall have the meaning stated in the second column, reference to the singular shall include the plural and *vice versa*, words denoting one gender shall include the other genders, a natural person includes a juristic person and *vice versa* and cognate expressions shall bear corresponding meanings.

“Acquisition Agreements”	the acquisition agreements concluded between the Company and the Trusts, dated 8 August 2013, together with addenda thereto, in terms whereof the Company, through Off Peak Props, acquired Kadoma Investments;
“Allocation”	an allocation amount calculated as a multiple of an Employee's salary approved by Remco on the recommendation of the Employer Company, awarded by an Employer Company to an Employee in terms of the LTIP Rules;
“Allocation Date”	the day on which an Allocation is awarded by an Employer Company to an Employee, as determined by Remco in terms of the LTIP Rules;
“Allocation Notice”	the notice delivered by an Employer Company to an Employee, notifying such Employee of an Allocation and setting out the terms of the Allocation in terms of the LTIP Rules;
“Announcements”	the announcements released by the Company on SENS on 11 August 2015 in respect of the Specific Issue and the adoption of the Freedom Long-Term Incentive Plan and 15 October 2015 advising Shareholders that the Christo Trust would not be part of the Specific Issue;
“Associate”	an “associate” as defined in the Listings Requirements;
“business day”	any day other than a Saturday, Sunday or public holiday officially recognised as such in South Africa;
“Christo Trust”	the Christo La Grange Gesins Trust (Master's reference number IT 82017/02);
“Circular”	this circular to Shareholders dated Wednesday, 4 November 2015, including the notice of General Meeting and form of proxy;
“common monetary area”	South Africa, the Republic of Namibia and the Kingdoms of Swaziland and Lesotho;
“Companies Act”	the Companies Act, No. 71 of 2008, as amended;
“Condition Precedent”	the condition precedent to the Trust Agreement as detailed in paragraph 2.3 of this Circular;
“Corporate Advisor” or “Base Capital”	Base Capital Proprietary Limited (Registration number 2002/008290/07), a private company incorporated in South Africa and the corporate advisor to Freedom;
“CSDP”	a central securities depository participant, accepted as a participant in terms of the Financial Markets Act, with whom a shareholder holds a dematerialised share account;
“dematerialisation”	the process by which certificated shares are converted into an electronic format as dematerialised shares and recorded in Freedom's uncertificated securities register administered by a CSDP;
“dematerialised shares”	shares that have been incorporated into the Strate system and which shares are no longer evidenced by physical document(s) of title;
“Directors” or “the Board”	the board of directors of Freedom, whose names appear on page 8 of this Circular;

“Dividends”	all distributions (excluding returns of “contributed tax capital” as defined in section 1 of the Income Tax Act) made by Freedom to its Shareholders, and shall include the market value of any capitalisation Shares issued to Shareholders on the date that the capitalisation Shares are delivered to Shareholders;
“Employee”	any person (including an executive director holding salaried employment or office but excluding a non-executive director) employed by an Employer Company who is eligible to participate in the LTIP;
“Employer Company”	the specific entity within the Group that employed the Participant in terms of the LTIP Rules;
“Exchange Control Regulations”	the Exchange Control Regulations 1961, as amended, issued in terms of section 9 of the Currency and Exchanges Act 1933, as amended;
“Financial Markets Act”	the Financial Markets Act, No.19 of 2012, as amended from time to time;
“Freedom” or “the Company”	Freedom Property Fund Limited (Registration number 2012/129186/06), a public company incorporated in South Africa;
“Freedom Group” or “Group”	Freedom and its subsidiaries;
“Freedom Shares” or “Shares”	ordinary shares with no par value in the share capital of Freedom;
“Freedom Long-Term Incentive Plan” or “Long-Term Incentive Plan” or “LTIP”	the Freedom Long-Term Incentive Plan, established in terms of the LTIP Rules;
“General Meeting”	the general meeting of Freedom Shareholders to be held at Douglas Room, the Bryanston Country Club, 63 Bryanston Drive, Bryanston, Gauteng on Wednesday, 2 December 2015, commencing at 10:00;
“Guarantee Shares”	Freedom Shares issued to the Christo Trust and the Lafras Trust in terms of and subject to the conditions set out in the Acquisition Agreements, which Shares are subject to certain special provisions providing the Trusts with a level of protection against adverse movements in the Freedom Share price;
“IAS”	International Accounting Standards;
“IFRS”	International Financial Reporting Standards;
“Ill-health”	a physical, mental or psychological condition, including a disability or a condition caused by an injury, diagnosed by a Medical Practitioner, which renders the Employee incapable of performing his duties in terms of his employment contract in terms of the LTIP Rules;
“Issue Price”	the price of R0.22 per Specific Issue Share, which is a premium of approximately 5% to the 30-day VWAP on the JSE at 7 August 2015;
“Income Tax Act”	the Income Tax Act, No. 58 of 1962, as amended;
“Independent Reporting Accountants and Auditors” or “RSM”	RSM South Africa (Practice number 900435), being the independent reporting accountants and auditors to Freedom;
“JSE”	JSE Limited (Registration number 2005/022939/06), a public company with limited liability incorporated in South Africa, licensed as an exchange under the Financial Markets Act;

“Kadoma Investments”	Kadoma Investments Proprietary Limited (Registration number 2008/000750/07) (which owns Steelpoort Industrial Park and Tweefontein Residential), a private company incorporated in South Africa and a wholly owned subsidiary of Off Peak Props;
“Lafras Trust”	the Lafras Joubert Familie Trust (Master’s reference number IT 2491/02);
“last practicable date”	the last practicable date prior to the finalisation of this Circular being Friday, 23 October 2015;
“Legal Advisor” or “Bowman Gilfillan”	Bowman Gilfillan Incorporated (Registration number 1998/021409/21), a limited liability professional services company incorporated in South Africa and the legal advisor to Freedom;
“listing”	the listing of Freedom in the “Real Estate – Real Estate Holding and Development” sector of the JSE under the abbreviated name “Freedom”, Share code: FDP, ISIN: ZAE000185260, on 12 June 2014;
“Listings Requirements”	the Listings Requirements of the JSE, as amended from time to time;
“LTIP Rules”	the rules of the Long-Term Incentive Plan, a summary of the salient terms of which are attached in Annexure 5;
“Medical Practitioner”	a person who is certified to diagnose and treat patients and who is registered with a professional council established by an Act of the South African Parliament or an equivalent body in a different country or jurisdiction;
“memorandum of incorporation”	the memorandum of incorporation of the Company;
“NAV”	net asset value;
“Off Peak Props”	Off Peak Props Proprietary Limited (Registration number 2012/169634/07), a private company incorporated in South Africa and a wholly owned subsidiary of Freedom, which owns Kadoma Investments;
“Participant”	an Employee that is awarded an Allocation in terms of the LTIP Rules and thereby becomes subject to the terms and conditions of the LTIP and shall include Employees who are no longer employed by an Employer Company but are entitled to continue to participate in the LTIP;
“Rand” or “R”	the South African Rand, the lawful currency of South Africa;
“Remco”	the Remuneration Committee of the Group or any person(s) to whom the powers of Remco in respect of the LTIP have been delegated, in terms of a policy approved by Remco, which persons do not hold any executive office within the Group;
“Remuneration Policy”	the Remuneration Policy of Freedom, determined by the Board on the recommendation of Remco and disclosed in Freedom’s integrated annual report;
“Retrenchment”	the termination of the employment of an Employee by virtue of the operational requirements of the Employer Company concerned in terms of the LTIP Rules;
“Salary”	a Participant’s annual guaranteed remuneration package before tax and excluding performance bonuses;
“SENS”	the Stock Exchange News Service of the JSE;
“Shareholders”	registered holders of Freedom Shares as reflected on the Freedom share register and the sub-register maintained by a CSDP or broker;
“South Africa”	the Republic of South Africa;

“Specific Issue”	the issue by Freedom of the Specific Issue Shares to the Lafras Trust in terms of the Trust Agreement in settlement of Guarantee Share obligations emanating from the Acquisition Agreements (read with the Trust Agreement);
“Specific Issue Share/s”	up to 108 900 000 Freedom Shares to be issued to the Lafras Trust in terms of the Specific Issue, subject to the Condition Precedent;
“Strate”	Strate Proprietary Limited (Registration number 1998/022242/07), a private company incorporated in South Africa and responsible for the electronic clearing and settlement system used by the JSE to settle trades;
“Tax”	includes all present and future taxes, charges, imposts, duties, levies, deductions, withholdings or fees of any kind whatsoever, or any amount payable on account of or as security for any of the forgoing, by whomsoever and whenever imposed, levied, collected, withheld or assessed, together with any penalties, additions, fines, surcharges or interest relating thereto;
“Transaction Sponsor” or “PSG”	PSG Capital Proprietary Limited (Registration number 2006/015817//07), a private company incorporated in South Africa;
“Transfer Secretaries” or “Computershare”	Computershare Investor Services Proprietary Limited (Registration number 2004/003647/07), a private company incorporated in South Africa and the transfer secretaries to Freedom;
“Trusts”	collectively the Christo Trust and the Lafras Trust;
“Trust Agreement”	the agreement concluded between the Company and the Lafras Trust which, subject to the fulfilment of the Condition Precedent, will give effect to the Specific Issue;
“Units”	the rights granted by the Remco to a Participant, which are used to determine the conditional benefit due to that Participant on the terms and subject to the conditions contained in the LTIP;
“VAT”	value added tax as defined in the Value Added Tax Act, No. 89 of 1991, as amended;
“Vesting Date”	the date determined by Remco and notified to the Participant in the Allocation Notice in terms of the LTIP Rules;
“Vesting Period”	the period which commences on the Allocation Date and terminates on the Vesting Date in terms of the LTIP Rules; and
“VWAP”	the volume-weighted average trading price of Freedom Shares.



FREEDOM

PROPERTY FUND

FREEDOM PROPERTY FUND LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 2012/129186/06)

Share code: **FDP** ISIN: **ZAE000185260**

("Freedom" or "the Company")

Directors

WB Stocks (*Interim Non-executive Chairman*)[‡]

NT Govender (*Chief Executive Officer*)

JF Pretorius (*Chief Financial Officer*)

SB Rule[#]

WH Rule[#]

BM Molefi[‡]

[#] *Non-executive*

[‡] *Independent, non-executive*

CIRCULAR TO FREEDOM SHAREHOLDERS

1. INTRODUCTION

The purpose of this Circular is to provide Freedom Shareholders with relevant information regarding the Specific Issue and the adoption of the Freedom Long-Term Incentive Plan and to convene a General Meeting of Shareholders to be held at Douglas Room, the Bryanston Country Club, 63 Bryanston Drive, Bryanston, Gauteng on Wednesday, 2 December 2015, commencing at 10:00, at which Shareholders will be requested to vote on the ordinary and special resolutions required to approve the Specific Issue, adopt the Freedom Long-Term Incentive Plan, as well as the special resolution and ordinary resolution referred to in paragraph 10 below, on the terms and conditions set out in this Circular.

1.1 Description of business and strategy

Freedom is a capital growth fund which was formed in 2012 and listed on the JSE main board on 12 June 2014. At the listing date Freedom retained a diverse portfolio of strategically acquired properties across all primary sectors of the industry, namely commercial, industrial and predominantly residential, which held a combined value of approximately R1.5 billion.

Freedom's strategic objectives, which have been formulated with the goal of unlocking and creating further shareholder value include:

- capitalising on the largely ungeared value in the Freedom property portfolio by securing reasonably priced debt funding, which will be utilised to develop a substantial portfolio of income generating assets. The Company's gearing relative to the net value of its property portfolio, is less than 10%;
- providing Shareholders with an opportunity to participate in significant capital growth opportunities, as opposed to investing in a Real Estate Investment Trust (REIT), property loan stock and property unit trust markets, which tend to focus on income distribution rather than capital growth;

- harnessing the extensive experience of Freedom's management team, as well as having access to the skills, expertise and market knowledge of selected vendors who hold a shareholding in Freedom pursuant to the acquisition agreements concluded with such vendors and who accordingly have a vested interest in developing the Freedom projects; and
- providing Shareholders the prospect of participating in a diverse portfolio of assets, with a strong weighting in residential properties, which are forecast to generate significant rental incomes as access for investors to the residential property industry in South Africa is limited.

The Freedom Group property portfolio, which can be viewed on the Company's website (www.freedompropertyfund.com), includes:

- three currently income yielding properties, including two industrial properties in Steelpoort and Stellenbosch (agreements to dispose of the Stellenbosch property have been concluded, as detailed in the SENS Announcement dated 11 August 2015) and the Wespark development in Kroonstad which consists of 16 existing tenanted units and a further 51 to be developed. The Steelpoort property is in the process of being expanded (as set-out in paragraph 1.2);
- three further commercial and industrial properties which are held for development, being Propmed (Kimberly), Tubatse Industrial (Burgersfort) and Sweet Waters (outside Heidelberg, adjacent to Tambo Springs); and
- 10 residential projects which are held for development and/or sale. The development of three projects are commencing in the short to medium term as highlighted in paragraph 1.2 below.

1.2 Freedom prospects

In implementing its strategy, Freedom's short to medium term prospects include:

Steelpoort Industrial

Steelpoort is a mining town in Limpopo Province's platinum belt experiencing rapid development with a number of new mines being established, making it prime industrial land to own. The scepticism that surrounds investing in the mining areas, due to the events that unfolded in Rustenburg, is justifiably allayed when considering that the mining dynamics of Steelpoort are of a different nature. Mining in this area is highly mechanised and has a primary focus on platinum and chrome production. The number of mines which have opened in the area over the past two to five years are testament to the fact that it is a growing area and is to be recognised as an area in which to invest.

In Steelpoort, Freedom has made the following progress to date:

- The Company has developed a further six industrial units, providing in excess of a further 6 306m² gross lettable area ("GLA").
- Freedom has, in answer to market demand, re-sized the units from large units to Midi units thus enabling the units to be tenanted immediately.
- Ancillary services have been provided, ensuring that tenants are satisfied and as a result entering into long term leases ensuring a steady income stream.
- Certain units have been expanded. An example is unit 1195, for which an additional 400m² of warehousing facility was created at a rental price of R65/m². This equates to an increased monthly rental R26 000 from this unit.

The current rental income ranges between R65/m² and R95/m² with corporate tenants such as Sasol, Weir Minerals and North Safety. Pieterse, Du Toit and Associates have prepared reports for submission to council on re-zoning the remaining six hectares for light industrial warehousing purposes. This will allow for the construction of a further 36 000m² of industrial warehousing.

Twefontein Residential

Twefontein Residential Estate is the residential component of the land owned by the Company in Steelpoort. Twefontein Residential will provide Freedom in excess of 4 000 residential development opportunities in the low to mid income market. Pieterse, Du Toit and Associates have initiated the higher density re-zoning application. This development is now planned in 12 phases and is expected to be completed by 2020.

The demand for residential units is currently between 15 000 and 20 000 and continually expanding due to new mines opening in the area. A major mining group operating in the area has expressed an interest in taking up 2 000 residential units immediately on completion. The demand by the existing mines in the area has far exceeded the supply and is currently evident by ongoing enquiries received. This demand will be further underpinned by new mines to be established in the area.

The agreement with Samancor, whose operations border Freedom's residential land, supports residential development, which inevitably makes this land highly valuable and sought after. Furthermore, there are no mineral rights or land claims registered against this property.

Montana (La Bonne Vie)

The proposed 90 sectional title residential units of either one, two or three bedroom units in Montana, Pretoria are highly accessible and adjacent to the well-known Kolonnade Shopping Centre and the Zambesi Country Estate. The three phase construction plan has commenced and is expected to be completed by April 2016.

Langebaan

The Langebaan Beach Resort, located in Langebaan in the Western Cape, is a mixed use development consisting of 312 022m² of zoned residential land, 426 982m² of unzoned residential land, 8 063m² of land zoned for commercial use and 21 688m² for institutional use. The proposed development in Langebaan, which borders on Saldanha, is extremely exciting for Freedom as Transnet has plans to spend R10 billion on the expansion of the harbour at Saldanha. This has led to several development opportunities in the commercial and residential sector. In phase 1 of its development, Freedom plans to develop 7 000m² of commercial space and negotiations have commenced with high profile tenants who have a national footprint. The development will commence on the successful conclusion of lease agreements.

Miami Village

The Miami Village, situated adjacent to Shelley Point in the St Helena Bay area in the Western Cape Province, is made up of 261 opportunities, consisting of 164 full title serviced stands and 97 sectional, bulk serviced stands. To date in excess of 130 sale agreements have been entered into. Significantly high market demand indicates that the balance of stands held will, in line with Freedom's strategy to maintain competitive disposal values, be sold off in the short term.

Gevonden

Gevonden comprises of 43 residential units in the medium level segment. It borders the urban edge in Stellenbosch, making it the last section of land in this very popular Western Cape town that can be developed. Stellenbosch has not been heavily affected by the economic crisis, as property development has continued at a very steady pace over the past few years. The demand can mainly be attributed to the steady population growth experienced in Stellenbosch and the rest of the Western Cape since 2010. Freedom is in final stages of concluding a development agreement with a local, successful developer.

General prospects

With the demand being high on most of Freedom's development land, the Company is continuously investigating innovative financing methods in order to proceed at a much faster pace than traditional institutional finance normally allows. Good progress has been made in this regard and Freedom anticipates initiating more of the developments on this basis.

2. THE SPECIFIC ISSUE

In terms of the Announcements, Freedom Shareholders were advised that Freedom has entered into the Trust Agreement, in terms of which the Company proposes, subject to certain conditions precedent, including Shareholder approval, to issue the Specific Issue Shares to the Lafras Trust, as set out in paragraph 2.1 below, representing approximately 10% of the Company's issued Ordinary Share capital, at an issue price of R0.22 per Specific Issue Share, as settlement of certain guarantee share obligations amounting to up to R23 958 000.

In terms of the SENS announcement dated 15 October 2015, Shareholders were advised that Freedom had entered into a new settlement agreement with the Christo Trust which would result in no shares being issued to the Christo Trust as initially contemplated in the announcement dated 11 August 2015. The agreement with the Christo Trust is however in line with the obligations contemplated in the Acquisition Agreements and subject to any regulatory, shareholder or other approvals being obtained, if required.

2.1 Terms of the Specific Issue

In terms of the Trust Agreement a total of up to 108 900 000 Specific Issue Shares will be issued to the Lafras Trust at a price of R0.22 per Specific Issue Share amounting to a value of R23 958 000 in settlement of Freedom's obligations to the Lafras Trust in respect of the Lafras Trust's Guarantee Shares.

It is recorded that the settlement obligation of R23 958 000 was calculated in respect of the 36 300 000 Guarantee Shares held by the Lafras Trust (in accordance with the formula and the terms set out in paragraph 2.2 below). Freedom has subsequently allowed the Lafras Trust to sell 8 566 667 Guarantee Shares (i.e. 23.6% of the Lafras Trust's Guarantee Shares) to conclude a separate funding arrangement with a third party. It has been agreed that the Lafras Trust's rights in respect of these Guarantee Shares will fall away, unless the Lafras Trust exercises a right it has with the third party to repurchase these shares within six months from 15 October 2015 ("Repurchase Arrangement"), in which event the Lafras Trust will be entitled to the full 108 900 000 Specific Issue Shares. In the event that the Lafras Trust does not buy back the 8 566 667 Guarantee Shares from the third party, the Specific Issue Shares will be reduced proportionately by 25 700 001 (being 23.6% of the total number of Specific Issue Shares) i.e. to 83 199 999.

Based on the above, the 108 900 000 Specific Issue Shares will be issued as follows:

- 83 199 999 Specific Issue Shares on approval of the Specific Issue by Shareholders in the General Meeting; and
- 25 700 001 Specific Issue Shares if the Lafras Trust buys back 8 566 667 Guarantee Shares sold to a third party, within six months of 15 October 2015 in terms of the Repurchase Arrangement.

The *pro forma* financial effects of the Specific Issue set out in paragraph 3 below, assumes that all 108 900 000 Specific Issue Shares will be issued by Freedom in terms of the Trust Agreement.

The Specific Issue Shares to be issued in terms of the Trust Agreement will be Freedom Shares, which is a class of shares of the Company already in issue. The Specific Issue Shares will, upon issue, rank *pari passu*, in all respects, with the existing Freedom Shares in issue.

In terms of the Trust Agreement, Freedom has given the Lafras Trust the warranties and representations that are usual in transactions of this nature.

The Issue Price represents a premium of approximately 5% to R0.21, being the 30-day VWAP of Freedom Shares traded on the JSE over the 30 days up to and including 7 August 2015, the last trading day prior to the Announcement.

2.2 Rationale for the Specific Issue

As set out in the Company's pre-listing statement dated 5 June 2014, Freedom, through its wholly-owned subsidiary Off Peak Props, acquired 100% of the issued share capital of Kadoma Investments from the Trusts, in exchange for the issue of Freedom Shares, which included a total of 125 900 000 Guarantee Shares, in terms of the Acquisition Agreements, of which the Lafras Trust was issued 36 300 000 Guarantee Shares. The Acquisition Agreements provided that Freedom will be obliged to top-up the value of Guarantee Shares sold below R1.00 during the first financial year from the date of Freedom's listing on 12 June 2014, in terms of the formula set out below:

If, on the first anniversary of the listing date, the VWAP of the Guarantee Shares traded for cash is less than R1.00 ("Reference Price") (i.e. that on average the sale of the Guarantee Shares is less than R1.00), Freedom will pay the Trusts an amount calculated in accordance with the following formula ("Purchase Price Top Up"):

Formula for the Christo Trust	Formula for the Lafras Trust
$P = 67\,000\,000 \times (RP - V)$	$P = 33\,000\,000 \times (RP - V)$

Where

P = Purchase Price Top Up

RP = The Reference Price; and

V = The VWAP

If a Purchase Price Top Up is payable to the vendors, it will make payments in monthly cash instalments commencing at the end of the month in which the first anniversary of the listing date occurs as follows:

- R750 000 per month to the Christo Trust; and
- R250 000 per month to the Lafras Trust.

As no Guarantee Shares were sold during the year ending 12 June 2015, Freedom has reached an agreement with the Lafras Trust that the value of Freedom's obligation in relation to the Guarantee Shares would effectively total R23 958 000 in terms of the Trust Agreement.

In terms of the Acquisition Agreements, the value of the obligations of Freedom under the top-up on the Guarantee Shares, as set out above, would amount to a payment of R250 000 per month to the Lafras Trust. The Trust Agreement allows for the full and final settlement of obligations of Freedom to the Lafras Trust, by way of the issue of the Specific Issue Shares. As Freedom requires its cash flow and financial resources to develop its extensive portfolio of properties, the Company and its Board are fully supportive of the Specific Issue.

2.3 Conditions precedent in respect of the Specific Issue

In terms of the Trust Agreement, the Specific Issue is subject to the fulfilment, by no later than 17:00 on 15 December 2015, of the following Condition Precedent:

- That all the required approvals, including shareholder approval, as set out in more detail in paragraph 2.4 below, be obtained.

2.4 Approvals required for the Specific Issue

2.4.1 While the Lafras Trust is not a material Shareholder or related party, the Company does not currently have a general authority to issue Freedom Shares for cash and is therefore proceeding in terms of the Listings Requirements relating to the specific issue of shares for cash. The Specific Issue will not be issued to the Lafras Trust at a discount to the relevant 30-day VWAP and consequently the Board is not required to provide an opinion from an independent expert confirming that the Specific Issue is fair insofar as Shareholders of Freedom are concerned.

2.4.2 The Specific Issue is subject to the following approvals:

2.4.2.1 an ordinary resolution, relating to the Specific Issue, passed by at least 75% of Shareholders present or represented by proxy and entitled to vote at the General Meeting, authorising the Specific Issue in terms of the Listings Requirements; and

2.4.2.2 the approvals of all relevant regulatory bodies, including any approvals required in terms of the Listings Requirements in respect of the Specific Issue.

2.4.3 The Lafras Trust, and its Associates, will be precluded from voting at the General Meeting on the resolutions in relation to the Specific Issue to the extent that they hold Freedom Shares.

3. **PRO FORMA FINANCIAL EFFECTS**

The table below illustrates the *pro forma* financial effects of the Specific Issue based on the published results for the year ended 28 February 2015. The preparation of the *pro forma* financial effects is the responsibility of the Directors of Freedom. The *pro forma* financial effects have been prepared for illustrative purposes only to provide information on how the Specific Issue may have impacted Freedom's results and financial position and, due to the nature thereof, may not give a fair reflection of Freedom's results and financial position. The reporting accountants' limited assurance report on the financial effects is set out in Annexure 3 to this Circular.

The *pro forma* financial information has been compiled using accounting policies that comply with IFRS and that are consistent with those applied in the audited consolidated annual financial statements of Freedom for the year ended 28 February 2015. These figures are not audited in themselves. The *pro forma* figures are presented in a manner consistent with both the format and accounting policies adopted in the historical financial information and adjustments have been quantified on the same basis as would normally be calculated in preparing financial statements.

The *pro forma* consolidated statement of comprehensive income and statement of financial position, after the transactions, are set out in Annexure 2 to this Circular.

PRO FORMA FINANCIAL EFFECTS						
	Audited results	Post audited results event	Before the Specific Issue	Specific Issue	After the Specific issue	Change %
Gross number of shares in issue	1 027 029 031	33 500 000	1 060 529 031	108 900 000	1 169 429 031	10
Weighted average number of shares in issue	889 037 602	33 500 000	922 537 602	108 900 000	1 031 437 602	12
Basic and diluted earnings per share (cents)	58.61	(2.13)	56.48	(8.29)	48.20	(15)
Headline and diluted earnings per share (cents)	1.49	(0.05)	1.44	(0.22)	1.22	(15)
Net asset value per share (cents)	130.45	(3.49)	126.96	(11.88)	115.08	(9)
Net tangible asset value per share (cents)	130.45	(3.49)	126.96	(11.88)	115.08	(9)

Notes and assumptions:

1. The *pro forma* Statement of Comprehensive Income figures illustrate the possible financial effects as if the Specific Issue had taken place on 1 March 2014.
2. The *pro forma* Statement of Financial Position figures have been based on the assumption that the Specific Issue had taken place on 28 February 2015.
3. The "Audited Results" column is based on the published audited financial information of Freedom for the year ended 28 February 2015.
4. The "Post Audited Results Event" column reflects the acquisition by Freedom through K2015058931 Proprietary Limited (a wholly owned subsidiary of Freedom) of a 10% interest in Sunset Bonsmara Proprietary Limited for R7 700 000 by way of the issue and allotment of 33 500 000 new Freedom Shares at R0.20 per share on 26 August 2015 and a cash portion of R1 000 000 i.e. post the financial year ended 28 February 2015.
5. The "Specific Issue" column relates to the issue of the Specific Issue Shares, being up to 108 900 000 Freedom Shares, for cash at a price of R0.22 per Specific Issue Share, representing a 5% premium to the 30-day VWAP of Freedom Shares traded on the exchange operated by the JSE over the 30 days up to and including 7 August 2015, being the last trading day prior to the Announcement.
6. The "After Specific Issue" column indicates the *pro forma* financial information of the Specific Issue.
7. Once-off transaction costs of R700 000 have been estimated to be incurred in respect of the Specific Issue, as set out in paragraph 6. These exclude VAT and have been assumed to be non-tax deductible. The costs will be expensed in the statement of comprehensive income.

4. FREEDOM LONG-TERM INCENTIVE PLAN

4.1 Introduction and objective

The executive remuneration policy is designed with both fixed and variable components, being guaranteed remuneration and performance-based variable pay that has both a short-term cash component and long-term remuneration component. Total remuneration is reviewed on an ongoing basis to ensure that relative remuneration is market-related and aligned to the attainment of the Company's objectives. The Board has long recognised the need for significant management and employee ownership participation within the Freedom Group and believes that the Group's success is related to the excellence and long-term dedication of its people.

The object and purpose of the Long-Term Incentive Plan is to:

- incentivise the Group's top executive team to meet strategic long-term objectives that will help deliver value to Shareholders;
- achieve alignment between the Participants' remuneration and the interests of the Shareholders of Freedom; and
- act as an attraction and retention mechanism in a market where highly skilled people are in high demand.

Shareholders are referred to the salient features of the Long-Term Incentive Plan which are set out in Annexure 5 to this Circular for further details.

4.2 JSE approval

The rules governing the Long-Term Incentive Plan has been submitted to and approved by the JSE.

4.3 Opinion and recommendation

The Directors have considered the rules of the Long-Term Incentive Plan and are of the opinion that the adoption of the Long-Term Incentive Plan is in the best interest of the Company and its Shareholders. Accordingly, the Board recommends that Shareholders vote in favour of the resolutions required to effect the adoption of the Long-Term Incentive Plan.

5. SHARE CAPITAL INFORMATION

5.1 Authorised and issued share capital of Freedom

The authorised and issued share capital of Freedom before and after the implementation of the Specific Issue, is set out in the table below:

	R'000
BEFORE THE SPECIFIC ISSUE	
Authorised	
1 500 000 000 ordinary shares of no par value ¹	
Issued	
1 060 529 031 ordinary shares of no par value ^{2 and 3}	
Stated capital	830 031
AFTER THE SPECIFIC ISSUE	
Authorised	
1 500 000 000 ordinary shares of no par value	
Issued	
1 169 429 031 ordinary shares of no par value ^{2 and 3}	
Stated capital ³	853 989

- All Freedom Shares rank equally and each share carries equal voting rights. No other classes of shares have been authorised or issued.
- Includes the only change to Freedom's share capital in the period since Freedom listed on 12 June 2014 to the date of this Circular, being the approval for the issue of 33 500 000 new Freedom Shares at R0.20 per share on 26 August 2015 for the acquisition of a 10% interest in Sunset Bonsmara Proprietary Limited (as set out in Annexure 2). This transaction was not material in size and was not required to be announced in terms of the Listings Requirements.
- Includes 58 746 000 treasury shares currently held by the Freedom Group. 46 746 000 Freedom Shares are held by its wholly owned subsidiary Zambesa Investments Proprietary Limited.
- Stated capital includes the allotment of the Specific Issue Shares at the Issue Price i.e. R23 958 000 (as set out in 2.1).

As at 28 February 2015 Freedom had 73.9% of its Shares held by over 800 public Shareholders.

5.2 Major Shareholders of Freedom

The major Shareholders of Freedom who, as at the last practicable date prior to the date of issue of this Circular, were beneficially interested in, directly or indirectly, 5% or more of the issued share capital of the Company, are set out below:

Shareholder	Shareholding	%
The Christo Trust	172 501 900	16.27
Dr Izak Johannes Botha ¹	79 579 425	7.50
The Lafras Trust ²	27 668 223	2.61
Total	279 749 548	26.38

- Dr Botha holds 70 157 000 Freedom Shares through Magnolia Ridge Properties Proprietary Limited.
- Included for illustrative purposes as after the Specific Issue the Lafras Trust will hold more than 5% of Freedom's issued share capital, as set out in the table below.

After the Specific Issue, the following Shareholders will own 5% or more of the issued share capital of Freedom:

Shareholder	Shareholding	%
The Christo Trust	172 501 900	14.75
The Lafras Trust	136 568 223	11.68
Dr Izak Johannes Botha	79 579 425	6.80
Total	388 649 548	33.23

6. COSTS

There have been no preliminary expenses incurred by Freedom in the three years immediately preceding the date of this Circular. The estimated costs of producing this Circular, which costs shall be borne by the Company, are approximately R700 000, excluding VAT. This amount is broken down as follows:

Name	Rand
PSG Capital – Transaction Sponsor	25 000
RSM – Reporting Accountant	75 000
Base Capital – Corporate Advisor	175 000
Bowman Gilfillan – Legal Advisor	150 000
JSE documentation fee	20 545
JSE Listing fee	75 407
Printing	150 000
Miscellaneous and contingencies	29 048
Total	700 000

7. MATERIAL CHANGES

As at the last practicable date, there have been no material changes in the financial or trading position of Freedom since the publication of Freedom's audited results for the year ended 28 February 2015.

8. LITIGATION

The Directors of Freedom are not aware of any legal or arbitration proceedings (including any such proceedings that are pending or threatened), involving the Freedom Group which may have, or have had, a material effect on the Group's financial position during the last 12 months preceding the date of this Circular.

9. ADVISORS' CONSENTS

Each of the Corporate Advisor, Transaction Sponsor, Legal Advisor, Independent Reporting Accountants and Auditors, Company Secretary and Transfer Secretaries have consented in writing to act in the capacities stated and to their names being stated in this Circular and has not withdrawn such consents prior to the publication of this Circular.

The Independent Reporting Accountants and Auditors have consented to the inclusion of their report in the form and context in which it is included in this Circular (as set out in Annexure 3) and has not withdrawn such consents prior to the publication of this Circular.

10. SHAREHOLDER APPROVAL

The prospects of Freedom as set out in clause 1.2 are achievable and present significant growth opportunities for the Company and its stakeholders. The ability to capitalise on and optimise the project opportunities owned by Freedom is largely dependent on management's ability to leverage off the existing value in the Freedom property portfolio.

As each of Freedom's development projects are owned in separate wholly-owned subsidiaries within the Group, raising the necessary capital will require that the Company provides the assets owned by these subsidiaries as collateral/security to funding institutions, or itself provides security to facilitate funding of these subsidiaries (or *vice versa*). In terms of the Companies Act, any intra-group financial assistance (whether in the form of intra-group loans or guarantees or other security) requires shareholder approval in the form of a special resolution approving such funding (which approval is valid for two years). This is a standard approval which most listed companies obtain at their Annual General Meeting; without such approval it will be very difficult for Freedom to procure appropriate funding for its projects.

Furthermore, Freedom requires the ability to be able to issue new ordinary shares for cash which will provide access to new capital which can be utilised and leveraged within the projects to raise further debt capital to be applied to the development of prime land owned by the Group.

In order to facilitate the raising of new capital to implement the Company's primary growth objectives, it is critical that the assets within the Company can be utilised effectively to develop its prime property assets and the following resolutions, as set out more fully in the notice to shareholders on page 32 are being tabled for shareholder approval:

- Special Resolution Number 1: Inter-company financial assistance
- Ordinary Resolution Number 3: General authority to issue ordinary shares for cash

11. **GENERAL MEETING**

A General Meeting of Freedom Shareholders will be held at Douglas Room, the Bryanston Country Club, 63 Bryanston Drive, Bryanston, Gauteng on Wednesday, 2 December 2015, commencing at 10:00, to consider the ordinary and special resolutions required to effect the Specific Issue, adopt the Freedom Long-Term Incentive Plan, as well as the special resolution and ordinary resolution referred to in paragraph 10 above. A notice convening the General Meeting is attached to and forms part of this Circular.

12. **DIRECTORS' RESPONSIBILITY STATEMENT**

The Directors of Freedom, whose names appear on page 8 of this Circular accept, collectively and individually, full responsibility for the accuracy of the information given in this Circular 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 this Circular contains all information required by law and the Listings Requirements.

13. **DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of this Circular will be available in English, along with the following documents, or copies thereof, which will be available for inspection, during normal business hours at the registered office of Freedom, from the date of this Circular up to and including the date of the General Meeting:

- the Memorandum of Incorporation of Freedom and its subsidiaries;
- The audited financial statements for the Company and the Group for the years ended 28 February 2014 and 2015;
- the written consents of the appointed professional advisors as set out in paragraph 9 above;
- the signed Reporting Accountants' report on the *pro forma* financial information on the transactions as set out in Annexure 3 to this Circular;
- the rules of the Freedom Long-Term Incentive Plan, as amended;
- signed copies of the Trust Agreement concluded between Freedom and the Lafras Trust;
- the latest independent valuations of all properties owned within the Freedom Group; and
- a signed copy of this Circular.

Signed on behalf of all of the Directors of Freedom in terms of powers of attorney granted to them on 27 October 2015.

NT Govender
Chief Executive Officer

JF Pretorius
Chief Financial Officer

who warrant that they are duly authorised thereto.

Johannesburg

INFORMATION RELATING TO DIRECTORS AND MANAGEMENT

1. DIRECTORS AND MANAGEMENT OF FREEDOM

The full names, ages, qualifications, business addresses and functions of the Directors and executive management, who are all South Africa citizens, are set out below:

Name	Business address	Function
Wayne Brian Stocks (39) CA(SA)	8 Duckitt Avenue, Constantia, Cape Town, 7806	Interim Independent Non-Executive Chairman
Nagendra Tyrone Govender (45) BCom	24 Peter Place, Lyme Park Bryanston, Sandton, 2021	Chief Executive Officer
Jan Francois Pretorius (54) CA(SA)	24 Peter Place, Lyme Park Bryanston, Sandton, 2021	Chief Financial Officer
Sean Barry Rule (37) B Bus.Sci	75 Pretoria Avenue, Athol Sandton, 2196	Non-Executive Director
William Henry Rule (65)	3 Edgemere Close, Elfindale Cape Town, 7945	Non-Executive Director
Boetie Moses Molefi (57)	Ground Floor Harrow Court III Isle of Houghton Corner Boundary and Carse 'O Gawrie, Parktown, 2193	Independent Non-Executive Director
Gerhard Erasmus (47) HDip Tax	20 Krige Street, Stellenbosch, 7600	Property Development Executive
Miguel Viana Rodrigues (31)	24 Peter Place, Lyme Park Bryanston, Sandton, 2021	Asset Management Executive

Nagendra Tyrone Govender is the sole director for each of the subsidiaries within the Freedom Group. Freedom Group has not entered in any limited partnerships to perform activities outside the Freedom Group.

2. ABRIDGED CURRICULUM VITAE OF DIRECTORS AND MANAGEMENT

2.1 Wayne Brian Stocks (Wayne) – Interim Independent Non-Executive Chairman

Wayne is a registered chartered accountant. He previously held several finance and commercial positions in BHP London and the USA, and was a senior analyst for Petroleum and Gas Exploration and Business development globally. He previously worked independently with Sun International on prospective developments. He has served as a Financial Director for one of the top Middle East Master Developers based in Dubai, managing a property development portfolio in excess of US\$5 billion. He also headed the African business of a Russian-South African private equity and advisory focussing mainly in the mining and resource sectors. He was a founder and previous president of a USA-based gas-to-liquids (GTL) business focussed on commercialising small-scale GTL plants using proprietary technology and strategic relationships.

2.2 Nagendra Tyrone Govender (Tyrone) – Chief Executive Officer

Tyrone has over 18 years of commercial and listed property experience. He left Growthpoint in 2009 to pursue his own business interests. He is a previous Executive Director of Growthpoint where he was responsible for a portfolio of over R8 billion and some of South Africa's largest corporate property transactions. He was previously Executive Director of Metboard Properties Limited, a property loan stock company listed on the JSE, prior to implementing the Scheme of Arrangement with Growthpoint. Prior to joining Growthpoint, Tyrone was an Executive at Investec Property Group,

a division of Investec Bank Limited, responsible for Asset Management of the Industrial Portfolios and part of the original executive team when Growthpoint became independent from Investec. Prior to joining Investec, Tyrone was at JHI Real Estate, responsible for the Asset Management role of two property unit trusts listed on the JSE, namely, Capital and Centrecity Property Funds.

2.3 **Jan Francois Pretorius (Franky) – Chief Financial Officer**

Franky qualified as a Chartered Accountant (SA) in 1990, completed his articles with KPMG and left KPMG as a senior manager. He also spent time with Arthur Andersen as a director. More recently he was a founder member of Freedom and worked as a consultant in a variety of fields and has now joined the Company full time.

2.4 **Sean Barry Rule (Sean) – Non-Executive Director**

Sean is the founder of Oriana Capital and an experienced investment banker, the vast majority of which was in Mergers and Acquisitions with Standard Bank. He has an extensive network in the banking and finance fields, and has been part of the execution teams for many of South Africa's landmark M&A transactions, both local and cross-border, having advised on approximately R75 billion worth of corporate transactions.

2.5 **William Henry Rule (Billy) – Non-Executive Director**

Billy has extensive experience as a director in the financial services, food services, retail and industrial industries. His previous directorships include PSG Group Limited, PSG Investment Bank, Spur Corporation Limited, Diskom stores and Reall Cosmetics. Billy was also one of the founding members of Siphumelele Investments, a pioneering black economic empowered company established in 1995, with a shareholder base representing in excess of 150 000 black people.

2.6 **Boetie Moses Molefi (Moss) – Independent Non-Executive Director**

Moss established Molefi Properties in 2005 and has been instrumental in securing and implementing a number of successful property developments, including the Chris Hani Mall shopping complex in Vosloorus with McCormick Property Development and Longwalk Properties. Prior to establishing Molefi Properties, Moss had extensive experience in the property and construction industries having served as Managing Director of Nare Construction Propriety Limited, one of the largest black-owned and managed construction companies in South Africa. He served as Vice President of South African Residential Developers Association (SARDA), Vice Chairman of Gauteng's Provincial Board (GPHB), and a member of Anglo American's Land Committee. Moss was previously the Executive Chairman of Imbokodvo Lemablabala Holding which holds a 13.2% shareholding in Siquhubeka Forestry. Moss has held board positions on Mondi SA Limited and the Fukamela Incubator Fund. Moss has completed the Property Development Programme of the South African Property Owners' Association (SAPOA), the Anglovaal Executive Development Programme (EDP) at UCT and the Negotiation Dynamics Programme (NDP) at Wits Business School.

2.7 **Johannes Gerhardus Erasmus (Gerhard) – Property Development Executive**

Gerhard is a qualified professional with many years of experience in various transactions, business structures and property developments. Gerhard's responsibility at Freedom is to drive and optimise the development of Freedom's projects. Gerhard started his career in the financial sector at Absa Bank and in 1999, he was appointed as a regional manager at same and was jointly responsible for sales in the Free State region. In 2001 he started his own business specialising in structured finance, focusing primarily on the property sector. Gerhard took up a position as a tax practitioner at a well-known audit firm in Bloemfontein and went on to be appointed as a partner in the firm. Gerhard started his own business specialising in structured finance, focusing primarily on the property sector. Since 2003, he has become more involved in real estate development and has since built up a large portfolio of properties which have been sold to Freedom.

2.8 **Miguel Viana Rodrigues (Miguel) – Asset Management Executive**

Miguel started out with his tertiary studies in electrical engineering and to date holds quite a diverse set of qualifications, skills and experience. He initially worked in an electronic production environment and then became involved with marine communications equipment and, later on, high-accuracy differential GPS systems for surveying applications, running a regionally based office in Durban and then relocated to Johannesburg where he gained further exposure into

satellite tracking, being operationally responsible for the start-up of a new subsidiary business. The next big step was to join a start-up of a small facility management business and a completely new industry and profession, namely, facilities management, where he could integrate multiple disciplines which gave him the diversity that he had been looking for. The client base included government, corporate and private sector clients whom property management services such as building maintenance, occupational health and safety, tenant installations and project management of small building additions and take-backs were provided. This has given him valuable insight into most of the major property and facility management firms in South Africa.

As set out in Freedom's pre-listing statement dated 5 June 2014, the Company was founded by the PDF Trust (Registration number IT745/12) in 2012. As previous beneficiaries of the PDF Trust, NT Govender, JF Pretorius and SB Rule (all board members), as well as JG Erasmus (Property Development Executive) are members of the board and/or executive management team as set out above.

3. DIRECTORS' INTEREST IN FREEDOM

As at the last practicable date the following Directors held Shares in the Company:

	Beneficial		Total	Total %
	Direct	Indirect		
Executive				
Nagendra Tyrone Govender	12 757 773	–	12 757 773	1.2
Jan Francois Pretorius	161 824	1 948 893	2 110 717	0.2
Non-executive				
Boetie Moses Molefi	–	–	–	–
William Henry Rule	–	–	–	–
Sean Barry Rule	–	20 100 000	20 100 000	1.9
Wayne Brian Stocks	–	–	–	–
Total	12 919 597	22 048 893	34 968 490	3.3

There have been no changes to the Directors' interests in Freedom Shares between the end of the preceding financial year and the date of this Circular.

4. DIRECTORS' INTERESTS IN THE TRANSACTIONS

None of the Directors of Freedom have any material, direct or indirect, interest in the Specific Issue or any other transactions which were effected by Freedom during the current or immediately preceding financial year, or which were effected at any time and remain in any respect outstanding or unperformed.

The Directors who are Participants in the Freedom Long-Term Incentive Plan have a direct interest in the adoption of the Long-Term Incentive Plan as set out in Annexure 5 of this Circular.

5. **DIRECTORS' SERVICE CONTRACTS, REMUNERATION AND TERM OF OFFICE**

Other than NT Govender and JF Pretorius, there are no formal employment or service contracts in place with the Directors and their appointment, term of office and remuneration are governed by the memorandum of incorporation of the Company, the Companies Act and the Listings Requirements.

Other than as a result of the adoption of the Freedom Long-Term Incentive Plan as set out in paragraph 4 of the Circular and proposed in ordinary resolution number 2 of the notice of General Meeting, there will be no variance of the remuneration of the Directors in consequence of the transactions.

Since the Company listed on 12 June 2014, the following changes to the Board have taken place:

- PE Burton (appointed 24 October 2013) resigned effective 31 August 2015;
- WB Stocks was appointed as Interim Independent Non-executive Chairman of the Board effective 1 September 2015 until the next Board meeting to be held in November 2015 when a permanent appointment will be made;
- RD Eaton (appointed 24 October 2013) was not re-elected to the Board during the Annual General Meeting held on 28 August 2015; and
- NM Phosa (appointed 11 May 2015) resigned effective 12 May 2015.

PRO FORMA FINANCIAL INFORMATION OF FREEDOM

The *pro forma* statement of comprehensive income and statement of financial position have been presented for illustrative purposes only to provide information on how the transaction may have impacted on Freedom's results and financial position and, due to the nature thereof, may not give a fair reflection of Freedom's results, financial position and changes in equity after the transactions. It has been assumed for purposes of the *pro forma* financial information that the transaction took place with effect from 1 March 2014 for statement of comprehensive income purposes and 28 February 2015 for statement of financial position purposes. The Directors of Freedom are responsible for the preparation of the *pro forma* statement of comprehensive income and statement of financial position.

The reporting accountants' report on the *pro forma* statement of comprehensive income and statement of financial position is set out in Annexure 3 to this Circular.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION¹

	Audited results	Post audited results event	Before the Specific Issue	Specific Issue	After the Specific Issue	Notes
	R'000	R'000	R'000	R'000	R'000	
ASSETS						
Non-current assets						
Investment property	1 556 382	–	1 556 382	–	1 556 382	
Property, plant and equipment	1 138	–	1 138	–	1 138	
Deferred tax	851	–	851	–	851	
Operating lease asset	1 086	–	1 086	–	1 086	
Other Investments	2 433	7 700	10 133	–	10 133	4
	1 561 890	7 700	1 569 590	–	1 569 590	4
Current assets						
Inventories	87 694	–	87 694	–	87 694	
Trade and other receivables	54 325	–	54 325	–	54 325	
Cash and cash equivalents	1 337	(1 000)	337	–	337	4
	143 356	(1 000)	142 356	–	142 356	
Total assets	1 705 246	6 700	1 711 946	–	1 711 946	
EQUITY AND LIABILITIES						
Equity						
Stated capital	823 331	6 700	830 031	23 958	853 989	4 and 6
Retained income (accumulated loss)	516 405	–	516 405	(24 658)	491 747	5 & 9
	1 339 736	6 700	1 346 436	(700)	1 345 736	
Liabilities						
Non-current liabilities						
Other financial liabilities	82 291	–	82 291	–	82 291	
Deferred tax	245 620	–	245 620	–	245 620	
	327 911	–	327 911	–	327 911	
Current liabilities						
Other financial liabilities	3 143	–	3 143	–	3 143	
Current tax payable	5 385	–	5 385	–	5 385	
Trade and other payables	19 883	–	19 883	–	19 883	
Bank overdraft	9 188	–	9 188	700	9 888	9
	37 599	–	37 599	700	38 299	
Total liabilities	365 510	–	365 510	700	366 210	
Total equities and liabilities	1 705 246	–	1 711 946	–	1 711 946	

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME²

	Audited results	Post audited results event	Before the Specific Issue	Specific Issue	After the Specific Issue	Notes
	R'000	R'000	R'000	R'000	R'000	
Revenue	42 779	–	42 779	–	42 779	
Cost of sales	(9 414)	–	(9 414)	–	(9 414)	
Gross profit	33 365	–	33 365	–	33 365	
Other income	17 898	–	17 898	–	17 898	
Operating expenses	(26 868)	–	(26 868)	(700)	(27 568)	
Operating profit/(loss)	24 395	–	24 395	(700)	23 695	
Finance income	32	–	32	–	32	
Fair value adjustment	235 805	–	235 805	–	235 805	
Gain on bargain purchase	314 195	–	314 195	(23 958)	290 237	5
Finance costs	(4 436)	–	(4 436)	–	(4 436)	
Profit/(Loss) before taxation	569 991	–	569 991	(24 658)	545 333	5 and 9
Taxation	(48 927)	–	(48 927)	–	(48 927)	
Total comprehensive income/(loss) for the year	521 064	–	521 064	(24 658)	496 406	5

HEADLINE AND DILUTE HEADLINE EARNINGS PER SHARE

	Audited results	Post audited results event	Before the Specific Issue	Specific Issue	After the Specific Issue	Notes
	R'000	R'000	R'000	R'000	R'000	
Total comprehensive income	521 064	–	521 064	(24 658)	496 406	5 and 9
Fair value adjustment	(235 805)	–	(235 805)	–	(235 805)	
Gain on bargain purchase	(314 195)	–	(314 195)	23 958	(290 237)	5
Gain on disposal of subsidiary	(3 589)	–	(3 589)	–	(3 589)	
Profit on sale of investment property	(340)	–	(340)	–	(340)	
Tax effect of fair value adjustments	46 137	–	46 137	–	46 137	
Headline earnings	13 272	–	13 272	(700)	12 572	

PRO FORMA FINANCIAL EFFECTS

	Audited results	Post audited results event	Before the Specific Issue	Specific Issue	After the Specific Issue	Change %	Note
Gross number of shares in issue	1 027 029 031	33 500 000	1 060 529 031	108 900 000	1 169 429 031	10	4 and 5
Weighted average number of shares in issue	889 037 602	33 500 000	922 537 602	108 900 000	1 031 437 602	12	4 and 5
Basic and diluted earnings per share (cents)	58.61	(2.13)	56.48	(8.29)	48.20	(15)	
Headline and diluted earnings per share (cents)	1.49	(0.05)	1.44	(0.22)	1.22	(15)	
Net asset value per share (cents)	130.45	(3.49)	126.96	(11.88)	115.08	(9)	
Net tangible asset value per share (cents)	130.45	(3.49)	126.96	(11.88)	115.08	(9)	

Notes and assumptions:

1. The *pro forma* Statement of Financial Position figures have been based on the assumption that the Specific Issue had taken place on 28 February 2015.
2. The *pro forma* Statement of Comprehensive Income figures illustrate the possible financial effects as if the Specific Issue had taken place on 1 March 2014.
3. The "Audited Results" column is based on the published audited financial information of Freedom for the year ended 28 February 2015.
4. The "Post Audited Results Event" column reflects the acquisition by Freedom through K2015058931 Proprietary Limited (a wholly owned subsidiary of Freedom) of a 10% interest in Sunset Bonsmara Proprietary Limited for R7 700 000 by way of the issue and allotment of 33 500 000 new Freedom Shares at R0.20 per share on 26 August 2015 and a cash portion of R1 000 000 i.e. post the financial year ended 28 February 2015.
5. The Specific Issue has a direct effect on the *pro forma* Statement of Financial Position and *pro forma* Statement of Comprehensive Income by reducing the "Gain on bargain purchase" on the acquisition of Kadoma Investments by R23 958 000 (being the total value of up to R108 900 000 Specific Issue Shares at R0.22 per share), but does not result in the flow of any new cash into the Freedom Group. The settlement of the Guarantee Shares was not accounted for as a liability at 28 February 2015 as new settlement agreements were being renegotiated with the Trusts and were only finalised and signed after the annual financial statements of Freedom had been issued. The Specific Issue is still subject to Shareholder approval (Special Resolution). Given the uncertainty of the matter it was disclosed as a contingent liability as at 28 February 2015.
6. Stated capital "After the Specific Issue" is increased by the allotment and issue of up to 108 900 000 Specific Issue Shares at R0.22 each i.e. a total of R23 958 000.
7. The "Specific Issue" column relates to the issue of the Specific Issue Shares, being up to 108 900 000 new Freedom Shares for cash at a price of R0.22 per Specific Issue Share, representing a 5% premium to the 30-day VWAP of Freedom Shares traded on the exchange operated by the JSE over the 30 days up to and including 7 August 2015, being the last trading day prior to the announcement.
8. The "After Specific Issue" column indicates the *pro forma* financial information of the Specific Issue.
9. Once-off transaction costs of R700 000 have been estimated to be incurred in respect of the Specific Issue, as set out in paragraph 6. These exclude VAT and have been assumed to be non-tax deductible. The costs will be expensed in the statement of comprehensive income.

REPORTING ACCOUNTANTS' REPORT ON *PRO FORMA* FINANCIAL INFORMATION

The Directors
Freedom Property Fund Limited
24 Peter Place
Lyme Park
Bryanston
2021

INDEPENDENT REPORTING ACCOUNTANTS' LIMITED ASSURANCE REPORT ON THE *PRO FORMA* FINANCIAL INFORMATION OF FREEDOM PROPERTY FUND LIMITED

We have completed our assurance engagement to report on the compilation of *pro forma* financial information of Freedom Property Fund Limited by the Directors. The *pro forma* financial information, as set out in paragraph 3 and Annexure 2 of the Circular, consists of the Pro forma Statement of Financial Position, the Statement of Comprehensive Income and related notes. The *pro forma* financial information has been compiled on the basis of the applicable criteria specified in the JSE Listings Requirements.

The *pro forma* financial information has been compiled by the Directors to illustrate the impact of the corporate action, described as the Specific Issue on the company's financial position as at 28 February 2015, and the company's financial performance for the period then ended, as if the corporate action or event had taken place at 28 February 2015 and for the period then ended. As part of this process, information about the company's financial position and financial performance has been extracted by the Directors from the company's financial statements for the year ended 28 February 2015, on which an unqualified auditor's report was issued on 27 July 2015.

Directors' responsibility for the *pro forma* financial information

The Directors are responsible for compiling the *pro forma* financial information on the basis of the applicable criteria specified in the JSE Listings Requirements and described in paragraph 3 and Annexure 2.

Reporting accountants' responsibility

Our responsibility is to express an opinion about whether the *pro forma* financial information has been compiled, in all material respects, by the Directors on the basis specified in the JSE Listings Requirements based on our procedures performed. We conducted our engagement in accordance with the International Standard on Assurance Engagements (ISAE) 3420, Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Circular which is applicable to an engagement of this nature. This standard requires that we comply with ethical requirements and plan and perform our procedures to obtain reasonable assurance about whether the *pro forma* financial information has been compiled, in all material respects, on the basis specified in the JSE Listings Requirements.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the *pro forma* financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the *pro forma* financial information.

As the purpose of *pro forma* financial information included in a circular is solely to illustrate the impact of a significant corporate action or event on unadjusted financial information of the entity as if the corporate action or event had occurred or had been undertaken at an earlier date selected for purposes of the illustration, we do not provide any assurance that the actual outcome of the event or transaction at 28 February 2015 would have been as presented.

A reasonable assurance engagement to report on whether the *pro forma* financial information has been compiled, in all material respects, on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used in the compilation of the *pro forma* financial information provides a reasonable basis for presenting the significant effects directly attributable to the corporate action or event, and to obtain sufficient appropriate evidence about whether:

- the related *pro forma* adjustments give appropriate effect to those criteria; and
- the *pro forma* financial information reflects the proper application of those adjustments to the unadjusted financial information.

Our procedures selected depend on our judgement, having regard to our understanding of the nature of the company, the corporate action or event in respect of which the *pro forma* financial information has been compiled, and other relevant engagement circumstances.

Our engagement also involves evaluating the overall presentation of the *pro forma* financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the *pro forma* financial information has been compiled, in all material respects, on the basis of the applicable criteria specified by the JSE Listings Requirements and described in paragraph 3 and Annexure 2.

RSM South Africa

Registered Auditors

Per: Andrew Young CA(SA) RA

Partner

28 October 2015

Randburg

FREEDOM SHARE PRICE

DATE	HIGH	LOW	CLOSE	VOLUME	VALUE (Rand)
Daily					
2015/09/10	20	19	20	102 600	20 494
2015/09/11	20	18	20	84 366	15 851
2015/09/14	20	20	20	206 500	41 300
2015/09/15	22	19	19	509 765	99 653
2015/09/16	22	19	19	391 485	76 726
2015/09/17	21	16	20	220 367	40 320
2015/09/18	18	18	18	20 000	3 600
2015/09/21	18	18	18	400 200	72 036
2015/09/22	18	18	18	530 400	95 472
2015/09/23	18	16	16	707 523	126 434
2015/09/25	19	18	18	61 384	11 111
2015/09/28	19	19	19	2 500	475
2015/09/29	18	18	18	500 000	90 000
2015/09/30	18	18	18	27 701	4 986
2015/10/01	16	16	16	4 143	663
2015/10/02	18	18	18	14 317	2 577
2015/10/05	18	18	18	-	-
2015/10/06	18	16	18	161 318	26 440
2015/10/07	18	18	18	-	-
2015/10/08	18	17	17	265 906	46 667
2015/10/09	18	17	18	36 104	6 213
2015/10/12	21	16	20	1 711 241	314 868
2015/10/13	21	19	19	176 375	34 111
2015/10/14	18	17	17	333 200	59 843
2015/10/15	17	17	17	-	-
2015/10/16	19	18	18	503 593	90 647
2015/10/19	19	18	18	190 100	35 169
2015/10/20	18	18	18	32 800	5 904
2015/10/21	18	17	17	123 582	21 120
2015/10/22	17	17	17	145 000	24 650
2015/10/23	17	16	17	330 396	53 921
Monthly					
2014/09/30	53	41	41	2 595 521	1 202 905
2014/10/31	59	27	35	5 527 729	2 280 996
2014/11/28	54	24	50	17 358 970	7 657 259
2014/12/31	51	38	40	13 573 175	6 554 730
2015/01/30	45	30	39	8 850 757	3 178 522
2015/02/27	47	37	38	9 293 263	3 732 943
2015/03/31	39	29	33	3 068 973	1 062 600
2015/04/30	34	23	25	6 590 899	1 735 464
2015/05/29	28	19	21	14 939 379	3 500 146
2015/06/30	23	17	20	9 970 595	2 025 814
2015/07/31	27	19	20	4 212 034	895 294
2015/08/31	21	15	19	1 258 736	244 550
2015/09/30	22	16	18	4 508 178	838 417

SALIENT FEATURES OF THE FREEDOM LONG-TERM INCENTIVE PLAN

1. INTRODUCTION AND PURPOSE

In line with global and local best practice, the Company has adopted the Freedom Property Fund Limited Long Term Incentive Plan or the LTIP. The LTIP is primarily a retention-driven long-term incentive plan whereby awards are subject to the Company's Remuneration Policy and settled in Freedom Shares. The LTIP will provide for the alignment of the interests of Participants and Shareholders and act as an attraction and retention mechanism in a market where highly skilled people are in high demand.

The salient features of the proposed LTIP are detailed below. Unless the context requires otherwise, terms defined in the Circular will have the same meanings when used in this Annexure 5.

2. PARTICIPANTS

The LTIP will target executives and senior managers of the Group. The Remco may, in its discretion, invite any person holding permanent salaried employment or office with any company in the Group (an Employer Company) to participate in the LTIP. Non-executive Directors of the Company are not eligible to participate in the LTIP.

3. NATURE OF INSTRUMENTS

Participants will receive conditional rights to receive Shares. Allocations will only be settled after the Vesting Date and Participants will not have any shareholder or voting rights prior to the Vesting Date. The Company will not be obliged to pay Dividends prior to the Vesting Date.

4. BASIS OF AWARDS

Each year, the Remco will determine which Employees within the Group will receive an Allocation, being an amount calculated as a multiple of an employee's salary approved by the Remco on the recommendation of the Employer Company, which is awarded by an Employer Company to an Employee under the LTIP Rules.

The Allocation will determine the number of Units to be awarded to a Participant, which will be calculated by: (i) dividing the Allocation by the value equal to the weighted average share price of a Share during the 30 (thirty) day period prior to the day on which the Company announces its annual or interim financial results; and (ii) rounding up that resultant number to the next whole number. The number of Units held by a Participant will determine the number of Shares a Participant may acquire on the Vesting Date, subject to the Participant remaining in the employ of an Employer Company (subject to certain exceptions as detailed below); and (ii) the Remco determining that the Participant will receive cash in lieu of Shares (only in exceptional circumstances).

On vesting, a Participant will receive the number Shares that corresponds with the number of Units he or she may hold on that date. The number of Shares ultimately received is subject to any reduction or forfeiture of an allocation by the Remco prior to vesting, as summarised below.

5. EMPLOYMENT CONDITION

Prior to the Vesting Date, the right of a Participant to receive Shares in terms of the LTIP shall be forfeited by the Participant immediately upon the Participant ceasing to be employed by an Employer Company. However, the Remco will have a general discretion to allow a Participant to retain his or her Units, or a portion thereof, in certain circumstances.

Participants who:

- die may still be awarded Shares. The Vesting Date will be deemed to be the date of death and the Participant's estate will receive a *pro rata* number of Shares;
- cease to be employed by an Employer Company as a result of Ill-health or are unable to attend work for a period of six calendar months or more, may receive a *pro rata* number of Shares, based on the

time elapsed between the Allocation Date and the date the Participant ceased to be employed or is unable to work, subject to any appropriate adjustment if the Participant returns to work prior to the Vesting Date;

- cease to be employed by an Employer Company may still be awarded Shares. The Vesting Date will remain unchanged;
- cease to be employed by an Employer Company as a result of Retrenchment may, subject to the Remco's sole discretion, retain his or her Units or a portion thereof. The Vesting Date will remain unchanged;
- cease to be employed by an Employer Company as a result of a transfer of the business in which the Participant is employed as a going-concern, may, subject to the Remco's sole discretion, retain his or her Units or a portion thereof. The Vesting Date will remain unchanged; and
- cease to be employed by an Employer Company as a result of that company ceasing to be a member of the Group, may, subject to the Remco's sole discretion, retain his or her Units or a portion thereof. The Vesting Date will remain unchanged.

A Participant who transfers from one Employer Company within the Group to another, will not be regarded as having terminated his or her employment.

6. **CONSIDERATION**

The Participant will give no consideration for the making or settlement of an Allocation.

7. **REDUCTION OR FORFEITURE OF ALLOCATION**

The Remco will have a general discretion to determine that an Allocation may be reduced or forfeited if it is reasonable to do so in the circumstances. Such circumstances include but are not limited to:

- reasonable evidence of misbehaviour or material error by a Participant;
- the Group, the Company, an Employer Company or the relevant business unit suffers a material downturn in its financial performance, for which the Participant can be seen to have some liability; or
- the Group, the Company, an Employer Company or the relevant business unit suffers a material failure of risk management, for which the Participant can be seen to have some liability.

8. **SETTLEMENT OF SHARES**

The Company intends to settle the LTIP through the issue of Shares. The rules of the LTIP will however be flexible enough to allow for settlement through: (i) the purchase of Shares on the open market; (ii) the use of treasury Shares; or (iii) the issue of Shares.

9. **DILUTION LIMITS AND ADJUSTMENTS**

The maximum aggregate number of Shares which may at any one time be allocated under the LTIP shall not exceed 100 000 000 (one hundred million) Shares ("Overall Limit"), which equates to approximately 7.4% of the Company's issued Share capital.

New Shares that are issued and Shares held in treasury that are used to settle Allocations will be included in the Overall Limit. Shares purchased in the open market, which are used to settle Allocations, and Shares which are Allocated but are subsequently forfeited, will be excluded from the Overall Limit.

The maximum number of Shares, which may be allocated to a single Participant in respect of all Allocations to that Participant (regardless of whether or not such Allocations have vested, but excluding Allocations which have been forfeited) may not exceed 75 000 000 (seventy five million) Shares ("Individual Limit"), which equates to approximately 6.4% of the Company's issued Share capital.

The Overall Limit and the Individual Limit will be adjusted proportionately in the event of a rights issue, capitalisation issue, special dividend, consolidation, subdivision, reduction or other variation of the Shares.

The Company's auditors, or another independent advisor acceptable to the JSE, shall confirm to the JSE, in writing at the time that such adjustment to the Overall Limit or the Individual Limit is finalised, that such adjustment has been properly calculated on a reasonable basis in accordance with the provisions of the LTIP Rules and that such adjustment causes a Participant's entitlement to the same proportion of the share capital as that to which it was previously entitled. Any adjustment must be reported on in the Company's annual financial statements in the year during which the adjustment is made. The issue of Shares as consideration for an acquisition, the issue of Shares for cash and the issue of Shares for a vendor consideration placing will not be regarded as a circumstance requiring adjustment.

10. TAKEOVERS/RECONSTRUCTION

Where any person obtains control of the Company, Remco may decide:

- to reduce the Vesting Period and bring forward the Vesting Date as part of such agreement, which will entitle the Participant to a pro rated portion of the Shares; or
- to replace the Units in the Plan with benefits in terms of a similar scheme, provided that such replacement benefits must put the Participant in a similar position.

11. AMENDMENTS

Subject to the provisions of the Listings Requirements, the Remco may amend the LTIP Rules from time to time as it sees fit, provided that such amendments do not negatively affect the rights of Participants under existing Allocations. Amendments to the following provisions will require shareholder approval:

- the category of persons who are eligible to participate in the LTIP;
- the Overall Limit;
- the Individual Limit;
- the basis upon which Allocations are made;
- the amount (if any) payable upon the settlement of an Allocation;
- the voting, dividend, transfer and other rights attached to the Allocations, including those arising on a liquidation of the Company;
- the adjustment of Allocations in the event of a variation of capital or change of control of the Company or other corporate actions; and
- the procedure to be adopted in respect of the vesting of Allocations in the event that a Participant ceases to be employed by an Employer Company.

12. GENERAL

- Shares may be purchased on market for purposes of satisfying Allocations awarded under the LTIP. Any person holding Shares for the purposes of satisfying Allocations awarded under the LTIP will not be permitted to exercise any voting rights attaching to those Shares.
- Freedom will ensure that no Shares are purchased for the LTIP at a time when such purchase is prohibited by the provisions of the Listings Requirements.
- Any Shares held in trust for the purposes of the LTIP may only be sold after the Vesting Date or lapse of the Allocation (as appropriate).
- Shares may only be issued once Allocations have been made to Participants, so that the Participants have then been formally identified.
- Freedom shall summarise in its annual financial statements the number of Shares that may be utilised for purposes of the LTIP at the beginning of the financial year, changes in such number during the accounting period and the balance of Shares available for utilisation for the purposes of the LTIP at the end of the financial year.



FREEDOM PROPERTY FUND LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 2012/129186/06)

Share code: **FDP** ISIN: **ZAE000185260**

("Freedom" or "the Company")

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Freedom Shareholders will be held at Douglas Room, the Bryanston Country Club, 63 Bryanston Drive, Bryanston, Gauteng on Wednesday, 2 December 2015, commencing at 10:00 for the purpose of considering and, if deemed fit, passing, with or without modification, the following ordinary and special resolutions:

1. ORDINARY RESOLUTION NUMBER 1 – SPECIFIC ISSUE

"Resolved that the Directors of Freedom be and are hereby authorised, by way of a specific authority, in terms of section 38 of the Companies Act, and in accordance with paragraph 5.51 of the Listings Requirements of the JSE Limited, to allot and issue up to 108 900 000 new Freedom Shares to the Lafras Joubert Familie Trust, at an issue price of R0.22 in terms of the Trust Agreement concluded between the Company and the Lafras Joubert Familie Trust, a copy of which is before this meeting and has been initialled by the chairman for identification."

Information and explanatory material with respect to ordinary resolutions number 1

It must be noted that in terms of the JSE Listings Requirements ordinary resolution number 1 is to be approved by not less than a 75% majority of the votes cast by shareholders present in person or represented by proxy and entitled to vote at the General Meeting for this resolution to become effective.

Shareholders are requested to approve ordinary resolution number 1 and to facilitate the issue of Freedom Shares to the Lafras Trust on the basis set out in paragraph 2 of the Circular to which this notice of General Meeting is attached. The Board is satisfied that the price of R0.22 per share, as set out in ordinary resolution number 1, is adequate consideration to the Company in respect of the Freedom Shares to be issued by the Company, as contemplated in section 40(1) of the Companies Act. While the Freedom Shares held, directly and indirectly, by the Lafras Trust and its associates will be taken into account in determining a quorum at the General Meeting, they will not be entitled to vote in respect of ordinary resolution number 1, to the extent that they hold Freedom Shares.

2. ORDINARY RESOLUTION NUMBER 2 – ADOPTION OF THE LONG-TERM INCENTIVE PLAN

"Resolved that, the Freedom Long-Term Incentive Plan, which is governed by the LTIP Rules (which shall bear the meanings ascribed thereto in the Circular to which this notice of General Meeting is attached, at which General Meeting this ordinary resolution will be proposed), which rules have been tabled at this General Meeting and initialled by the Chairperson of the General Meeting for purposes of identification, be and is hereby approved."

Information and explanatory material with respect to ordinary resolution number 2

In terms of the JSE Listings Requirements, Ordinary Resolution Number 2 must be passed by not less than 75% (seventy five percent) majority of the votes cast in favour thereof by shareholders present in person or represented by proxy and entitled to vote at the General Meeting. It must be noted that Shares held by the Company's trust or share scheme or Subsidiaries will not be entitled to vote in respect of ordinary resolution number 2.

3. **ORDINARY RESOLUTION NUMBER 3 – GENERAL AUTHORITY TO ISSUE ORDINARY SHARES FOR CASH**

“Resolved that the Board be and is hereby authorised, by way of a general authority, to allot and issue all or any of the authorised but unissued shares in the share capital of the Company, for cash, as they in their discretion deem fit, subject to compliance with the requirements set out in the Company’s memorandum of incorporation and the Listings Requirements, which as at the date of this resolution include, *inter alia*, that:

- the shares which are the subject of the issue for cash must be of a class already in issue, or where this is not the case, must be limited to such shares or rights that are convertible into a class of shares already in issue;
- there are no restrictions with regards to the persons to whom the shares may be issued, provided that such shares must be issued to public shareholders (as defined by the Listings Requirements) and not to related parties (as defined in the Listings Requirements);
- issues of shares, in the aggregate under this authority, shall not exceed 15% (fifteen percent) of the number of the Company’s issued shares of that class, as at the date of this notice of General Meeting, and it being recorded that shares issued pursuant to a rights offer to shareholders shall not diminish the number of shares that comprise the 15% of the shares that may be issued in terms of this resolution. As at the date of this notice of General Meeting, 15% of the Company’s issued share capital amounts to 159 079 355 shares;
- the maximum discount at which the shares may be issued is 10% (ten percent) of the weighted average traded price of the Company’s shares over the 30 (thirty) business days prior to the date that the price of the issue is determined or agreed by the Company and the party/ies subscribing for the shares. The JSE should be consulted for a ruling if the Company’s shares have not traded in such 30 (thirty) business day period;
- this authority shall not endure beyond the earlier of the next annual general meeting of the Company or beyond 15 (fifteen) months from the date of this resolution, whichever is shorter; and
- in the event that the shares issued represent, on a cumulative basis, 5% (five percent) or more of the total number of shares in issue prior to that issue, an announcement containing full details of such issue shall be published on SENS.”

Information and explanatory material with respect to ordinary resolution number 3

For listed entities wishing to issue shares for cash (other than issues by way of rights offers, in consideration for acquisitions and/or to share incentive schemes (which schemes have been duly approved by the JSE and by the shareholders of the Company), it is necessary for the Board of the Company to obtain the prior authority of the shareholders in accordance with the Listings Requirements and the memorandum of incorporation of the Company.

Accordingly, the reason for ordinary resolution number 3 is to obtain a general authority from shareholders to issue shares for cash in compliance with the Listings Requirements and the memorandum of incorporation of the Company.

For this resolution to be adopted, at least 75% of the shareholders present in person or by proxy and entitled to vote on this resolution at the General Meeting must cast their vote in favour of this resolution.

4. **SPECIAL RESOLUTION NUMBER 1 – INTER-COMPANY FINANCIAL ASSISTANCE**

“Resolved that, in terms of section 45(3)(a)(ii) of the Companies Act, as a general approval, the Board of the Company be and is hereby authorised to approve that the Company provides any direct or indirect financial assistance (“financial assistance” will herein have the meaning attributed to it in section 45(1) of the Companies Act) that the Board of the Company may deem fit to any company or corporation that is related or inter-related (“related” or “inter-related” will herein have the meaning attributed to it in section 2 of the Companies Act) to the Company, on the terms and conditions and for amounts that the board of the Company may determine, provided that the aforementioned approval shall be valid until the date of the next annual general meeting of the Company.”

The reason for and effect of Special Resolution Number 1

To grant the Directors of the Company the authority, until the next annual general meeting of the Company, to provide direct or indirect financial assistance to any company or corporation which is related or inter-related to the Company. This means that the Company is, *inter alia*, authorised to grant loans to its subsidiaries and to guarantee the debt of its subsidiaries. In terms of section 45 of the Act, before granting any financial assistance, the Board will have to be satisfied that (i) immediately after providing the financial assistance, the company would satisfy the solvency and liquidity test; and (ii) the terms under which the financial assistance is proposed to be given are fair and reasonable to the Company. The board will also notify all shareholders of any such financial assistance granted in accordance with the requirements of section 45.

5. ORDINARY RESOLUTION NUMBER 4 – AUTHORITY GRANTED TO DIRECTORS

“Resolved that each Director of Freedom be and is hereby individually authorised, on behalf of Freedom, to enter into, sign and/or despatch any and all such agreements, documents and notices, as may be necessary, expedient or desirable (in each case in the opinion of such Director) and do all such other things and procure the doing of all such things as may be necessary for or incidental to the implementation of the ordinary and special resolutions passed at the General Meeting, and should any such agreements, documents or notices have been signed, or any such action taken before the date of this resolution, such signature or action be and is hereby ratified and approved.”

Information and explanatory material with respect to ordinary resolution number 4

The adoption of this ordinary resolution number 4 will authorise any Director of the Company to execute all documents and do all such further acts and things as he may in his discretion consider appropriate to implement and give effect to the resolutions set out in this notice of General Meeting.

6. VOTING AND PROXIES

Shareholders who hold their Freedom Shares in certificated form or who are own-name registered shareholders holding their Freedom Shares in dematerialised form who are unable to attend the General Meeting but who wish to be represented thereat, are required to complete and return the attached form of proxy so as to be received by the Company's transfer secretaries by no later than 10:00 on Monday, 30 November 2015.

7. DEMATERIALISED SHAREHOLDERS

Shareholders who have dematerialised their Freedom Shares through a CSDP or broker, other than by own-name registration, who wish to attend the General Meeting, should instruct their CSDP or broker to issue them with the necessary letter of representation to attend the General Meeting, in terms of the custody agreement entered into between such shareholders and their CSDP or broker. Shareholders who have dematerialised their shares through a CSDP or broker, other than by own-name registration, who wish to vote by way of proxy, should provide their CSDP or broker with voting instructions, in terms of the custody agreement entered into between such shareholders and their CSDP or broker. These instructions must be provided to their CSDP or broker by the cut-off time or date advised by their CSDP or broker for instructions of this nature. Shareholders, who have any doubt as to the action they should take, should consult their broker, accountant, attorney, banker or other professional advisor immediately.

Hand deliveries to:

Computershare Investor Services Proprietary Limited
70 Marshall Street
Johannesburg, 2001

Postal deliveries to:

PO Box 61051
Marshalltown, 2107
Fax: +27 (11) 688 5238
Email: proxy@computershare.co.za
By order of the Board

JF Pretorius

Chief Financial Officer

Wednesday, 4 November 2015

Registered office
24 Peter Place
Lyme Park
Bryanston, 2021
(PO Box 752, Cramerview, 2060)



FREEDOM PROPERTY FUND

FREEDOM PROPERTY FUND LIMITED

(Incorporated in the Republic of South Africa)
(Registration number 2012/129186/06)
Share code: **FDP** ISIN: **ZAE000185260**
("Freedom" or "the Company")

FORM OF PROXY

For use by certificated shareholders and dematerialised shareholders with "own name" registration, at the General Meeting of Freedom shareholders to be held at Douglas Room, the Bryanston Country Club, 63 Bryanston Drive, Bryanston, Gauteng on Wednesday, 2 December 2015, commencing at 10:00.

I/We (full names in block letters)

of (address)

Telephone number: (work) (area code)

Cellphone number:

Email address:

being the holder/s of Shares in Freedom hereby appoint

1. _____ or failing him/her,

2. _____ or failing him/her,

3. _____ or failing him/her,

the Chairman of the General Meeting

as my/our proxy to act for me/us at the General Meeting for the purpose of considering and, if deemed fit, passing, with or without modification, the special and ordinary resolutions to be proposed thereat and at each adjournment thereof and to vote for and/or against such resolutions in respect of the Shares registered in my/our name/s in accordance with the following instructions.

Number of votes

(One vote per ordinary Freedom Share)

	In favour of	Against	Abstain
Ordinary resolution number 1 Paragraph 5.51 of the JSE Listings Requirements: Authority to issue Shares to the Lafras Joubert Familie in terms of the Trust Agreement (75%)			
Ordinary resolution number 2 Adoption of the Freedom Long-Term Incentive Plan			
Ordinary resolution number 3 General authority to issue ordinary shares for cash			
Special Resolution number 1 Inter-company financial assistance			
Ordinary resolution number 4 Authority for Board to implement the ordinary and special resolutions			

(Indicate instructions to proxy by way of a cross in space provided above)

Unless indicated above, my proxy may vote as he/she thinks fit.

Signed at _____ on _____ 2015

Full name _____ Capacity _____

Signature(s) _____

Assisted by (where applicable) _____

Each shareholder is entitled to appoint one or more proxies (who need not be shareholders of the company) to attend, speak and vote on behalf of that shareholder.

Please read the notes below:

Notes:

1. This form of proxy must be used by certificated ordinary shareholders or dematerialised ordinary shareholders who hold dematerialised ordinary Shares with "own name" registrations.
2. Dematerialised ordinary shareholders are reminded that the onus is on them to communicate their voting instructions with their Central Securities Depository Participant or broker.
3. A shareholder may insert the name of a proxy or the names of two alternative proxies (who need not be shareholders of the Company) of the shareholder's choice in the space/s provided, with or without deleting "the chairman of the General Meeting". The person whose name appears first on this form of proxy and which has not been deleted will be entitled to act as proxy in priority to those whose names follow.
4. A shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of ordinary Shares to be voted on behalf of that shareholder in the appropriate box provided. Failure to comply with the above will be deemed to authorise the proxy to vote at the General Meeting as he/she deems fit in respect of the shareholder's votes exercisable thereat, but where the proxy is the chairman, failure to so comply will be deemed to authorise the proxy to vote in favour of the ordinary resolution. A shareholder or his/her proxy is not obliged to use all the votes exercisable by the shareholder or by his/her proxy.
5. Forms of proxy must be lodged at or be posted to Computershare Investor Services Proprietary Limited, 70 Marshall Street, Johannesburg, 2001, Gauteng (PO Box 61051, Marshalltown, 2107) to be received by no later than 10:00 on Monday, 30 November 2015.
6. The completion and lodging of this form of proxy will not preclude the shareholder from attending the General Meeting and speaking and voting in person thereat to the exclusion of any form of proxy appointed in terms hereof, should such shareholder wish to do so.
7. The chairman of the General Meeting may reject or accept any form of proxy not completed and/or received, other than in accordance with these notes, provided that, in respect of the acceptance, the chairman is satisfied as to the manner in which the shareholder concerned wishes to vote.
8. An instrument of proxy shall be valid for any adjournment of the General Meeting as well as for the meeting to which it relates, unless the contrary is stated thereon.
9. The authority (or a certified copy of the authority) of a person signing this form of proxy:
 - (a) under a power of attorney; or
 - (b) on behalf of a company,must be attached to this form of proxy unless the company has already recorded the power of attorney.
10. Where Shares are held jointly, at least one of the joint shareholders must sign this form of proxy.
11. A minor must be assisted by his/her guardian, unless the relevant documents establishing his/her legal capacity are produced or have been registered by the company.

