

NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, AUSTRALIA, CANADA, JAPAN OR ANY OTHER JURISDICTION IN RESPECT OF WHICH THE PUBLICATION, DISTRIBUTION OR RELEASE, DIRECTLY OR INDIRECTLY, OF THIS CIRCULAR WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION OR IN RESPECT OF WHICH THE OFFERING CONTEMPLATED BY THIS CIRCULAR IS UNLAWFUL. THIS ANNOUNCEMENT DOES NOT CONSTITUTE OR FORM PART OF ANY OFFER OR INVITATION TO PURCHASE, OTHERWISE ACQUIRE, SUBSCRIBE FOR, SELL, OTHERWISE DISPOSE OF OR PURCHASE ANY SECURITY IN ANY JURISDICTION.

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The definitions and interpretations commencing on page 9 of this circular apply, *mutatis mutandis*, throughout this document including this cover page.

Shareholders are referred to page 6 of this circular, which sets out the action required of them with regard to the rights offer, full details of which are set out in this circular. If you are in any doubt as to the action that you should take, please consult your CSDP, broker, banker, legal advisor, accountant or other professional advisor immediately.

If you have disposed of all of your SA Corporate ordinary shares, this circular should be forwarded to the purchaser to whom, or the CSDP, broker, banker or agent through whom you disposed of such shares. In particular, if you are a shareholder who is not a resident of South Africa, you should consult your legal advisor or other professional advisor immediately to ascertain whether there are any restrictions relating to this rights offer in the jurisdiction in which you are a resident.

SA Corporate does not accept responsibility, and will not be held liable, for any action of, or omission by, any CSDP or broker including, without limitation, any failure on the part of the CSDP or broker of any beneficial owner of SA Corporate ordinary shares to notify such beneficial owner of the rights offer set out in this circular.

The rights that are represented by the letter of allocation are valuable and may be renounced or sold on the JSE. Letters of allocation can, however, only be traded in dematerialised form and, accordingly, SA Corporate has issued all letters of allocation in dematerialised form. The electronic record for holders of certificated shares is being maintained by the transfer secretaries who have made it possible for holders of certificated shares to enjoy the same rights and opportunities as holders of dematerialised shares in respect of the letters of allocation. Instructions on how to renounce or sell the rights represented by the letters of allocation are set out in paragraph 2 of this circular.

Only whole numbers of SA Corporate ordinary shares will be issued in terms of the rights offer and shareholders will be entitled to rounded numbers of shares once the ratio of entitlement has been applied. Excess applications will be allowed.



(Incorporated in the Republic of South Africa)
(Registration number 2015/015578/06)
(Approved as a REIT by the JSE)
Share code: SAC ISIN: ZAE000203238
("SA Corporate" or "the Company")

CIRCULAR TO SHAREHOLDERS

relating to:

- **a renounceable rights offer of up to 263,141,113 SA Corporate ordinary shares in the ratio of 13 rights offer shares for every 100 SA Corporate ordinary shares held on the record date at a subscription price of R4.57 per share;**

and including:

- **a form of instruction (yellow) in respect of a letter of allocation (to be completed by holders of certificated shares only).**

Rights offer opens at 9:00

Monday, 30 November 2015

Rights offer closes at 12:00

Friday, 11 December 2015

The Directors whose names appear in paragraph 5 of this circular, collectively and individually accept full responsibility for the accuracy of the information given in this circular and certify that, to the best of their knowledge, there are no facts, the omission of which would make any statement in this circular false or misleading and that they have made all reasonable inquiries to ascertain such facts and that this circular contains all information required by South African law and by the Listings Requirements.

Absa Bank Limited (acting through its Corporate and Investment Banking division) and Investec Bank Limited (acting through its Corporate Finance Division), which are regulated in terms of the Listings Requirements, are acting for SA Corporate and no one else in relation to the preparation of this circular and will not be responsible to anyone other than the JSE and SA Corporate in relation to the preparation and content of this circular.

**Joint bookrunner,
financial advisor and
transaction sponsor**



**Joint bookrunner,
financial advisor and
transaction sponsor**



Legal advisor



Sponsor



Date of issue: 24 November 2015

This circular is available in English only. Copies may be obtained from Tuesday 24 November 2015 until Friday, 11 December 2015, both days inclusive, from the registered office of SA Corporate whose address is set out in the "Corporate Information and Advisors" section of this circular. The circular will also be available in electronic form from the Company's website (www.sacorporatefund.co.za) from Monday, 23 November 2015 until Friday, 11 December 2015.

IMPORTANT LEGAL NOTES

APPLICABLE LAWS AND FOREIGN SHAREHOLDERS DISCLAIMER

The release, publication or distribution of this circular in certain jurisdictions may be restricted by law and therefore persons in any such jurisdictions into which this circular is released, published or distributed should inform themselves about and observe such restrictions. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. This circular does not constitute the solicitation of an offer to purchase shares or a solicitation of any vote or approval in any jurisdiction in which such offer or solicitation would be unlawful.

The transactions, which are the subject of this circular ("transactions"), may be affected by the laws of the relevant jurisdictions of the non-resident shareholders. Such non-resident shareholders should inform themselves about and observe any applicable legal requirements of such jurisdictions. It is the responsibility of any non-resident shareholder to satisfy himself as to the full observation of the laws and regulatory requirements of the relevant jurisdiction in connection with the transactions, including the obtaining of any governmental, exchange control or other consents or the making of any filings which may be required, the compliance with other necessary formalities, the payment of any transfer or other taxes or other requisite payments due in such jurisdiction.

The transactions comply with and are governed by the laws of South Africa and are subject to any applicable laws and regulations, including the South African exchange control regulations.

The rights offer is made solely in terms of this circular which includes details of how the offer may be accepted. The rights offer is not being made in any jurisdiction in which it is unlawful to propose such an offer.

Any non-resident shareholder will be responsible for any transfer or other taxes or other requisite payments by whomsoever payable. SA Corporate and any other person acting on its behalf shall be fully indemnified and held harmless by non-resident shareholders for any such transfer or other taxes as such person may be required to pay.

Any shareholder who is in doubt as to his position, including, without limitation, his tax status, should consult an appropriate independent professional advisor in the relevant jurisdiction without delay.

The rights offer will not constitute an "offer to the public", as envisaged in Chapter 4 of the Companies Act and accordingly this circular does not, nor does it intend to, constitute a "registered prospectus", as contemplated in Chapter 4 of the Companies Act.

FORWARD-LOOKING STATEMENTS

This circular contains statements about SA Corporate that are or may be forward-looking statements. All statements, other than statements of historical fact, are, or may be deemed to be, forward-looking statements, including, without limitation, those concerning: strategy; cash costs and other operating results; growth prospects and outlook for operations, individually or in the aggregate; liquidity and capital resources and expenditure and the outcome and consequences of any pending litigation proceedings. These forward-looking statements are not based on historical facts, but rather reflect current expectations concerning future results and events and generally may be identified by the use of forward-looking words or phrases such as "believe", "aim", "expect", "anticipate", "intend", "foresee", "forecast", "likely", "should", "planned", "may", "estimated", "potential" or similar words and phrases.

Examples of forward-looking statements include statements regarding a future financial position or future profits, cash flows, corporate strategy, anticipated levels of growth, estimates of capital expenditure, acquisition strategy, and expansion prospects for future capital expenditure levels and other economic factors, such as, *inter alia*, interest rates.

By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. SA Corporate cautions that forward-looking statements are not guarantees of future performance. Actual results, financial and operating conditions, liquidity and the developments within the industry in which SA Corporate operates may differ materially from those made in, or suggested by, the forward-looking statements contained in this document.

All these forward-looking statements are based on estimates and assumptions, as regards SA Corporate, made by SA Corporate as communicated in publicly available documents issued by SA Corporate, all of which estimates and assumptions, although SA Corporate believes them to be reasonable, are inherently uncertain. Such estimates, assumptions or statements may not eventuate. Factors which may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied in those statements or assumptions include other matters not yet known to SA Corporate or not currently considered material by SA Corporate.

Shareholders should keep in mind that any forward-looking statement made in this circular or elsewhere is applicable only at the date on which such forward-looking statement is made. New factors that could cause the business of SA Corporate not to develop as expected may emerge from time to time and it is not possible to predict all of them. Further, the extent to which any factor or combination of factors may cause actual results to differ materially from those contained in any forward-looking statement are not known. SA Corporate has no duty to, and does not intend to, update or revise the forward-looking statements contained in this circular after the date of issue of this circular, except as may be required by law.

CORPORATE INFORMATION AND ADVISORS

Executive Directors

Terence Rory Mackey (Managing Director)
Antoinette Margaret Basson (Financial Director)

Independent Non-Executive Directors

Jeff Molobela (Chairman)
Robert John Biesman-Simons
Gugu Patricia Dinga
Kenneth John Forbes
Ebrahim Suleman Seedat
Mabotha Arthur Moloto
Emily Mauristene Hendricks

Joint bookrunner, financial advisor and transaction sponsor

Absa Bank Limited
(acting through its Corporate and Investment Banking division)
Registration number 1986/004794/06
15 Alice Lane
Sandton, 2196
(Private Bag X10056, Sandton, 2146)

Joint bookrunner, financial advisor and transaction sponsor

The Corporate Finance division of Investec Bank Limited
Registration number 1969/004763/06
2nd Floor
100 Grayston Drive
Sandown
Sandton, 2196
(PO Box 785700, Sandton, 2146)

Independent Sponsor

Nedbank Capital (a division of Nedbank Limited)
Registration number 1951/000009/06
135 Rivonia Road
Sandown, 2196
(PO Box 1144, Johannesburg, 2000)

Date of incorporation

19 January 2015

Place of incorporation

South Africa

Website

www.sacorporatefund.co.za

Group company secretary and registered office

Benjamin Swanepoel
FCIS
South Wing, First Floor Block A
The Forum, North Bank Lane
Century City, 7441
(Postnet Suite no. 1051, Private Bag X2, Century City, 7446)

Legal advisor

Cliffe Dekker Hofmeyr Inc.
Registration number 2008/018923/21
1 Protea Place
Sandton, 2196
(Private Bag X40, Benmore, 2010)

Transfer secretaries

Computershare Investor Services Proprietary Limited
Registration number 2004/003647/07
Ground Floor, 70 Marshall Street
Johannesburg, 2001
(PO Box 61051, Marshalltown, 2107)
Telephone: + 27 11 370 5000
Facsimile: + 27 11 688 5210

TABLE OF CONTENTS

	Page
IMPORTANT LEGAL NOTES	1
CORPORATE INFORMATION AND ADVISORS	3
ACTION REQUIRED BY SHAREHOLDERS	6
SALIENT DATES AND TIMES	8
DEFINITIONS AND INTERPRETATIONS	9
CIRCULAR TO SHAREHOLDERS	12
1. INTRODUCTION	12
2. PARTICULARS OF THE RIGHTS OFFER	12
2.1 <i>Background to and rationale for the rights offer</i>	12
2.2 <i>Terms of the rights offer</i>	13
2.3 <i>Rights offer period</i>	13
2.4 <i>Rights offer entitlement</i>	13
2.5 <i>Fractional entitlements</i>	14
2.6 <i>Holdings of odd lots in multiples other than 100 shares</i>	14
2.7 <i>Irrevocable undertakings</i>	14
2.8 <i>Minimum subscription</i>	14
2.9 <i>Excess applications</i>	14
2.10 <i>Procedures for acceptance of rights offer entitlement</i>	15
2.11 <i>Procedures for sale or renunciation of rights offer entitlement</i>	15
2.12 <i>Payment</i>	16
2.13 <i>Lapsing of rights</i>	17
2.14 <i>Foreign shareholders</i>	17
2.15 <i>Exchange control regulations</i>	18
2.16 <i>Applicable law</i>	18
2.17 <i>Tax consequences</i>	18
2.18 <i>Documents of title</i>	19
2.19 <i>JSE listings</i>	19
2.20 <i>Estimated expenses</i>	19
3. THE BUSINESS OF SA CORPORATE	19
3.1 <i>Nature of business</i>	19
3.2 <i>Prospects</i>	20

	Page
4. SHARE CAPITAL	20
4.1 <i>Authorised and issued share capital</i>	20
4.2 <i>Share price history</i>	20
5. INFORMATION ON DIRECTORS AND SENIOR MANAGEMENT	20
5.1 <i>Directors</i>	20
5.2 <i>Directors' interests in shares</i>	20
5.3 <i>Directors' interests in transactions</i>	21
5.4 <i>Directors' remuneration</i>	21
6. GENERAL INFORMATION	21
6.1 <i>Litigation statement</i>	21
6.2 <i>Experts' consents</i>	21
6.3 <i>Directors' responsibility statement</i>	21
7. DOCUMENTS AVAILABLE FOR INSPECTION	22
ANNEXURES	
ANNEXURE 1 TABLE OF ENTITLEMENT	23
ANNEXURE 2 SHARE PRICE HISTORY	24
FORM OF INSTRUCTION	ENCLOSED

ACTION REQUIRED BY SHAREHOLDERS

If you are in any doubt as to what action you should take, you should consult your CSDP, broker, banker, legal advisor, accountant or other professional advisor immediately. In particular, if you are a shareholder who is not a resident of South Africa, you should consult your legal advisor or other professional advisor immediately to ascertain whether there are any restrictions relating to this rights offer in the jurisdiction in which you are resident. If you have disposed of all of your SA Corporate ordinary shares, this circular should be forwarded to the purchaser to whom, or the CSDP, broker, banker or agent through whom you disposed of such shares.

ACTION REQUIRED BY HOLDERS OF CERTIFICATED SHARES

Note that pursuant to section 33(2) of the Financial Markets Act SA Corporate may only issue listed ordinary shares in dematerialised form. However certificated shareholders may rematerialise their dematerialised shares.

A form of instruction for completion by qualifying shareholders who hold certificated shares is enclosed with this circular and the relevant procedure for participation in the rights offer is set out below:

- A letter of allocation will be created in electronic form with the transfer secretaries to afford holders of certificated shares the same rights and opportunities as those who have already dematerialised their SA Corporate ordinary shares;
- Certificated shareholders will have their rights credited to a nominee account in electronic form, which will be administered by the transfer secretaries on their behalf. The enclosed form of instruction reflects the number of shares for which the certificated shareholder is entitled to subscribe. The procedure to be followed by certificated shareholders for the acceptance, sale or renunciation of their rights is reflected on the form of instruction;
- If you do not wish to subscribe for all of the rights allocated to you (as reflected in the form of instruction), you may either dispose of or renounce all or part of your entitlement as follows:
 - if you wish to sell all or part of your entitlement, you must complete Form A in the enclosed form of instruction and return it to the transfer secretaries so as to be received by no later than 12:00 on Friday, 04 December 2015. The transfer secretaries will endeavour to procure the sale of rights on the JSE on your behalf and to remit the net proceeds thereof in accordance with your instructions. In this regard, neither the transfer secretaries nor SA Corporate will have any obligation or be responsible or liable for any loss or damage whatsoever in relation to or arising from the timing of such sales, the price obtained, or the failure to dispose of such entitlements. Please note that the last day to trade letters of allocation is Friday, 04 December 2015; and
 - if you wish to renounce your entitlement in favour of any named renounee, you must complete Form B in the enclosed form of instruction, and the renounee must complete Form C in the enclosed form of instruction and return it to the transfer secretaries, to be received by no later than 12:00 on Friday, 11 December 2015, together with a bank-guaranteed cheque or bank draft for the appropriate amount.

If you are a qualifying shareholder holding certificated shares and wish to subscribe for all or part of your entitlement in terms of the enclosed form of instruction, you must complete the form of instruction in accordance with the instructions contained therein and lodge it, together with the amount due in Rand in the form of a bank-guaranteed cheque or bank draft, with the transfer secretaries as follows:

By hand to:

SA Corporate – rights offer
c/o Computershare Investor Services Proprietary Limited
Ground Floor
70 Marshall Street
Johannesburg, 2001

By post to:

SA Corporate – rights offer
c/o Computershare Investor Services Proprietary Limited
PO Box 61763
Marshalltown, 2107

By Facsimile to:

SA Corporate – rights offer
c/o Computershare Investor Services Proprietary Limited
+27 11 688 5210

By electronic mail to:

SA Corporate – rights offer
c/o Computershare Investor Services Proprietary Limited
corporate.events@computershare.co.za

so as to be received by the transfer secretaries by no later than 12:00 on Friday, 11 December 2015.

Electronic Bank Transfers (EFT) will be accepted. Kindly contact Computershare's Call Centre – Corporate Actions on 0861 100 634 to obtain banking details and reference number for the deposits. Forms of instruction and proof of EFT payment may be faxed to +27 11 688 5210 or e-mailed to corporate.events@computershare.co.za. Kindly note that this is for subscription of the rights only and is not for selling of the rights.

Forms of instruction which are not hand delivered or posted, must be faxed to +27 11 688 5210 or e-mailed to corporate.events@computershare.co.za. Computershare will not be responsible or liable for any loss and/or damage whatsoever in relation to or arising from the late or non-receipt of faxed or emailed forms of instruction owing to forms of instruction being forwarded to any facsimile or email address other than those provided above. Forms of instruction shall be deemed to be received on the date reflected in Computershare's electronic or facsimile systems. Notwithstanding anything to the contrary it is the shareholder's responsibility to ensure that their forms of instruction are received by Computershare.

PLEASE NOTE THAT THE ORIGINAL ELECTION FORM MUST BE RETURNED. FAXED OR EMAILED ELECTION FORMS WILL BE ACCEPTED WITH PROOF OF PAYMENT ATTACHED.

Excess applications will be allowed. If you are a holder of a letter of allocation and you wish to apply for excess rights offer shares you should complete blocks 7 and 8 of the attached form of instruction and remit it together with sufficient funds to cover such application in accordance with the above instruction. The right to apply for excess rights offer shares is transferable on renunciation of the letters of allocation.

Cheques in respect of unsuccessful applications for excess rights offer shares by certificated shareholders will be posted by registered post to the relevant applicants, at their risk, on or about Thursday, 17 December 2015. No interest will be paid on monies received in respect of unsuccessful applications.

If the required documentation and payment has not been received in accordance with the instructions contained in the enclosed form of instruction (either from the qualifying shareholders or from any person in whose favour the rights have been renounced) by the transfer secretaries by 12:00 on Friday, 11 December 2015, then the rights to those unsubscribed shares will be deemed to have been declined and the rights offer entitlement will lapse.

SA Corporate together with the transfer secretaries accepts no responsibility and will not be held liable for any failure to allocate any rights offer shares pursuant to payment being made or alleged to have been made by way of electronic transfer and where proof of such payment has not been received or purported proof of such payment being insufficient or defective or SA Corporate together with the transfer secretaries, for any reason, not being able to reconcile a payment or purported payment with a particular application for rights offer shares.

ACTION REQUIRED BY HOLDERS OF DEMATERIALISED SHARES

If you are a qualifying shareholder and hold your SA Corporate ordinary shares in dematerialised form, you will not receive a printed form of instruction and should receive notification from your CSDP or broker regarding the rights to which you are entitled in terms of the rights offer.

Your CSDP or broker will credit your account with the number of rights to which you are entitled and you are required to notify your CSDP or broker:

- whether you wish to follow your rights in terms of the rights offer and, if so, in respect of how many rights offer shares; and
- if you do not wish to follow all or any of your rights:
 - whether you wish to sell your rights and, if so, how many rights you wish to sell; or
 - whether you wish to renounce your rights and, if so, how many rights and in favour of whom you wish to renounce those rights.

CSDPs effect payment in respect of dematerialised shareholders on a delivery versus payment basis, therefore qualifying shareholders who hold dematerialised shares and who accept the rights offer must ensure that the necessary funds are deposited with the relevant CSDP or broker, as the case may be.

If you are a qualifying shareholder holding dematerialised shares and wish to follow your rights in respect of the rights offer, you are required to notify your duly appointed CSDP or broker of your acceptance of the rights offer in the manner and time stipulated in the agreement governing the relationship between yourself and your CSDP or broker. If you are not contacted, you should contact your CSDP or broker and provide them with your instructions. If your CSDP or broker does not obtain instructions from you, they are obliged to act in terms of the mandate granted to them by you, or if the mandate is silent in this regard, not to subscribe for SA Corporate ordinary shares in terms of the rights offer.

SA Corporate does not take responsibility and will not be held liable for any failure on the part of any CSDP or broker to notify you of the rights offer and/or to obtain instructions from you to subscribe for the rights offer shares and/or to sell the rights allocated.

Excess applications will be allowed. If you, as a holder of dematerialised shares, wish to apply for excess rights offer shares you should instruct your CSDP or broker, in terms of the agreement entered into between yourself and your CSDP or broker, as to the number of excess rights offer shares for which you wish to apply and ensure that sufficient funds are deposited with your CSDP or broker. The right to apply for additional rights offer shares is transferrable on renunciation of the letters of allocation.

SALIENT DATES AND TIMES

2015

Last day to trade in SA Corporate ordinary shares in order to participate in the rights offer (<i>cum</i> entitlement)	Friday, 20 November
SA Corporate ordinary shares commence trading ex-entitlement at 9:00	Monday, 23 November
Listing of and trading in the letters of allocation under JSE code: SACN and ISIN: ZAE000211413 on the JSE commences at 9:00	Monday, 23 November
Rights offer circular and form of instruction posted to certificated shareholders	Tuesday, 24 November
Record date for the rights offer	Friday, 27 November
Rights offer opens at 9:00	Monday, 30 November
Letters of allocation credited to an electronic account created by the transfer secretaries in respect of holders of certificated shares	Monday, 30 November
CSDP or broker accounts credited with entitlements in respect of holders of dematerialised shares	Monday, 30 November
Rights offer circular posted to dematerialised shareholders who have elected to receive such documents	Tuesday, 01 December
Last day for trading letters of allocation on the JSE	Friday, 04 December
Listing of rights offer shares and trading therein on the JSE commences at 9:00	Monday, 07 December
Rights offer closes at 12:00	Friday, 11 December
Forms of Instruction and payment to be submitted by certificated shareholders by 12:00	Friday, 11 December
Record date for the letters of allocation	Friday, 11 December
Rights offer shares issued on or about	Monday, 14 December
CSDP or broker accounts in respect of holders of dematerialised shares debited and updated with rights offer shares and share certificates posted to certificated shareholders by registered post on or about	Monday, 14 December
Results of the rights offer released on SENS	Monday, 14 December
Results of the rights offer published in the press	Tuesday, 15 December
CSDP or broker accounts in respect of holders of dematerialised shares debited and updated with any excess shares allocated and share certificates posted to certificated shareholders (who have been allocated excess shares) by registered post on or about	Thursday, 17 December
Refund cheques posted to holders of certificated shares in respect of unsuccessful applications	Thursday, 17 December

Notes:

1. The definitions commencing on page 9 of this circular apply, *mutatis mutandis*, to these salient dates and times.
2. All times shown in this circular are South African local times.
3. Share certificates may not be dematerialised or rematerialised between Monday, 23 November 2015 and Friday, 27 November 2015, both days inclusive.

DEFINITIONS AND INTERPRETATIONS

Throughout this circular and the annexures hereto, unless otherwise stated or the context otherwise indicates, the words and expressions in the first column shall have the meanings stated opposite them in the second column and words and expressions in the singular shall include the plural and vice versa, words importing natural persons shall include juristic persons and vice versa and any reference to one gender shall include the other genders:

"Absa IM"	Absa Asset Management Proprietary Limited (registration number 1997/017903/07);
"Afhco"	Afhco Holdings Proprietary Limited (registration number 1998/017120/07), a private company duly incorporated in accordance with the laws of South Africa and a wholly owned subsidiary of SA Retail;
"associates"	an associate as defined in the Listings Requirements;
"Board" or "Directors"	the board of directors of SA Corporate as at the last practicable date;
"broker"	any person registered as a broking member (equities) in terms of the Rules of the JSE made in accordance with the provisions of the Financial Markets Act;
"business day"	any day, other than a Saturday, Sunday or gazetted public holiday in South Africa;
"cent"	cent, the official currency of South Africa, being one one-hundredth of a Rand;
"certificated shareholders"	all registered holders of certificated shares in SA Corporate;
"certificated shares"	SA Corporate shares which have not yet been dematerialised in terms of Strate, title to which is represented by a share certificate or other document of title acceptable to the Board;
"circular" or "document"	this bound document, dated 24 November 2015, including its annexures and incorporating a form of instruction, where applicable;
"common monetary area"	South Africa, the Republic of Namibia and the Kingdoms of Swaziland and Lesotho;
"Companies Act"	Companies Act, 2008 (Act 71 of 2008), as amended;
"Companies Regulations"	Companies Regulations, 2011 to the Companies Act, as amended;
"Coronation"	Coronation Asset Management Proprietary Limited (registration number 1993/002807/07);
"CSDP"	a Central Securities Depository Participant defined as a "participant" in section 1 of the Financial Markets Act;
"dematerialisation"	the process whereby physical documents of title are dematerialised into an electronic record (and reflected on an electronic share register) for the purposes of the electronic clearing and settlement system operated by Strate;
"dematerialised shareholders"	all registered holders of dematerialised shares in SA Corporate;
"dematerialised shares"	SA Corporate shares which have been dematerialised and which are no longer evidence by documents of title but by electronic records;
"documents of title"	share certificates, certified transfer deeds, balance receipts or any other documents of title to certificated shares, acceptable to SA Corporate;
"exchange control regulations"	the Exchange Control Regulations of 1961, as amended, issued in terms of Section 9 of the Currency and Exchange Act, 1933 (Act 9 of 1933), as amended;
"Financial Markets Act"	Financial Markets Act, 2012 (Act 19 of 2012), as amended;
"Joint financial advisors, bookrunners and transaction sponsors"	Absa Bank Limited and Investec Bank Limited, full details of which are set out in the Corporate Information and Advisers section of this circular;

“JSE”	JSE Limited (Registration number 2005/022939/06), a public company incorporated in South Africa, which owns and operates the securities exchange licensed under the Financial Markets Act;
“last practicable date”	the last practicable date prior to finalisation of this circular, being 12 November 2015;
“letter of allocation”	a renounceable (nil paid) letter of allocation to be issued to qualifying shareholders in electronic form relating to the rights offer;
“Listings Requirements”	the Listings Requirements of the JSE in force as at the last practicable date;
“Manager”	SA Corporate Real Estate Fund Managers Proprietary Limited (registration number 1994/009895/07), a private company duly incorporated in accordance with the laws of South Africa and responsible for the management of SA Corporate;
“MOI”	the Memorandum of Incorporation of SA Corporate;
“own name dematerialised shareholders”	dematerialised shareholders in SA Corporate who have instructed their CSDP or broker to register their dematerialised shares in their “own name” in the sub-register maintained by the CSDP or broker;
“Prudential”	Prudential Investment Managers (South Africa) Proprietary Limited (registration number 2013/051515/07);
“qualifying shareholder”	a SA Corporate shareholder on the register as at 17:00 on the record date;
“R” or “ZAR” or “Rand”	South African rand, the official currency of South Africa;
“ratio of entitlement”	the number of rights offer shares to which qualifying shareholders are entitled in terms of the rights offer; and/or such proportionate lower number of shares in respect of a holding of less than 100 SA Corporate ordinary shares held on the record date;
“record date”	the last day for shareholders to be recorded in the register in order to participate in the rights offer; being close of business on Friday, 27 November 2015;
“register”	the register of certificated shareholders maintained by SA Corporate and the sub-register of dematerialised shareholders maintained by the relevant CSDPs;
“rights”	the entitlement to subscribe for SA Corporate ordinary shares pursuant to the rights offer;
“rights offer”	this rights offer of up to 263,141,113 ordinary shares in SA Corporate, at the rights offer price in the ratio of 13 rights offer shares for every 100 SA Corporate ordinary shares held on the record date;
“rights offer price”	the price per new SA Corporate ordinary share to be offered to SA Corporate shareholders in terms of the rights offer being R4.57 per SA Corporate ordinary share;
“rights offer shares”	the 263,141,113 SA Corporate ordinary shares, which are the subject of the rights offer;
“SA Corporate” or “the Company”	SA Corporate Real Estate Limited (Registration number 2015/015578/06), a public company incorporated in South Africa, the shares of which are listed on the JSE;
“SA Corporate ordinary shares” or “ordinary shares” or “shares”	SA Corporate ordinary shares of no par value;
“SA Corporate shareholders” or “shareholders”	all certificated shareholders and dematerialised shareholders;
“Sanlam”	Sanlam Investment Management Proprietary Limited (registration number 1967/011973/07);
“SARB”	the South African Reserve Bank;
“SENS”	the Stock Exchange News Service of the JSE;
“Sesfikile Capital”	Sesfikile Capital Proprietary Limited (registration number 2008/022541/07);
“South Africa”	the Republic of South Africa;

“Stanlib”	STANLIB Asset Management Limited (registration number 1969/002753/06);
“Strate”	Strate Proprietary Limited (Registration number 1998/022242/07), a private company incorporated in accordance with the laws of South Africa and a registered Central Securities Depository responsible for the electronic custody and settlement system used by the JSE;
“subsidiary”	a subsidiary as defined in the Companies Act; and
“transfer secretaries” or “Computershare”	Computershare Investor Services Proprietary Limited (Registration number 2004/003647/07), a private company incorporated in accordance with the laws of South Africa, being the transfer secretaries of SA Corporate.



(Incorporated in the Republic of South Africa)
(Registration number 2015/015578/06)
(Approved as a REIT by the JSE)
Share code: SAC ISIN: ZAE000203238
("SA Corporate" or "the Company")

CIRCULAR TO SHAREHOLDERS

1. INTRODUCTION

Shareholders are referred to the announcement released on SENS on Monday, 12 October 2015 in which SA Corporate gave notice of a written resolution in terms of section 60 of the Companies Act to place 350 million shares, being 17% of the Company's issued shares, to be allotted or issued in aggregate in respect of an offer of shares to existing SA Corporate shareholders *pro rata* to their shareholdings at their discretion. This resolution was duly passed on Monday, 9 November 2015. The Company further announced on Friday, 13 November 2015 that the Board had resolved to pursue the implementation of a rights offer of up to ZAR1.2 billion.

In terms of the rights offer, 263,141,113 SA Corporate ordinary shares will be offered for subscription to shareholders recorded in the register at the close of trade on the record date. Qualifying shareholders will receive rights to subscribe for rights offer shares on the basis of 13 new SA Corporate ordinary shares for every 100 SA Corporate ordinary shares held, for subscription at R4.57 per rights offer share.

Excess applications will be allowed.

Only whole numbers of shares will be issued and shareholders will be entitled to rounded numbers of shares once the ratio has been applied. The JSE has agreed to the listing of the rights offer shares.

The purpose of this circular is to furnish shareholders with relevant information relating to the rights offer; the action required and the implications thereof, in accordance with the Listings Requirements.

2. PARTICULARS OF THE RIGHTS OFFER

2.1 *Background to and rationale for the rights offer*

As advised in the SENS announcement released on Friday, 9 October 2015, SA Corporate concluded an agreement for the acquisition of a 50% interest in a property portfolio located in Zambia for a purchase consideration of USD46.7 million (approximately R653.8 million) ("the Acquisition"). It was announced that the purchase consideration would be funded by way of a rights offer to existing shareholders and through USD debt facilities of USD27 million. As announced on SENS on Thursday, 5 November 2015 the Acquisition was in the process of being implemented. Shareholders are advised that the Acquisition was effected and the purchase consideration was settled through ZAR debt bridge facilities.

In addition to the Acquisition, the Company continues to pursue acquisitions in respect of the Afhco inner city and residential property business ("Afhco Acquisitions") and has acquired a portfolio of attractively priced properties that complement the strength of the Company's existing portfolio's real estate fundamentals. The purchase consideration in respect of the Afhco acquisition is ZAR 280 million, and has been funded by utilising debt facilities.

Upon completion of the Acquisition and Afhco Acquisitions, and accounting for debt facilities utilised to fund capital expenditure in respect of developments ("Development Costs"), the loan to value of the Company has increased from 30.2% at 30 June 2015 to approximately 38.3% at 12 November 2015. This level of gearing is marginally in excess of the gearing levels targeted by the Board (being a loan to value ratio of between 33% and 37% ("Target Gearing")), and hence restrictive of further debt issuance to fund the strategic priorities of the Company.

The net proceeds of the rights offer (after estimated expenses and prepaid dividend amounts) will be utilised for the following:

- to repay banking facilities utilised since 30 June 2015 in respect of the Acquisition, the Afhco Acquisitions and Development Costs;
- to increase funds available to pursue pipeline acquisitions primarily in respect of SA Corporate's Afhco inner city and residential property business ("Pipeline") which are attractively priced and complement the strength of the existing portfolio's real estate fundamentals;
- to contribute to the funding of the Company's redevelopment pipeline ("Redevelopments"); and
- to establish an optimal gearing and capital structure and bring SA Corporate's loan to value ratio in line with the Company's Target Gearing post the Acquisition, Afhco Acquisitions and Redevelopments.

Immediately following the rights issue, it is expected that the loan to value of the Company will be approximately 29%. It is the intention of the Company to maintain its Target Gearing level of between 33% and 37% after execution of the Pipeline and Redevelopments in 2016.

2.2 **Terms of the rights offer**

SA Corporate hereby offers to qualifying shareholders a total of up to 263,141,113 SA Corporate ordinary shares for subscription, upon the terms and conditions set out in this circular and in the attached form of instruction, by way of renounceable rights, at a rights offer price of R4.57 per SA Corporate ordinary share on the basis of 13 rights offer shares for every 100 SA Corporate ordinary shares held by qualifying shareholders at the close of trade on the record date.

The rights offer price represents a:

- Discount of 10.0% to the 30 day volume weighted average traded price of SA Corporate ordinary shares of 5.07 as at close of business on Thursday, 12 November 2015, being the last business day prior to the release of the rights offer declaration announcement on SENS on Friday, 13 November 2015; and
- Discount of 8.9% to the closing price of SA Corporate ordinary shares on the JSE on Thursday, 12 November 2015.

SA Corporate will raise a maximum amount of approximately ZAR1.2 billion in terms of the rights offer.

Qualifying shareholders recorded in the register of SA Corporate at the close of trade on Friday, 27 November 2015 will be entitled to participate in the rights offer.

The enclosed form of instruction contains details of the rights to which holders of certificated shares are entitled, as well as the procedure for acceptance and/or sale and/or renunciation of all or part of those rights. Holders of dematerialised shares will be advised of the rights to which they are entitled as well as the procedure for acceptance and/or sale and/or renunciation of all or part of those rights by their CSDP or broker in terms of the agreement entered into between the shareholder concerned and his CSDP or broker, as the case may be.

The subscription price is payable in full, in Rands, by qualifying shareholders holding certificated shares on acceptance of the rights offer. CSDPs will, subject to their mandates in place with their clients, make payment, on a delivery versus payment basis, in respect of qualifying shareholders holding dematerialised shares who have accepted the rights offer. Qualifying shareholders holding dematerialised shares who have accepted the rights offer must ensure that the necessary funds are deposited with the relevant CSDP or broker, as the case may be.

The rights offer shares will, upon allotment and issue, rank *pari passu* with all other existing SA Corporate ordinary shares in terms of both voting rights and dividends.

The rights offer has not been underwritten.

Excess applications will be allowed in accordance with the provisions of paragraph 2.9 of this circular.

2.3 **Rights offer period**

The rights offer will open at 9:00 on Monday, 30 November 2015 and will close at 12:00 on Friday, 11 December 2015.

2.4 **Rights offer entitlement**

The number of rights offer shares to which qualifying shareholders will be entitled is set out in the table of entitlement in Annexure I to this circular. The entitlement of each qualifying shareholder holding certificated shares is reflected in the appropriate block in the form of instruction, which is enclosed with this circular. If you are a qualifying shareholder and hold dematerialised shares, you will not receive a printed form of instruction. Qualifying shareholders holding dematerialised shares will have their accounts automatically credited with their entitlements in accordance with Annexure I.

2.5 **Fractional entitlements**

The whole number of rights to subscribe for rights offer shares to which shareholders will become entitled will be determined by the ratio of entitlement. Only whole numbers of shares will be issued and shareholders will be entitled to subscribe for rounded numbers of SA Corporate ordinary shares once the ratio of entitlement has been applied. Fractional entitlements of 0.5 or greater will be rounded up and fractional entitlements of less than 0.5 will be rounded down.

2.6 **Holdings of odd lots in multiples other than 100 shares**

Shareholders holding less than 100 SA Corporate ordinary shares, or not a whole multiple of 100 SA Corporate ordinary shares, will be entitled, in respect of such holdings, to participate in the rights offer in accordance with the table of entitlement in Annexure 1 to this circular.

2.7 **Irrevocable undertakings**

As at the last practicable date, the following shareholders have irrevocably undertaken to follow their rights in terms of the rights offer as set out below:

Name of shareholder	Number of ordinary shares held in SA Corporate before the rights offer	Number of rights offer shares	Percentage of total rights offer shares
Stanlib	159,000,000	20,670,000	7.86%
Coronation	118,130,977	15,357,027	5.84%
Prudential	99,658,307	12,955,580	4.92%
Sesfikile Capital	80,000,000	10,400,000	3.95%
Sanlam	44,000,000	5,720,000	2.17%
Absa IM	24,181,540	3,143,600	1.19%
Total	524,970,824	68,246,207	25.94%

Shareholders who have irrevocably undertaken to follow their rights will be paid a commission equal to 1.5% of the Rand value of the rights offer shares subscribed for.

In addition, Stanlib, Prudential, Sesfikile Capital and Sanlam have irrevocably committed to apply for an excess application for an additional 95,946,190 SA Corporate shares representing an additional 36.46% of rights offer shares and will be paid a commission equal to 1.5% of the Rand value of the excess rights offer shares applied for.

2.8 **Minimum subscription**

The rights offer is not conditional on a minimum subscription.

2.9 **Excess applications**

All rights offer shares not taken up in terms of the rights offer will be available for allocation to shareholders who wish to apply for a greater number of rights offer shares than those offered to them in terms of the rights offer. Accordingly, shareholders may also apply for rights offer shares in excess of the rights offer shares allocated to that shareholder in terms of the rights offer on the same terms and conditions as those applicable to the rights offer entitlement.

The right to apply for excess rights offer shares is transferable on renunciation.

The pool of rights offer shares available to meet excess applications will be dealt with as set out below:

- if all the rights offer shares are taken up in the rights offer no additional rights offer shares will be made available for allocation to applicants;
- if the rights offer shares taken up in the rights offer and the excess applications together are less than or equal to 100% of the number of rights offer shares available, the Directors will allocate any or all excess applications in an equitable manner; or
- if the rights offer shares taken up in the rights offer and the excess applications together exceed 100% of the number of rights offer shares available, the Directors reserve the right to abate any or all excess applications on an equitable basis.

The allocation of rights offer shares in respect of excess applications will be equitable and will take cognisance of the number of SA Corporate ordinary shares held by each applicant prior to such allocation, including

SA Corporate ordinary shares taken up as a result of the rights offer and the number of excess rights offer shares for which application is made.

Non-equitable allocations of excess shares will only be allowed in instances where they are used to round holdings up to the nearest multiple of 100 shares.

2.10 **Procedures for acceptance of rights offer entitlement**

2.10.1 ***If you are a qualifying shareholder holding certificated shares and/or have had rights renounced in your favour, and wish to subscribe for all or part of your entitlement in terms of the enclosed form of instruction, you must complete the enclosed form of instruction in accordance with the instructions contained therein and lodge it, together with payment of the subscription price, with the transfer secretaries at the addresses set out in paragraph 2.12.1 of this circular, so as to be received by the transfer secretaries by no later than 12:00 on Friday, 11 December 2015. Once received by the transfer secretaries, the acceptance is irrevocable and may not be withdrawn.***

If payment is not received on or before 12:00 on Friday, 11 December 2015, the day of the closing of the rights offer, the qualifying shareholder or renounee concerned will be deemed to have declined the offer to acquire rights offer shares pursuant to the rights offer.

Qualifying shareholders holding certificated shares are advised to take into consideration postal delivery times when posting their forms of instruction, as no late postal deliveries will be accepted. Qualifying shareholders are advised to deliver their completed forms of instruction together with their bank-guaranteed cheques or bankers' drafts by hand or by courier, where possible.

2.10.2 ***If you are a qualifying shareholder holding dematerialised shares you will not receive a printed form of instruction. You should receive notification from your CSDP or broker regarding the rights to which you are entitled in terms of the rights offer.***

If you wish to follow your rights in respect of the rights offer, you are required to notify your duly appointed CSDP or broker of your acceptance of the rights offer in the manner and time stipulated in the agreement governing the relationship between yourself and your CSDP or broker.

SA Corporate does not take responsibility and will not be held liable for any failure on the part of any CSDP or broker to notify you of the rights offer and/or to obtain instructions from you to subscribe for the rights offer shares and/or to sell the rights allocated.

2.11 **Procedures for sale or renunciation of rights offer entitlement**

2.11.1 ***If you are a qualifying shareholder holding certificated shares and do not wish to subscribe for all of the rights allocated to you (as reflected in the form of instruction), you may either dispose of or renounce all or part of your entitlement as follows:***

- if you wish to sell all or part of your entitlement, you must complete Form A in the enclosed form of instruction and return it to the transfer secretaries to be received by no later than 12:00 on Friday, 04 December 2015. Note that the transfer secretaries will endeavour to procure the sale of rights on the JSE on your behalf and to remit the net proceeds thereof in accordance with your instructions. In this regard, neither the transfer secretaries nor SA Corporate will have any obligation or be responsible or liable for any loss or damage whatsoever in relation to or arising from the timing of such sales, the price obtained, or the failure to dispose of such entitlements; and
- if you wish to renounce your entitlement in favour of any named renounee, you must complete Form B in the enclosed form of instruction, and the renounee must complete Form C in the enclosed form of instruction and return it to the transfer secretaries, to be received by no later than 12:00 on Friday, 11 December 2015, together with a bank-guaranteed cheque or bank draft for the appropriate amount.

2.11.2 ***If you are a qualifying shareholder holding dematerialised shares and wish to sell some or all of the rights allocated to you as a holder of dematerialised shares, you should make the necessary arrangements with your CSDP or broker in the manner and time stipulated in the agreement governing the relationship between yourself and your CSDP or broker.***

2.11.3 ***Qualifying shareholders wishing to sell or renounce all or some of their rights will be liable to pay brokerage charges and associated expenses.***

2.12 **Payment**

The amount due on acceptance of the rights offer is payable in Rand.

- 2.12.1 **Payment by holders of certificated shares must be made by a bankers' draft drawn on a registered bank or a bank-guaranteed cheque drawn on a South African bank (each of which should be crossed and marked "not transferable" and, in the case of a cheque, with the words "or bearer" deleted) in favour of "SA Corporate – rights offer" in respect of the amount due and, together with a properly completed form of instruction, should be clearly marked "SA Corporate – rights offer" and delivered by hand to:**

SA Corporate – rights offer

c/o Computershare Investor Services Proprietary Limited
Ground Floor
70 Marshall Street
Johannesburg, 2001

so as to be received by no later than 12:00 on Friday, 11 December 2015, or may be posted, at the risk of the shareholder or his renounee, to:

SA Corporate – rights offer

c/o Computershare Investor Services Proprietary Limited
PO Box 61763
Marshalltown, 2107

so as to be received by no later than 12:00 on Friday, 11 December 2015.

All bank-guaranteed cheques or bankers' drafts received by the transfer secretaries will be deposited immediately for payment. The payment will constitute an irrevocable acceptance by the shareholder or renounee of the rights offer upon the terms and conditions set out in this circular and in the enclosed form of instruction. In the event that any cheque or bankers' draft is dishonoured, SA Corporate, in its sole discretion, may treat the relevant acceptance as void or may tender delivery of the relevant rights offer shares to which it relates against payment in cash of the issue price for such shares.

Money received in respect of an application that is rejected or otherwise treated as void by SA Corporate, or which is otherwise not validly received in accordance with the terms stipulated, will be posted by registered post by way of a cheque drawn (without interest) in Rand to the applicant concerned, at the applicant's risk, on or about Thursday, 17 December 2015. If the applicant concerned is not a shareholder and gives no address in the attached form of instruction, then the relevant refund will be held by SA Corporate until collected by the applicant and no interest will accrue to the applicant in respect thereof.

Electronic Bank Transfers (EFT) will be accepted, kindly contact Computershare's Call Centre – Corporate Actions on 0861 100 634 to obtain banking details and reference number for the deposits. Forms of instruction and proof of EFT payment may be faxed to +27 11 688 5210 or e-mailed to corporate.events@computershare.co.za. Kindly note that this is for subscription of the rights only and is not for selling of the rights.

Forms of instruction which are not hand delivered or posted, must be faxed to +27 11 688 5210 or e-mailed to corporate.events@computershare.co.za. Computershare will not be responsible for any loss and/or damage whatsoever in relation to or arising from the late or non-receipt of faxed or emailed forms of instruction owing to forms of instruction being forwarded to any facsimile or email address other than those provided above. Forms of instruction shall be deemed to be received on the date reflected in Computershare's electronic or facsimile systems. Notwithstanding anything to the contrary it is the shareholder's responsibility to ensure that their forms of instruction are received by Computershare.

- 2.12.2 **Payment by holders of dematerialised shares will be effected on the shareholder's behalf by the CSDP or broker on a delivery versus payment basis. Qualified shareholders who hold dematerialised shares and who accept the rights offer must ensure that the necessary funds are deposited with the relevant CSDP or broker, as the case may be.**

2.13 **Lapsing of rights**

- 2.13.1 Qualifying shareholders that do not take up their rights will continue to own the same number of SA Corporate ordinary shares, but their percentage holding in the Company will be diluted.
- 2.13.2 Rights not exercised will be deemed to have been declined and will lapse and the relevant qualifying shareholder shall not receive any economic benefit in respect of such lapsed rights.

2.14 **Foreign shareholders**

Introduction

Foreign shareholders may be affected by the rights offer, having regard to prevailing laws in their relevant jurisdictions. Such foreign shareholders should inform themselves about and observe any applicable legal requirements of such jurisdiction in relation to all aspects of the rights offer circular that may affect them, including the rights offer. It is the responsibility of each foreign shareholder to satisfy himself as to the full observation of the laws and regulatory requirements of the relevant foreign jurisdiction in connection with the rights offer, including the obtaining of any governmental, exchange or other consents or the making of any filing which may be required, the compliance with other necessary formalities and the payment of any issue, transfer or other taxes or other requisite payments due in such jurisdiction. The rights offer is governed by the laws of South Africa and is subject to applicable laws and regulations in South Africa, including the Exchange Control Regulations.

Any non-resident shareholder will be responsible for any transfer or other taxes or other requisite payments by whomsoever payable. SA Corporate and any other person acting on its behalf shall be fully indemnified and held harmless by non-resident shareholders for any such transfer or other taxes as such person may be required to pay.

Affected foreign shareholders

Any shareholder who is in doubt as to his position with respect to the rights offer in any jurisdiction, including, without limitation, his tax status, should consult an appropriate independent professional advisor in the relevant jurisdiction without delay. Foreign shareholders are reminded that they may dispose of their SA Corporate ordinary shares on or prior to the last day to trade, in which case they will not participate in the rights offer.

Foreign shareholders accordingly must take their own advice on whether they are entitled, after the rights offer, to continue to beneficially hold any SA Corporate ordinary shares distributed to them and take the appropriate action in accordance with that advice.

If a premium can be obtained over the expenses of the sale, the rights of shareholders in the jurisdictions in which it is illegal to make an offer will be sold by the transfer secretaries on the JSE for the benefit of such shareholders, in accordance with this section. Any premium over the expenses of the sale of the rights of shareholders in these jurisdictions (including applicable taxes, brokerage fees and commissions) shall be remitted to such shareholders.

Note to U.S. shareholders

The rights offer shares will not be registered with the U.S. Securities and Exchange Commission ("SEC") under the U.S. Securities Act of 1933, as amended, or any U.S. state securities laws. Neither the SEC nor any U.S. federal or state securities commission has registered, approved or disapproved the rights offer shares or passed comment or opinion upon the accuracy or adequacy of the circular to be issued by SA Corporate in respect of the rights offer. Any representation to the contrary is a criminal offence in the U.S.

Shareholders who are citizens or residents of the U.S. are advised that the rights offer shares have not been and will not be registered under the U.S. Securities Exchange Act of 1934, as amended.

Sale of letters of allocation

It is the responsibility of any person outside the common monetary area (including, without limitation, nominees, agents and trustees for such persons) wishing to take up rights offer shares under the rights offer, to satisfy themselves as to full observance of the applicable laws of any relevant territory, including obtaining any requisite governmental or other consents, observing any other requisite formalities and paying any issue, transfer or other taxes due in such territories.

If a premium can be obtained over the expenses of the sale, the rights of shareholders in the jurisdictions in which it is illegal to make an offer will be sold by the transfer secretaries on the JSE for the benefit of such shareholders, in accordance with this section. Any premium over the expenses of the sale of the rights of shareholders in these jurisdictions (including applicable taxes, brokerage fees and commissions) shall be remitted to such shareholders.

None of SA Corporate, the transfer secretaries or any broker appointed by them or SA Corporate, will have any obligation or be responsible or liable for any loss or damage whatsoever in relation to, or arising out of, the timing of such sales or the remittance of the net proceeds of such sales.

2.15 **Exchange control regulations**

The following summary is intended only as a guide and is, therefore, not comprehensive. If shareholders are in any doubt as to the appropriate course of action they are advised to consult their professional advisor.

Pursuant to the exchange control regulations of South Africa and upon specific approval of the SARB, non-residents, excluding former residents, of the common monetary area will be allowed to:

- take up rights allocated to them in terms of the rights offer;
- purchase letters of allocation on the JSE; and
- subscribe for the rights offer shares arising in respect of the letters of allocation purchased on the JSE provided payment is received either through normal banking channels from abroad or from a non-resident account.

All applications by non-residents for the above purposes must be made through an authorised dealer in foreign exchange. Electronic statements issued in terms of Strate and any share certificates issued pursuant to such applications will be endorsed "non-resident".

Where a right in terms of the rights offer becomes due to a former resident of the common monetary area, which right is based on shares blocked in terms of the exchange control regulations of South Africa, then only emigrant blocked funds may be used to:

- take up the rights allocated to them in terms of the rights offer;
- purchase letters of allocation on the JSE; and
- subscribe for the rights offer shares arising in respect of the letters of allocation purchased on the JSE.

All applications by emigrants using blocked funds for the above purposes must be made through the authorised dealer in South Africa controlling their blocked assets. Share certificates issued to such emigrants will be endorsed "non-resident" and placed under the control of the authorised dealer in foreign exchange through whom the payment was made. The proceeds due to emigrants from the sale of the letters of allocation, if applicable, will be returned to the authorised dealer in foreign exchange for credit to such emigrants' blocked accounts. Electronic statements issued in terms of Strate and any rights offer share certificates issued pursuant to blocked Rand transactions will be endorsed "non-resident" and placed under the control of the authorised dealer through whom the payment was made. The proceeds arising from the sale of letters of allocation or arising from the sale of blocked shares will be credited to the blocked accounts of the emigrants concerned.

Any qualifying shareholder resident outside the common monetary area who receives this circular and form of instruction should obtain advice as to whether any governmental and/or other legal consent is required and/or any other formality must be observed to enable a subscription to be made in terms of such form of instruction.

New share certificates issued upon a rematerialisation of dematerialized shares pursuant to the rights offer to an emigrant will be endorsed "non-resident" and forwarded to the address of the relevant authorised dealer controlling such emigrant's blocked assets for control in terms of the exchange control regulations of South Africa. Where the emigrant's shares are in dematerialised form with a CSDP or broker, the electronic statement issued in terms of Strate will be despatched by the CSDP or broker to the address of the emigrant in the records of the CSDP or broker.

Shareholders holding SA Corporate ordinary shares on behalf of persons who are non-qualifying shareholders are responsible for ensuring that taking up the rights offer, or trading in their entitlements under that offer, do not breach regulations in the relevant overseas jurisdictions.

2.16 **Applicable law**

All transactions arising from the provisions of this circular and the accompanying form of instruction will be governed by and be subject to the laws of South Africa.

2.17 **Tax consequences**

Shareholders are advised to consult their tax and financial advisors regarding any taxation implications pertaining to them regarding the acceptance of their rights in terms of the rights offer.

2.18 Documents of title

New share certificates to be issued to qualifying certificated shareholders, pursuant to a completed rematerialisation of the uncertificated rights offer shares to which they were entitled and for which they have subscribed, will be posted to persons entitled thereto, by registered post, at the risk of the shareholders concerned, on or about, Monday, 14 December 2015.

Qualifying shareholders holding certificated shares and receiving the rights offer shares must note that such certificated shares are not good for delivery in respect of trades concluded on the JSE until they have been dematerialised.

Qualifying shareholders holding SA Corporate ordinary shares in dematerialised form who have applied for, and been allotted, rights offer shares will have their accounts updated with the rights offer shares to which they are entitled and in respect of which they have accepted the rights offer, on Monday, 14 December 2015.

2.19 JSE listings

The Issuer Regulation Division of the JSE has approved the listings of:

- the letters of allocation in respect of approximately 263,141,113 rights offer shares with effect from the commencement of trade on Monday, 23 November 2015 to the close of trade on Friday, 04 December 2015, both days inclusive;
- approximately 263,141,113 rights offer shares with effect from the commencement of trade on Monday, 7 December 2015.

2.20 Estimated expenses

It is estimated that SA Corporate's expenses relating to the rights offer will amount to approximately R22.9 million. These expenses will be paid from the proceeds of the rights offer.

The expenses (excluding VAT) relating to the rights offer are detailed below:

Nature of expense	Paid/payable to	R
JSE documentation inspection fee	JSE	24,350
JSE listing fee	JSE	368,960
Printing, publication and distribution	INCE	200,000
Irrevocable commitment fee	Stanlib, Coronation, Prudential, Sefikile Capital, Sanlam and Absa IM	11,255,389
Legal advisors	Cliffe Dekker Hofmeyr Inc	80,000
Joint bookrunners, financial advisors and transaction sponsors	Absa Bank Limited and Investec Bank Limited	10,894,162
Transfer secretaries	Computershare	40,000
	Total	22,862,861

Save as set out above, SA Corporate has incurred no preliminary expenses in relation to the rights offer during the three years preceding the date of this circular.

3. THE BUSINESS OF SA CORPORATE

3.1 Nature of business

With its origin in 1995 as Ukhozi Property Fund, SA Corporate is one of the oldest established property investment companies in South Africa.

Previously a REIT (Collective Investment Scheme in Property) SA Corporate Real Estate Fund was reconstituted as a Corporate REIT, SA Corporate Real Estate Limited, with effect from 1 July 2015. The Company owns a well diversified portfolio of 169 properties valued at R11.3bn at 30 June 2015. These properties are split sectorally by value into industrial (39%), retail (39%), commercial (10%) and Inner-city residential, retail and commercial (12%). The portfolio is geographically dispersed (by gross lettable area) as follows: Gauteng (55%), KwaZulu-Natal (36%), Western Cape (6%) and Other (3%).

3.2 **Prospects**

The Industrial portfolio is forecast to continue to provide a robust underpin to the business with low vacancies and positive lease renewals.

In respect of the retail portfolio improvements in tenant mix and a redevelopment pipeline of R834 million, due for completion in 2016 and 2017, at a weighted average yield of 9.1%, will reposition the portfolio with better quality assets with sustainable growth.

Resilient growth is forecasted for the Afhco inner city / residential business with low vacancies and arrears and above inflation escalations. The Company continues to exploit acquisition opportunities with an additional 15 properties acquired for R386 million since 30 June 2015. This is further enhanced through a redevelopment pipeline of R368 million at an average yield of 11%.

Having exposure to diversified sectors and having achieved a level of sustainable growth, the platform has been set for expansion into other African jurisdictions to exploit medium to long-term growth of this emerging market, while ensuring adequate mitigation is in place to abate short-term volatility. On completion of the Acquisition, properties in Zambia will contribute 6.7% of the gross value of the Company's property portfolio.

4. **SHARE CAPITAL**

4.1 **Authorised and issued share capital**

The authorised and issued share capital and share premium of SA Corporate, as at the last practicable date and after giving effect to the rights offer, is set out below:

Before the rights offer

Authorised share capital

4,000,000,000 SA Corporate ordinary shares of no par value

Issued share capital

2,024,162,410 SA Corporate ordinary shares of no par value

After the rights offer

Authorised share capital

4,000,000,000 SA Corporate ordinary shares of no par value

Issued share capital

2,287,303,523 SA Corporate ordinary shares of no par value

There are 3,763,579 treasury shares held by the Manager in respect of the staff forfeitable share incentive plan.

4.2 **Share price history**

The price history of SA Corporate ordinary shares on the JSE is set out in Annexure 3 to this circular.

5. **INFORMATION ON DIRECTORS AND SENIOR MANAGEMENT**

5.1 **Directors**

There will be no changes to the Board as a consequence of the rights offer.

5.2 **Directors' interests in shares**

As at 31 December 2014, the following Directors (and their associates), including Directors who have resigned in the last 18 months, had the following indirect and direct beneficial interests in the Company:

Directors

At 31 December 2014

Name	Beneficial		Non-beneficial		Total	% Holding
	Direct	Indirect	Direct	Indirect		
J Molobela	3,734	–	–	–	3,734	0.0002%
RJ Biesman-Simons	–	50,000	–	–	50,000	0.0025%
AM Basson	–	624,505	–	–	624,505	0.0309%
KJ Forbes	130,000	–	–	–	130,000	0.0064%
TR Mackey	–	3,035,882	–	–	3,035,882	0.2982%

Since the release of the annual report dated 31 December 2014, the following Director dealings have taken place and were announced on SENS:

26 March 2015: KJ Forbes purchased 50 000 SA Corporate ordinary shares on the open market.

19 June 2015: TR Mackey and AM Basson were granted 778 708 and 438 425 forfeitable performance share awards, in terms of the Company's Forfeitable Share Plan respectively, which vest on 18 June 2018 subject to performance conditions.

23 June 2015: ES Seedat purchased 22 000 SA Corporate ordinary shares on the open market.

30 June 2015: TR Mackey and AM Basson had 153 797 and 70 154 SA Corporate ordinary shares respectively sold on their behalf in terms of the Old Mutual Property Proprietary Limited Share Medium Term Incentive Scheme to cover PAYE expenses. The balance of the shares being 220 010 and 100 356 SA Corporate ordinary shares respectively, were transferred into their personal direct holdings on 8 July 2015. Additionally, J Molobela purchased 41 502 SA Corporate ordinary shares on the open market.

Save for transactions relating to the vesting of shares under the share scheme and further share dealings as announced on SENS, there have been no changes in the interests of the Directors, or Directors who have resigned in the previous 18 months, between the end of the preceding financial year and the last practicable date.

5.3 **Directors' interests in transactions**

None of the Directors of the SA Corporate, including any Director who resigned within the last 18 months, has or had any material beneficial interest, direct or indirect, in any transaction which is or was material to the business of the SA Corporate Group taken as a whole, and which was effected by the Company during the current or immediately preceding financial year or during any earlier financial year and which remains outstanding or underperformed in any respect.

5.4 **Directors' remuneration**

There will be no variation in remuneration receivable by any of the Directors in consequence of the rights offer.

6. **GENERAL INFORMATION**

6.1 **Litigation statement**

The Group is not party to any legal or arbitration proceedings, nor, as far as the directors of the Company are aware, are there any legal or arbitration proceedings pending or threatened against SA Corporate, which may have, or have had in the 12 months preceding the date of this circular, a material effect on SA Corporate's financial position.

6.2 **Experts' consents**

Each of the advisors, whose names appear in the "Corporate Information and Advisors" section of this circular have consented and have not, prior to the last practicable date, withdrawn their written consent to the inclusion of their names and, where applicable, reports in the form and context in which they appear in this circular.

6.3 **Directors' responsibility statement**

The current Directors, whose names appear on page 4 of this circular, collectively and individually accept full responsibility for the accuracy of the information given in this circular, and certify that, to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in this circular false or misleading, and that they have made all reasonable enquiries to ascertain such facts, and that this circular contains all information required by law and the Listings Requirements. All the Directors have read, and understand and agree with, the contents of this circular and have authorised Rory Mackey of the Company, by way of powers of attorney granted to him, to sign this circular on their behalf.

7. **DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents will be available for inspection at the registered offices of SA Corporate during normal business hours (excluding Saturdays, Sundays and public holidays) from the date of issue of this circular up to and including 11 December 2015:

- the Memorandum of Incorporation of SA Corporate and each of its subsidiaries;
- the annual financial statements of SA Corporate for the three financial years ended 31 December 2014, 31 December 2013 and 31 December 2012;
- the interim financial results for the six months ended 30 June 2015;
- the signed irrevocable undertakings referred to in paragraph 2.7 above;
- the written consents referred to in paragraph 6.2 above;
- copies of all material contracts entered into in the two years prior to this circular;
- copies of service agreements with directors, managers or secretary/ies, underwriters, vendors and promoters entered into during the last three years
- a signed copy of this circular and the form of instruction; and
- powers of attorney signed by each of the Directors.

SIGNED AT SANDTON FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF SA CORPORATE

Terrence Rory Mackey
Managing Director
23 November 2015
Sandton

TABLE OF ENTITLEMENT

The number of rights offer shares to which qualifying shareholders will be entitled is set out below, based on the assumption that shareholders will be entitled to 13 rights offer shares for every 100 SA Corporate ordinary shares held. Shareholders' entitlements will be rounded up or down, as appropriate with fractions of 0.5 and above being rounded up, and only whole numbers of rights offer shares will be issued, in accordance with the Listings Requirements.

Number of SA Corporate ordinary shares held	Rights offer shares entitlement	Number of SA Corporate ordinary shares held	Rights offer shares entitlement	Number of SA Corporate ordinary shares held	Rights offer shares entitlement	Number of SA Corporate ordinary shares held	Rights offer shares entitlement
1	0	26	3	51	7	76	10
2	0	27	4	52	7	77	10
3	0	28	4	53	7	78	10
4	1	29	4	54	7	79	10
5	1	30	4	55	7	80	10
6	1	31	4	56	7	81	11
7	1	32	4	57	7	82	11
8	1	33	4	58	8	83	11
9	1	34	4	59	8	84	11
10	1	35	5	60	8	85	11
11	1	36	5	61	8	86	11
12	2	37	5	62	8	87	11
13	2	38	5	63	8	88	11
14	2	39	5	64	8	89	12
15	2	40	5	65	8	90	12
16	2	41	5	66	9	91	12
17	2	42	5	67	9	92	12
18	2	43	6	68	9	93	12
19	2	44	6	69	9	94	12
20	3	45	6	70	9	95	12
21	3	46	6	71	9	96	12
22	3	47	6	72	9	97	13
23	3	48	6	73	9	98	13
24	3	49	6	74	10	99	13
25	3	50	6	75	10	100	13

SHARE PRICE HISTORY

Set out in the table below are the aggregate volumes and values and the highest and lowest prices traded in the SA Corporate ordinary shares in respect of:

- each day over the 30 business days preceding the last practicable date; and
- each month over the twelve months prior to the date of issue of this circular.

Monthly:

Date	Volume	Value	Close	High	Low
October 2015	51,184,939	266,673,532	5.21	5.25	4.85
September 2015	62,721,181	319,250,811	5.09	5.33	4.81
August 2015	43,001,780	219,309,078	5.10	5.10	4.49
July 2015	47,156,741	219,278,846	4.65	5.15	4.50
June 2015	49,883,742	228,467,538	4.58	4.89	4.17
May 2015	51,102,976	237,117,809	4.64	5.11	4.55
April 2015	74,493,720	370,978,726	4.98	5.04	4.80
March 2015	106,494,879	521,824,907	4.90	5.25	4.56
February 2015	50,160,990	255,821,049	5.10	5.40	4.81
January 2015	74,956,620	389,774,424	5.20	5.50	4.00
December 2014	34,917,053	166,903,513	4.78	4.99	4.40
November 2014	43,914,902	201,569,400	4.59	4.95	4.33

Daily:

Date	Volume	Value	Close	High	Low
12 November 2015	707,010	3,542,120	5.01	5.05	4.96
11 November 2015	6,034,640	30,173,200	5.00	5.07	4.65
10 November 2015	778,010	3,866,710	4.97	5.12	4.96
09 November 2015	1,793,493	8,985,400	5.01	5.01	4.91
06 November 2015	908,419	4,496,674	4.95	5.15	4.66
05 November 2015	3,847,458	19,775,934	5.14	5.15	5.09
04 November 2015	408,396	2,103,239	5.15	5.20	5.12
03 November 2015	668,493	3,482,849	5.21	5.22	5.15
02 November 2015	1,423,864	7,375,616	5.18	5.24	5.10
30 October 2015	5,401,474	28,249,709	5.23	5.23	5.08
29 October 2015	2,895,377	15,084,914	5.21	5.22	5.00
28 October 2015	1,032,576	5,359,069	5.19	5.25	5.09
27 October 2015	646,474	3,309,947	5.12	5.14	5.07
26 October 2015	681,890	3,511,734	5.15	5.19	5.03
23 October 2015	1,464,578	7,542,577	5.15	5.20	5.09
22 October 2015	3,736,937	19,245,226	5.15	5.15	4.96
21 October 2015	668,493	3,482,849	5.21	5.22	5.15
20 October 2015	1,423,864	7,375,616	5.18	5.24	5.10
19 October 2015	4,868,343	24,293,032	4.99	4.99	4.85
16 October 2015	3,315,934	16,214,917	4.89	4.99	4.87
15 October 2015	1,275,869	6,315,552	4.95	4.99	4.91
14 October 2015	1,638,488	8,159,670	4.98	4.99	4.95
13 October 2015	2,555,101	12,724,403	4.98	5.03	4.98
12 October 2015	705,989	3,544,065	5.02	5.02	4.96
09 October 2015	935,137	4,694,388	5.02	5.15	4.96
08 October 2015	2,766,497	14,053,805	5.08	5.24	4.87
07 October 2015	1,136,162	5,794,426	5.10	5.24	5.10
06 October 2015	2,359,275	12,244,637	5.19	5.25	5.18
05 October 2015	3,849,649	19,979,678	5.19	5.21	5.13
02 October 2015	4,364,813	22,391,491	5.13	5.15	5.12
01 October 2015	3,462,019	17,690,917	5.11	5.14	5.09