



Vukile Property Fund Limited  
 (Incorporated in the Republic of South Africa) • (Registration number 2002/027194/06)  
 JSE code: VKE • NSX code: VKN • ISIN: ZAE000056370  
 ("Vukile")

# RESULTS OF GENERAL MEETING RELATING TO THE PROPOSED ACQUISITION OF PROPERTIES FROM SANLAM LIFE INSURANCE LIMITED, ADDENDUM TO THE PROPERTY ACQUISITION AGREEMENT AND UPDATE ON THE FULFILMENT OF THE CONDITIONS PRECEDENT

**1. Results of general meeting**

Vukile unitholders ("Unitholders") are referred to the announcements dated 29 October 2009, 29 April 2010, 25 May 2010 and 2 August 2010, containing details of the agreement and addenda thereto ("the Property Acquisition Agreement") relating to the proposed acquisition by Vukile from Sanlam Life Insurance Limited ("Sanlam Life") of a portfolio of nine properties ("the Properties") for ZAR537.6 million ("the Property Acquisition Price") ("the Property Acquisition").

At the general meeting of Unitholders held on Tuesday, 24 August 2010 the resolutions pertaining to the following matters were approved by the requisite majority of Unitholders:

- 1.1 the Property Acquisition; and
- 1.2 the issue and allotment of Vukile linked units in part-settlement of the Property Acquisition Price.

The resolution pertaining to the amendment to the Debenture Trust Deed to reduce the minimum notice period for meetings of Unitholders from twenty-one days to fourteen days was withdrawn.

**2. Addendum to the Property Acquisition Agreement**

As a direct consequence of the strike action, which has resulted in the closure of the Deeds Registries Offices, Vukile anticipates that the registration of transfer of some or all of the Properties into Vukile's name may be delayed. It was originally expected that this transfer would take place on or about 31 August 2010. To ensure that the Property Acquisition is not further delayed, Vukile has, for practical purposes, entered into a further addendum to the Property Acquisition Agreement with Sanlam Life, dated 23 August 2010, which will have the effect of transferring risk, reward and ownership of the Properties to Vukile with effect from Friday, 3 September 2010, being the anticipated date of the fulfilment of the last outstanding condition precedent. Transfer of the Properties will take place as soon as practically possible after Friday, 3 September 2010, but no later than 31 December 2010.

The addendum in no way affects any of the terms of the Property Acquisition and was merely entered into as a solution to the impact that the strike action has had on the processing of property transfers. Sanlam Life will therefore receive full payment of the Property Acquisition Price, and Vukile will account for the Property Acquisition, with effect from Friday, 3 September 2010.

**3. Outstanding condition precedent**

The Property Acquisition remains subject to the obtaining of the requisite funding to fund the Property Acquisition Price. In this regard, Unitholders are advised that the increased Property Acquisition Price of ZAR537.6 million will be funded as follows:

- 3.1 ZAR100.0 million from Vukile's available cash resources;
- 3.2 ZAR201.9 million in terms of a loan from ABSA Bank Limited; and
- 3.3 ZAR235.7 million through the issue of 18 994 341 new Vukile linked units at a price of 1 241 cents per linked unit to be placed for, and on behalf of, Sanlam Life with current Unitholders and/or new investors ("the Vendor Placement").

The above mentioned remaining condition precedent will be fulfilled on Friday, 3 September 2010.

Roodepoort  
 24 August 2010

Investment bank, corporate  
 adviser and transaction  
 sponsor



JSE sponsor



Corporate Finance

NSX sponsor

