

**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")



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## PROPOSED LSE LISTING, DISTRIBUTION OF CIRCULAR AND NOTICE OF GENERAL MEETING

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### 1. Introduction

- 1.1. Shareholders of Grit ("**Shareholders**") are referred to the announcement published on 23 February 2018 and are hereby advised that the board of directors of Grit ("**Board**"), following consultation with Grit's major Shareholders and advisers, have resolved to submit an application to the UK Listing Authority for the admission of Grit's ordinary shares ("**Shares**") to a listing on the standard listing segment of the Official List of the UK Listing Authority ("**Standard Listing**") and to trading on the Main Market for listed securities ("**Main Market**") of the London Stock Exchange ("**LSE**") ("**LSE Listing**"). It is however the intention of the Board to apply to the UK Listing Authority for the admission of the Shares to a listing on the premium listing segment of the Official List of the UK Listing Authority and to trading on the Main Market of the LSE within a period of 12 months after the LSE Listing has been approved.
- 1.2. Further information regarding the proposed LSE Listing will be contained in a prospectus prepared in compliance with the prospectus rules of the UK Listing Authority, which will be issued by Grit and placed on its website in due course.
- 1.3. Following the implementation of the LSE Listing, Grit will have primary listings on the Main Board of the JSE Limited ("**JSE**") and on the Main Market of the LSE (as a Standard Listing), while the primary listing of Grit on the Official Market of the Stock Exchange of Mauritius Ltd ("**SEM**") will be termed as a secondary listing.
- 1.4. For purposes of the LSE Listing, certain changes to the constitution of Grit ("**Constitution**") will be required, as contained in the amended constitution which will be available for inspection ("**Amended Constitution**") and as summarised in the circular to be distributed by Grit to Shareholders today, 9 April 2018 ("**Circular**").
- 1.5. In addition, Grit intends to raise additional equity funding by way of the placing and offer for subscription or sale from treasury of up to 250 million Shares (the "**Issue**") in conjunction with the LSE Listing, details of which are set out in the Circular. The Issue will comprise a placing and a public offer in the UK. In South Africa and Mauritius, the Issue will only comprise a private placement and only invited investors located in South Africa and Mauritius will be entitled to participate.
- 1.6. Grit expects to commence a series of investor meetings in London later this month, as a prelude to the LSE Listing and the Issue.

### 2. Distribution of Circular

- 2.1. The Circular incorporates a notice convening a general meeting of Shareholders ("**General Meeting**") in order to consider and, if deemed fit, to approve the resolutions required for the adoption of the Amended Constitution and the implementation of the Issue.
- 2.2. The Circular will also be available on the Company's website at [www.grit.group](http://www.grit.group) from today. In addition, copies of the Circular will be available for inspection, in English only, during normal business hours until the date of the General Meeting at the registered address of the Company

and its company secretary and at the offices of its JSE sponsor, PSG Capital, at 1<sup>st</sup> Floor, Ou Kollege, 35 Kerk Street, Stellenbosch, South Africa and 2<sup>nd</sup> Floor, Building 3, 11 Alice Lane, Sandhurst, Sandton, South Africa.

### 3. Notice of General Meeting

Notice is hereby given that the General Meeting will be held at 10:00 Mauritian time (08:00 South African time) on Thursday, 10 May 2018 at the offices of Intercontinental Fund Services Limited, Level 5, Alexander House, 35 Cybercity, Ebène, 72201, Mauritius, at which meeting Shareholders will be requested to consider and, if deemed fit, to pass, with or without modification, the resolutions set out in the notice of General Meeting, as included in the Circular.

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

By order of the Board

9 April 2018

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**JSE Sponsor and Transaction Advisor**



**SEM Authorised Representative & Sponsor  
and Mauritian Transaction Advisor**



**Mauritian Legal Advisor**



**Company Secretary**



**South African Legal Advisor**



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**Directors:** Sandile Hopeson Nomvete (Chairperson), Bronwyn Anne Corbett (Chief Executive Officer)\*, Leon Paul van de Moortele (Chief Financial Officer)\*, Peter McAllister Todd (Lead independent Director)\*, Ian Donald Macleod+, Paul Laurence Huberman+, Faith Matshepo More, Nomfundo Nomzamo Radebe, Catherine McIlraith+ (\* *executive director*) (+ *independent non-executive director*)

**Company secretary:** Intercontinental Fund Services Limited

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

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

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

**Transaction advisor and JSE sponsor:** PSG Capital Proprietary Limited

**SEM authorised representative & sponsor and Mauritian transaction advisor:** Perigeum Capital Ltd

This notice is issued pursuant to the JSE Listings Requirements, SEM Listing Rule 11.3 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.