

## EPP N.V.

(Incorporated in The Netherlands)

(Company number 64965945)

JSE share code: EPP

ISIN: NL0011983374

LEI Code: 7245003P7O9N5BN8C098

(“EPP” or the “Company”)



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This announcement contains information as defined in Article 7(1) of Regulation (EU) 596/2014 of 16 April 2014 (the Market Abuse Regulation).

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## FINALISATION ANNOUNCEMENT

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EPP shareholders are referred to the previous announcements released on SENS (the last of which was released on 8 February 2022) and the circular issued to shareholders dated 17 December 2021 (the “circular”) relating to, *inter alia*, (i) the proposed termination of the listing of EPP from the main board of the JSE and the official list of the Luxembourg Stock Exchange (“LuxSE”) and the approval of a delisting resolution in terms of paragraph 1.15(a) of the JSE Listings Requirements (the “delisting”), (ii) a general offer by Redefine Properties Limited (“Redefine”) to acquire all EPP shares that it does not already own (other than those held by I Group Consolidated Holdings Proprietary Limited and its subsidiaries (collectively “I Group”) and any EPP shareholders who are unable to accept the Redefine offer) in exchange for Redefine shares at a swap ratio of 2.70 Redefine shares per EPP share acquired (the “Redefine offer”), and (iii) the specific repurchase of 74 993 917 EPP shares held by the I Group in exchange for shares in EPP Community Properties.

EPP shareholders are advised that all conditions precedent to the Redefine offer and delisting have now been fulfilled and the Redefine offer is open for acceptances on an unconditional basis.

EPP shareholders are further advised that **the closing date for the Redefine offer will be 11:00 (CET) or 12:00 (SA time) on Friday, 4 March 2022.** The salient dates and times for the Redefine offer and delisting are as follows:

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2022

Last day to transfer EPP shares between the LuxSE register and the South African share register on	Friday, 25 February
Last date to trade in EPP shares on the JSE and LuxSE in order to accept the Redefine offer on	Tuesday, 1 March
Date of the suspension of listing and trading of EPP shares on the JSE and LuxSE at the commencement of trade on	Wednesday, 2 March
Date on which cash payment in respect of fractional entitlement to Redefine shares announced on SENS and the LuxSE (by 10:00 (CET) / 11:00 (SA time)) on	Thursday, 3 March
Date on which the Redefine offer closes (at 11:00 (CET) / (12:00 (SA time)))	Friday, 4 March
Record date on which EPP shareholders must be recorded in the register in order to accept the Redefine offer	Friday, 4 March
Date on which results of the Redefine offer announced on SENS and the LuxSE	Monday, 7 March
Last date on which Redefine offer consideration shares credited to Redefine offer participants (see notes 2 and 3 below)	Monday, 7 March
Termination of listing of EPP shares on the JSE and LuxSE at the commencement of trade on or about	Tuesday, 8 March

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#### Notes:

1. All times given in this announcement are given in Central European Time (CET) unless otherwise stated;
2. EPP shareholders who hold their EPP shares on the South African register and who accept the Redefine offer will have their accounts at their CSDP or broker credited with the Redefine offer consideration by no later than the payment date, being up to seven business days after the acceptance of the Redefine offer by an EPP shareholder; and
3. EPP shareholders who hold their EPP shares on the LuxSE register and who accept the Redefine offer will have their accounts at their CSDP or broker (in South Africa) credited with the Redefine offer consideration by no later than the payment date, being up to ten business days after the acceptance of the Redefine offer by an EPP shareholder; and
4. No transfers between the LuxSE register and the South African register may take place after Friday, 25 February 2022.

The tax treatment of EPP shareholders accepting the Redefine offer is dependent on the individual circumstances and the jurisdiction applicable to such Redefine offer participants. It is recommended that if Redefine offer participants are uncertain about the tax treatment of the receipt of the Redefine offer consideration, they seek their own appropriate advice in this regard.

#### IMPORTANT LEGAL NOTICES

**The Redefine shares issued pursuant to the Redefine offer will only be issued (and listed) on the JSE. Accordingly, any shareholder who holds EPP shares on the LuxSE register and who wishes (and is able) to accept the Redefine offer must prior to accepting the Redefine offer open an account with a South African CSDP or broker and transfer their EPP shares into such account. Any shareholder who holds EPP shares on the LuxSE register and requires assistance in opening an account with a South African CSDP or broker should contact Computershare at [csdp@computershare.co.za](mailto:csdp@computershare.co.za). The last day to transfer EPP shares between the LuxSE register and the South African share register is Friday, 25 February 2022.**

**EPP shareholders who do not or are unable to accept the Redefine offer are cautioned as to the lack of share liquidity in an unlisted environment and that whilst Redefine has expressed its intention to acquire all EPP shares not already owned by it, post expiry of the Redefine offer, there is no certainty that Redefine will be a buyer of additional EPP shares or on the terms on which Redefine may agree to acquire additional EPP shares.**

**EPP shareholders who are resident outside South-Africa, and in particular those resident in the United Kingdom, any member state of the European Economic Area (such as Poland, the Netherlands and Luxembourg), Australia, Canada or Japan, are not able to accept the Redefine offer, except in certain limited circumstances in accordance**

**with applicable laws and regulations. Any EPP shareholder who is not able to accept the Redefine offer and does not want to retain EPP shares should dispose of the EPP shares held prior to Tuesday, 1 March 2022, being the last day to trade in order to participate in the Redefine offer.**

In regard to any retail investor who for legal or regulatory reasons cannot accept the Redefine offer, Redefine undertakes to use its best commercial endeavours, during a 45-day period following closing of the Redefine offer, to facilitate, to the extent reasonably practicable, in particular only in circumstances in which no obligation arises for Redefine or EPP to produce a prospectus under the Prospectus Regulation, an off-market purchase from any such affected retail investor at the same swap ratio and also otherwise on the same terms and conditions as the Redefine offer, all subject to applicable rules and legislation (including but not limited to applicable securities laws) of the relevant jurisdictions. Retail investors are advised that there is no guarantee that Redefine is indeed able to facilitate such post-delisting purchase in their relevant jurisdiction.

EPP shareholders in the United States who elect to participate in the Redefine offer will not be eligible to receive Redefine shares. Instead, Redefine shares allocated to excluded participants will be aggregated and disposed of on the JSE by the transfer secretaries on behalf of and for the benefit of such excluded participants as soon as it is reasonably practicable following the implementation of the Redefine offer, at the best price that can reasonably be obtained at the time of sale. The excluded participants will receive the average consideration per Redefine share to which they were entitled (net of transaction and currency costs) at which all excluded participants' Redefine shares were disposed of. The average consideration will be calculated and the consideration due to each excluded participant will be paid only once all such shares attributable to excluded participants have been sold.

**EPP shareholders who wish to continue to hold unlisted EPP shares should note that following EPP's delisting, the unlisted EPP shares will constitute a foreign asset for Exchange Control purposes. EPP shareholders that do not wish or are unable to accept the Redefine offer should establish whether they will be permitted to continue to hold EPP shares post the delisting and/or whether they require any additional Exchange Control approvals to do so and should ensure that the requisite approvals are secured before the delisting is effected.**

**Shareholders who hold their EPP shares on the South African register and who do not wish or are unable to accept the Redefine offer and instead continue to hold unlisted EPP shares, should note that upon EPP delisting from the LuxSE and JSE, all EPP shares held on the South African register will be reflected on an unlisted register, maintained in South Africa on the Strate platform and administered by Computershare.**

22 February 2022

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JSE sponsor



Luxembourg Stock Exchange Listing Agent



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