

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 CHANGE TO THE PROPOSED SPECIFIC ISSUE OF SHARES, THE ADOPTION OF LONG TERM INCENTIVE PLAN AND CAUTIONARY ANNOUNCEMENT

1. INTRODUCTION

Freedom shareholders ("Shareholders") are referred to the SENS announcement released on 11 August 2015 regarding:

- the agreements entered into with the Christo La Grange Gesins Trust ("Christo Trust") and the Lafras Joubert Familie Trust ("Lafras Trust") in terms of which the Company will, subject to certain conditions precedent, including Shareholder approval, issue an aggregate of 323 845 455 new Freedom ordinary shares as settlement of guarantee share obligations amounting to R71 246 000 ("Specific Issue");
- the adoption of the Freedom Long Term Incentive Plan ("LTIP"); and
- notification that a circular to Shareholders incorporating the terms of the Specific Issue, the adoption of the LTIP and a notice convening a general meeting is being prepared and will be posted to Shareholders.

Shareholders are advised that Freedom has concluded a revised settlement agreement with the Christo Trust ("Christo Trust Agreement") and an addendum to the settlement agreement with the Lafras Trust ("Lafras Trust Addendum") that will result in changes to the Specific Issue as set out in 2 below.

2. CHANGE TO SPECIFIC ISSUE

The revised agreements with the Christo Trust and the Lafras Trust result in the following changes to the Specific Issue:

- The Christo Trust Agreement results in no shares being issued to the Christo Trust in terms of the Specific Issue. The Christo Trust Agreement is in line with the initial agreements concluded relating to guarantee share obligations, however the obligations are now being settled by alternative means, subject to regulatory approval and compliance.
- The Lafras Trust Addendum provides for the extension of the date for fulfilment of the condition precedent relating to Shareholder approval being granted to 30 November 2015. The Specific Issue will now apply only to the Lafras Trust with up to 108 900 000 new Freedom ordinary shares being issued at a price of R0.22 per share i.e. in settlement of obligations amounting to up to R23 958 000, being approximately 10% of Freedom's issued share capital prior to the Specific Issue.

3. CIRCULAR TO SHAREHOLDERS

A circular to Shareholders incorporating the terms of the Specific Issue (including the relevant adjusted *pro forma* financial effects), the adoption of the LTIP and a notice convening the General Meeting is being prepared and will be posted to Shareholders on or about 6 November 2015, subject to the approval of the JSE Limited ("JSE") in terms of the JSE Listings Requirements.

4. CAUTIONARY ANNOUNCEMENT

Shareholders are hereby advised to exercise caution when dealing in the Company's securities until a further announcement is made regarding the potential *pro forma* financial effects in relation to the Christo Trust Agreement.

Johannesburg
15 October 2015

Transaction Sponsor

PSG Capital

Corporate Advisor

Base Capital