

GRIT REAL ESTATE INCOME GROUP LIMITED

(previously known as Mara Delta Property Holdings Limited)

(Registered by continuation in the Republic of Mauritius)

(Registration number: C128881 C1/GBL)

SEM share code: DEL.N0000

JSE share code: GTR

ISIN: MU0473N00036

(“Grit” or “the Company”)



NOTICE OF ANNUAL GENERAL MEETING, NO CHANGE STATEMENT AND SEM APPROVAL FOR LISTING OF SHARES UNDER THE PROPOSED GRIT LONG-TERM INCENTIVE PLAN

Notice is hereby given that the annual general meeting of Grit shareholders (“**AGM**”) will be held at 10:30 am Mauritian time (08:30 am South African time) on 24 November 2017 at the offices of Intercontinental Fund Services Limited, Level 5, Alexander House, 35 Cybercity, Ebène 72201, Mauritius to transact the business as set out in the notice of the AGM. The Company’s integrated annual report and the notice of the AGM, was distributed to shareholders today, 26 October 2017.

The Company’s audited annual financial statements for its financial year ended 30 June 2017 are contained in the integrated annual report distributed to shareholders and contain no changes to the audited abridged consolidated financial statements for the year ended 30 June 2017, as published by the Company on the Stock Exchange News Service of the JSE Limited (“**JSE**”) and the website of the Stock Exchange of Mauritius Ltd (“**SEM**”) on 21 September 2017.

Grit’s integrated annual report, including the audited annual financial statements for its financial year ended 30 June 2017, and the notice of AGM are also available on the Company’s website at www.grit.group.

The date on which shareholders must be recorded as such in the share register to be eligible to attend and vote at the AGM is Friday, 17 November 2017, with the last day to trade being Tuesday, 14 November 2017.

SEM APPROVAL FOR LISTING OF SHARES UNDER THE PROPOSED GRIT LONG-TERM INCENTIVE PLAN (THE “INCENTIVE SCHEME”)

The Board of Directors (the “**Board**”) of Grit wishes to inform shareholders and the general public that the proposed Incentive Scheme has been approved by the Listing Executive Committee of the SEM on 25 October 2017, subject to receipt of the requisite shareholders’ approval. In terms of the Incentive Scheme rules, over its duration, an aggregate maximum of 15 000 000 new Grit shares may be utilised for purposes of the Incentive Scheme.

The purpose of the Incentive Scheme is to provide a long-term performance and retention incentive scheme which aligns the interests of participants with the Company’s shareholders, by motivating them, through participation, to increase the long-term growth in shareholder returns.

The Incentive Scheme will be tabled for shareholders’ consideration and approval at the AGM.

Grit has its primary listings on both the Official Market of the SEM and the Main Board of the JSE.

By order of the Board

26 October 2017

JSE sponsor



SEM authorised representative and sponsor



Directors: Sandile Nomvete (chairman), Bronwyn Corbett*, Peter Todd (lead independent), Chandra Gujadhur, Ian Macleod, Leon van de Moortele*, Jacqueline van Niekerk, Matshepo More and Maheshwar Doorgakant# (*executive director) (#alternate to Mr Gujadhur)

Company secretary: Intercontinental Fund Services Limited

Registered address: c/o Intercontinental Fund Services Limited, Level 5, Alexander House, 35 Cybercity, Ebene 72201, Mauritius

Transfer secretary (South Africa): Computershare Investor Services Proprietary Limited

Registrar and transfer agent (Mauritius): Intercontinental Secretarial Services Limited

JSE sponsor: PSG Capital Proprietary Limited

Sponsoring Broker: Axy's Stockbroking Limited

SEM authorised representative and sponsor: Perigeum Capital Ltd

This notice is issued pursuant to the JSE Listings Requirements, SEM Listing Rule 11.3 and 11.16 and Rule 5(1) of the Securities (Disclosure Obligations of Reporting Issuers) Rules 2007. The Board of the Company accepts full responsibility for the accuracy of the information contained in this communiqué.