

CASTLEVIEW PROPERTY FUND LIMITED

(Incorporated in the Republic of South Africa)

(Registration number: 2017/290413/06)

JSE share code: CVW

ISIN: ZAE000251633

(Approved as a REIT by the JSE)

(“Castlevium” or “the Company” or “the Group”)



SUBMISSION OF A RESOLUTION TO CASTLEVIEW SHAREHOLDERS IN TERMS OF SECTION 60 OF THE COMPANIES ACT, 71 OF 2008

The board of directors of Castlevium has resolved to approach Castlevium shareholders to obtain a general authority for the Company to provide financial assistance to its related and inter-related companies and/or the financiers of the Group for the purposes of subscribing for options and/or securities, issued or to be issued by the Company or its related or inter-related companies, or for the purpose of any securities of the Company or its related or inter-related companies, to fund the activities of the Group.

Shareholders are advised that the notice of submission of the special resolution in this regard to be adopted in terms of section 60 of the Companies Act (the “**Notice**”), together with a form of consent, will be distributed to Castlevium shareholders today, Friday, 8 December 2023 and will be available on the Company’s website at: <https://castlevium.co.za/investors/>.

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

Notwithstanding the above, the special resolution will be adopted as soon as the voting rights exercised in favour thereof equal the requisite majority of all voting rights for such resolution to be passed, even though the abovementioned 20 business day period may not yet have elapsed.

Section 60(2) of the Companies Act provides that a resolution contemplated in section 60(1) of the Companies Act will have been adopted if it is supported by persons entitled to exercise sufficient voting rights for it to have been adopted as an ordinary or a special resolution, as the case may be, at a properly constituted shareholders’ meeting, and if adopted, such resolution will have the same effect as if it had been approved by voting at a shareholders’ meeting. Accordingly, the special resolution will only be adopted if it is supported by at least 75% of the voting rights exercisable by all Castlevium shareholders.

The record date for determining the shareholders which are entitled to vote on the special resolution is Friday, 1 December 2023. The last day for voting on the special resolution is Wednesday, 17 January 2024. The results of voting on the special resolution will be announced on SENS by no later than Thursday, 18 January 2024.

Shareholders who wish to vote in favour of the special resolution are required to deliver the completed form of consent attached to and forming part of the Notice to the transfer secretaries, JSE Investor Services Proprietary Limited, One Exchange Square, Gwen Lane, Sandown, 2196 or by post to PO Box 4844, Johannesburg, 2000 or via email to meetingservices@jseinvestorservices.co.za.

8 December 2023

Designated advisor

JAVACAPITAL



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Board of directors

David Green (Independent Non-Executive Chairman)
James Templeton (Chief Executive Officer)
James Day (Financial Director)
Gregory Bayly (Independent Non-Executive Director)
Ashraf Mohamed (Independent Non-Executive Director)
Avesh Padayachee (Independent Non-Executive Director)

Friday, 8 December 2023

Dear Shareholder

NOTICE OF SUBMISSION OF PROPOSED RESOLUTION TO THE SHAREHOLDERS OF CASTLEVIEW TO BE ADOPTED IN TERMS OF SECTION 60 OF THE COMPANIES ACT, 71 OF 2008 (“COMPANIES ACT”)

The board of directors of Castleview (the “**board**”) has resolved to approach Castleview shareholders to obtain a general authority for the company to provide financial assistance to its related and inter-related companies and/or the financiers of the group for the purposes of subscribing for options and/or securities, issued or to be issued by the company or its related or inter-related companies, or for the purpose of any securities of the company or its related or inter-related companies, to fund the activities of the group.

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

Notwithstanding the aforesaid, the special resolution will be adopted as soon as the voting rights exercised in favour thereof equal the requisite majority of all voting rights for such resolution to be passed, even though the abovementioned 20 (twenty) business day period may not yet have elapsed.

Section 60(2) of the Companies Act provides that a resolution contemplated in section 60(1) of the Companies Act will have been adopted if it is supported by persons entitled to exercise sufficient voting rights for it to have been adopted as an ordinary or a special resolution, as the case may be, at a properly constituted shareholders’ meeting, and if adopted, such resolution will have the same effect as if it had been approved by voting at a shareholders’ meeting. Accordingly, the special resolution will only be adopted if it is supported by at least 75% of the voting rights exercisable by all Castleview shareholders.

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

Shareholders who have dematerialised their shares (other than own-name dematerialised shareholders) should advise their Central Securities Depository Participant (“**CSDP**”) or broker as to what action they wish to take. This must be done in terms of the agreement entered into between them and their CSDP or broker. Shareholders who have dematerialised their shares (other than own-name dematerialised shareholders) must not return the form of written consent attached hereto (“**written consent**”) to the transfer secretaries. Their instructions must be sent to their CSDP or broker for actioning.

Certificated shareholders and own-name dematerialised shareholders may indicate, by the insertion of the relevant number of votes exercisable by that shareholder in the appropriate box provided on the written consent how they cast their votes in relation to the special resolution. Please return a copy of the completed and signed written consent to JSE Investor Services Proprietary Limited (the transfer secretaries of the company) within 20 (twenty) business days of the deemed date of delivery hereof, being Friday, 15 December 2023, at any one of the following addresses:

Physical address: One Exchange Square, Gwen Lane, Sandown, 2196;

Postal address: PO Box 4844, Johannesburg, 2000;

Email: meetingservices@jseinvestorservices.co.za.

Where a shareholder has received the shareholder letter attaching the special resolution by hand, in the case of a natural person or in the case of a company or body corporate, by hand to a responsible employee, at its registered office or its principal place of business within the Republic of South Africa, then such shareholder is deemed to have received the documents on the date and at the time recorded on the receipt for delivery, unless there is conclusive evidence that it was delivered on a different date or at a different time.

Where a shareholder has received the shareholder letter attaching the special resolution by means of registered post such shareholder is deemed to have received the documents on the 7th (seventh) day following the day on which the notice or document was posted as recorded by a post office, unless there is conclusive evidence that it was delivered on a different day.

Where a shareholder has received the shareholder letter attaching the special resolution by means of electronic mail such shareholder is deemed to have received the documents on the date and at the time recorded by the computer used by the sender, unless there is conclusive evidence that it was delivered on a different date or at a different time.

The directors of the company have resolved that the record date for determining the shareholders which are entitled to vote on the special resolution in terms of the written consent is Friday, 1 December 2023. The written consent will be distributed to shareholders, announced on SENS and made available on the Company’s website on Friday, 8 December 2023. The last day for voting on the special resolution in terms of the written consent is Wednesday, 17 January 2024. The results of voting on the special resolution in terms of the written consent will be released on SENS by no later than Thursday, 18 January 2024.

Yours faithfully

James Templeton

Chief Executive Officer

For: Castleview Property Holdings Limited

8 December 2023

Salient dates and times

2023

Record date to be entitled to receive the notice and form of consent	Friday, 1 December
Notice and form of consent distributed to shareholders and announced on SENS	Friday, 8 December
Deemed date of delivery of this notice	Friday, 15 December

2024

Last day to lodge written resolution with the transfer secretaries by 10:00 SAST on *	Wednesday, 17 January
Results of the voting on written resolutions released on SENS by latest	Thursday, 18 January

* The special resolution will be adopted as soon as the voting rights exercised in favour thereof equal the requisite majority of all voting rights for such resolution to be passed, even though the 20 (twenty) business day period may not yet have elapsed.

ANNEXURE 1



Castleview Property Fund Limited
 (Incorporated in the Republic of South Africa)
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SHAREHOLDER RESOLUTION PROPOSED IN TERMS OF SECTION 60(1) OF THE COMPANIES ACT, 71 OF 2008

SPECIAL RESOLUTION: FINANCIAL ASSISTANCE FOR THE SUBSCRIPTION AND / OR PURCHASE OF SECURITIES IN THE COMPANY OR IN RELATED OR INTER-RELATED COMPANIES

“Resolved that, to the extent required by section 44(3)(a)(ii) of the Companies Act, the board of directors may, subject to compliance with the requirements of the company’s Memorandum of Incorporation, the Companies Act and the JSE Listings Requirements, each as presently constituted and as amended from time to time, authorise the company to provide direct or indirect financial assistance in terms of section 45 of the Companies Act by way of loans, guarantees, the provision of security or otherwise, to any related or inter-related company of the company (“related” and “inter-related” will herein have the meanings attributed to them in section 2 of the Companies Act) and / or to any financier of the company or any of its related or inter-related companies for the purpose, or in connection with, the subscription of any option or any securities, issued or to be issued by the company or a related or inter-related company of the company, or for the purchase of any securities of the company or a related or inter-related company of the company, on the terms and conditions and for the amounts that the board may determine, such authority to endure for two years from the adoption of this special resolution.”

Reason for and effect of the special resolution

The reason for the special resolution is to enable shareholders, as provided for in section 60 of the Companies Act, to vote on and adopt resolutions in instances where a shareholders meeting is not required and to use this voting and adoption procedure to authorise the company to provide financial assistance to its related and inter-related companies and / or the financiers of the group for the purposes of the subscription of options and / or securities issued or to be issued by the company or its related or inter-related companies, or for the purchase of any securities of the company or its related or inter-related companies, to fund the activities of the group.

The effect of the resolution is to grant the company the authority to provide financial assistance to its related and inter-related companies and / or the financiers of the group for the purposes of the subscription of options and / or securities issued or to be issued by the company or its related or inter-related companies, or for the purchase of any securities of the company or its related or inter-related companies, to fund the activities of the group.

In order for the special resolution to be adopted, the support of at least 75% of the voting rights exercisable by all Castleview shareholders is required.



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FORM OF WRITTEN CONSENT IN TERMS OF SECTION 60 OF THE COMPANIES ACT, 71 OF 2008

FOR USE BY CERTIFICATED SHAREHOLDERS AND OWN NAME DEMATERIALIZED SHAREHOLDERS IN TERMS OF SECTION 60 OF THE COMPANIES ACT, 71 OF 2008

Shareholders who have dematerialised their shares, other than own-name dematerialised shareholders, should advise their Central Securities Depository Participant (“**CSDP**”) or broker as to what action they wish to take. This must be done in terms of the agreement entered into between them and their CSDP or broker. Shareholders, other than own-name dematerialised shareholders who have dematerialised their shares must not return this form of written consent to the transfer secretaries of the company, JSE Investor Services Proprietary Limited. Their instructions must be sent to their CSDP or broker for action.

I/We (FULL NAME IN BLOCK LETTERS)

of (ADDRESS)

being the holder/s of shares in the issued share capital of the company hereby vote as follows:

	For	Against	Abstain
SPECIAL RESOLUTION: Financial assistance for the subscription and/or purchase of securities in the company or in related or inter-related companies			

Signed this day of

2023/2024

Signature

Assisted by me (where applicable)

Please indicate how you wish your votes to be cast in the appropriate box.

PLEASE SEE NOTES OVERLEAF

Notes:

A person signing this written consent in a representative capacity must attach the documentary evidence establishing such authority to this form of written consent, unless previously recorded by the transfer secretaries of the company.

The completed and signed written consent and authority (if any) under which it is signed must be either delivered, posted, and/or emailed to JSE Investor Services Proprietary Limited (the transfer secretaries of the Company) within 20 (twenty) business days of the deemed date of delivery hereof, being Friday, 15 December 2023, at the following addresses:

Physical address: One Exchange Square, Gwen Lane, Sandown, 2196;

Postal address: PO Box 4844, Johannesburg, 2000;

Email: meetingservices@jseinvestorservices.co.za.

A certificated or own-name dematerialised shareholder's instructions on the form of written consent must be indicated by the insertion of the relevant number of votes exercisable by that shareholder in the appropriate box provided. A certificated or own-name dematerialised shareholder is not obliged to use all the votes exercisable by the shareholder but the total number of votes cast and in respect of which an abstention is recorded may not exceed the total number of votes exercisable by the certificated or own-name dematerialised shareholder.