

**ANNOUNCEMENT | SMALL RELATED PARTY TRANSACTION-
PHAKALANE WAREHOUSES LOT 21306, GABORONE**

The directors of RDC Properties Limited ("RDCP"/ "The Company"), a VRLS company listed on the Botswana Stock Exchange, hereby give notice to unitholders that the company has proposed to dispose Phakalane Warehouses, Lot 21306, Gaborone, measuring about 9,411m². (Phakalane Warehouses "Property") to Botswana Public Officers Pension Fund ('BPOPF').

In accordance with Section 7.6 of the Botswana Stock Exchange equity listing Requirements ('the listing Requirements'), the Company confirms that its Audit Committee has reviewed the transaction and determined that the terms of the transaction with the related party are fair and reasonable insofar as the company unitholders are concerned. The fairness opinion will lie for inspection at the company's registered office for a period of 28 days from the date of this announcement.

The purchaser, BPOPF, is material shareholder of the company, currently holding about 34% stake in the Company. This transaction is therefore a related party transaction. The transaction has however been categorized as a small related party transaction as defined in section 7.2 of the BSE equity Listing requirements.

The Buyer, BPOPF, is represented by Seventy Five Degrees (Proprietary) Limited.

Details of the Property

Lot 21306, Gaborone (Phakalane Warehouse Property); The property is freehold, held by RDC Properties Limited under deed of Transfer No 1448/99 dated 1 September 1999. The permitted land use is industrial. The plot size is 9411m². The development covenant is fully complied with. About 2025m² remains available for further development.

The property is leased by the seller to private tenants and is being disposed as a rental enterprise.

The property has an open market Value of P18,380,000.00 as valued by an independent valuer commissioned by the seller. Considering the value of the asset, the valuer considered among others the following: Zoning of the Property, Location of the Property, Site, Services, Condition of the Property.

The book value of the asset is P18,616,700.00. The valuation was carried out by Stocker Fleetwood-bird on 31 December 2021, for the purposes of determining the open market value of the asset.

MEMBER OF THE REALESTATE GROUP OF COMPANIES

Directors: GR Giachetti (Executive Chairman)*, A Bradley**, J Mabin**, G Fisher**, F Giachetti*, G Giachetti*, S Mathe, K Maphage, N Milne**, J Pari*, S Susman**

*Italian **South African

The proceeds from the sale will be used for new investments and reducing the company loan book. The gain on disposal is P383, 300.00. The effect of the sale on the net assets and net tangible assets per share is negligible. The effect of the sale on headline earnings per share is negligible.

The transaction is subject to the following conditions:

- The Seller obtaining consent to cancellation of the Bond from Investec Bank Limited
- The Purchaser shall provide to the Seller, an irrevocable undertaking from a financial institution in respect of the Purchase Price which shall be payable into the Seller's Designated Account on the Date of Transfer
- Consent approval by the Competition and Consumer Authority.

The Proposed transaction is a commercially sound opportunity for the shareholders to realise their investment. Benefits of the transaction include availability of funds from the sale for new projects and reduction of debt.

Consideration

A consideration of P19,000,000 (Nineteen million Pula only) has been agreed with Seventy-Five Degrees (Pty) Ltd which is acting on behalf of BPOPF as an acquiring enterprise.

Furthermore, in terms of Section 7.6 of the Listing Requirements, unitholders will not be required to vote or approve the small related party transaction and this announcement is therefore for information purposes only for unitholders.

By Order of the Board

16-February-2024