

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The definitions and interpretations commencing on page 3 of this circular apply *mutatis mutandis* throughout this circular.

If you are in any doubt as to the action you should take, please consult your broker, CSDP, attorney, accountant, banker or other professional adviser immediately.

1. If you have disposed of all of your shares in Putprop, then this circular, together with the attached notice of general meeting and form of proxy, should be forwarded to the purchaser to whom, or the broker, agent, CSDP or banker through whom you disposed of your shares.
2. The general meeting convened in terms of this circular will be held at 10:00 on Friday, 28 November 2014 at the registered office of Putprop, 91 Protea Road, Chislehurst, Sandton, Johannesburg, 2196.
3. **Certificated shareholders and dematerialised shareholders with "own name" registration**, who are unable to attend the general meeting and wish to be represented thereat, must complete and return the attached form of proxy in accordance with the instructions contained therein.

Dematerialised shareholders, other than dematerialised shareholders with "own name" registration, who:

- are unable to attend the general meeting and wish to be represented thereat, must provide their CSDP or broker with their voting instructions, in terms of the custody agreement entered into between themselves and the CSDP or broker concerned, in the manner and within the time stipulated therein;
 - wish to attend the general meeting, must instruct their CSDP or broker to issue them with the necessary letter of representation to attend, in the form of a letter of representation.
4. Putprop does not accept any responsibility and will not be held liable for any failure on the part of any CSDP or broker of a dematerialised shareholder to notify such shareholder of the general meeting or any business to be concluded thereat.



Putprop Limited

Incorporated in the Republic of South Africa
(Registration number 1988/001085/06)
Share code: PPR ISIN: ZAE000072310
("Putprop" or "the Company")

CIRCULAR TO PUTPROP SHAREHOLDERS

regarding

- the conversion of the authorised ordinary shares in the share capital of the Company with a par value of R0.001 into authorised ordinary shares of no par value;
- an increase in the authorised ordinary share capital of the Company from 50 000 000 shares to 500 000 000 shares of no par value;
- the specific authority to allot and issue Putprop shares, pursuant to Section 41(3) of the Companies Act;

and enclosing

- a notice convening the general meeting; and
- a form of proxy for use by certificated Putprop shareholders and "own name" registered dematerialised shareholders only.

Sponsor

Merchantec
capital

Date of issue: 31 October 2014

1. Additional copies of this circular, in its printed format, may be obtained from the Sponsor at the address set out in the "Corporate information" section on this circular during normal business hours from Friday, 31 October 2014 up to and including, Friday, 28 November 2014. Copies of this circular are available in the English language only.

CORPORATE INFORMATION

Putprop Limited

Date of incorporation: 25 February 1988

Place of incorporation: South Africa

Company Secretary and registered address of Putprop

Acorim Proprietary Limited
(Registration number 2013/087325/07)
91 Protea Road,
Chislehurst,
Sandton, Johannesburg, 2196
(PO Box 41480, Craighall, 2024)

Sponsor

Merchantec Capital
(Registration number 2008/027362/07)
2nd Floor, North Block
Hyde Park Office Tower
Corner 6th Road and Jan Smuts Avenue
Hyde Park, Johannesburg, 2196
(PO Box 41480, Craighall, 2024)

Transfer secretaries

Computershare Investor Services South Africa Proprietary Limited
(Registration number 2004/003647/07)
Ground Floor
70 Marshall Street
Johannesburg, 2001
(PO Box 61051, Marshalltown, 2107)

TABLE OF CONTENTS

	Page
Corporate information	Inside front cover
Important dates and times	2
Definitions and interpretations	3
Circular to Putprop shareholders	4
1. Introduction	4
2. Nature of Putprop's business	4
3. Proposed amendments to the Memorandum of Incorporation	4
4. Directors' responsibility statement	4
5. Experts' consents	5
6. Documents available for inspection	5
7. General meeting	5
Annexure 1 Proposed amendments to Putprop's Memorandum of Incorporation	6
Annexure 2 Report on the share conversion in terms of regulation 31(7) of the Companies Regulations	7
Notice of general meeting	8
Form of proxy	Attached

IMPORTANT DATES AND TIMES

Record date to determine which shareholders are entitled to receive the circular	Friday, 24 October 2014
Circular posted to Puprop's shareholders on	Friday, 31 October 2014
Last day to trade in order to be eligible to vote in respect of the general meeting	Friday, 14 November 2014
General meeting record date in order to vote	Friday, 21 November 2014
Last day to lodge forms of proxy for the general meeting by 10:00	Wednesday, 26 November 2014
General meeting to be held at 10:00 on	Friday, 28 November 2014
Results of general meeting released on SENS on	Friday, 28 November 2014

Notes:

2. The above dates and times are subject to amendment. Any such amendment will be released on SENS.
3. Additional copies of this circular in its printed format, may be obtained from the Sponsor at the address set out in the "Corporate information" section of this circular during normal business hours from Friday, 31 October 2014 up to and including, Friday, 28 November 2014.

DEFINITIONS AND INTERPRETATIONS

In this circular and the annexures hereto, the notice of general meeting and form of proxy, unless the context otherwise indicates, references to the singular include the plural and vice versa, words denoting one gender include the others, expressions denoting natural persons include juristic persons and associations of persons and vice versa, and the words hereunder have the meaning stated as follows:

“Board” or “directors”	the board of directors of Putprop at the last practicable date whose details are set out page 4 of this circular;
“certificated shareholder”	a holder of certificated shares;
“certificated shares”	shares which are not dematerialised, title to which is represented by physical documents of title;
“circular”	this bound document, dated 31 October 2014, including the annexures hereto and incorporating a notice of general meeting and a form of proxy;
“Companies Act”	the Companies Act, 2008 (Act 71 of 2008), as amended;
“Companies Regulations”	the Companies Regulations, 2011 published in terms of the Companies Act;
“CSDP”	a Central Securities Depository Participant, accepted as a participant in terms of the Financial Markets Act, 2012 (Act 19 of 2012), as amended, appointed by an individual shareholder for the purposes of, and in regard to the dematerialisation of documents of title for purposes of incorporation into Strate;
“custody agreement”	the custody mandate agreement between a dematerialised shareholder and a CSDP or broker governing their relationship in respect of dematerialised shares held by the CSDP or broker;
“dematerialisation”	the process whereby share certificates, certificated transfer deeds, balance receipts and any other documents of title to shares in a tangible form are dematerialised into electronic records for purposes of incorporation into Strate;
“dematerialised shareholder”	a holder of dematerialised shares;
“dematerialised shares”	shares which have been incorporated into Strate and which are no longer evidenced by physical documents of title, but the evidence of ownership of which is determined electronically and recorded in the sub-register maintained by a CSDP;
“general meeting”	the general meeting of Puprop shareholders to be held at 10:00 on Friday, 28 November 2014 at the registered office of Putprop, 91 Protea Road, Chislehurst, Sandton, Johannesburg, 2196 which meeting is convened in terms of the notice of general meeting attached to this circular;
“JSE”	JSE Limited (Registration number 2005/022939/06), a public company duly incorporated in accordance with the laws of South Africa and licensed as an exchange under the Financial Markets Act (Act 19 of 2012), as amended;
“Listings Requirements”	the Listings Requirements of the JSE, as amended from time to time by the JSE;
“Merchantec Capital” or “Sponsor”	Merchantec Proprietary Limited (Registration number 2008/027362/07), a private company duly registered and incorporated in accordance with the laws of South Africa;
“Putprop” or “the Company”	Putprop Limited (Registration number 1988/001085/06), a public company duly registered and incorporated under the laws of South Africa and listed on the JSE;
“Putprop shares” or “shares”	ordinary shares currently with a par value of R0.001 each in the issued share capital of Putprop, which subject to shareholder approval at the general meeting will be converted into ordinary shares of no par value;
“Putprop shareholders”	registered holders of Putprop shares;
“Rand” or “R”	South African Rand, the official currency of South Africa;
“SENS”	the Stock Exchange News Service of the JSE;
“South Africa”	the Republic of South Africa;
“Strate”	the settlement and clearing system used by the JSE, managed by Strate Proprietary Limited (Registration number 1998/022242/07), a private company duly incorporated in accordance with the laws of South Africa; and
“transfer secretaries”	Computershare Investor Services Proprietary Limited (Registration number 2004/003647/07), a private company duly incorporated in accordance with the laws of South Africa.

PUTPROP LIMITED

Putprop Limited

Incorporated in the Republic of South Africa
(Registration number 1988/001085/06)
Share code: PPR ISIN: ZAE000072310
("Putprop" or "the Company")

Directors

Executive

B Carleo (Chief Executive Officer)
J Smith (Financial Director)
A Carleo-Novello

Non-executive

A Adrian[^] (Chairman)
P Nucci[^]
P Senatore[^]
J Van Zyl[^]

[^]Independent

CIRCULAR TO PUTPROP SHAREHOLDERS

1. INTRODUCTION

The purpose of this circular is to provide Putprop shareholders with relevant information relating to the the proposed amendments to the Memorandum of Incorporation of Putprop and to give notice of a general meeting of Putprop shareholders in order to consider and, if deemed fit, to pass the resolutions necessary to approve and implement the amendments to the Memorandum of Incorporation of Putprop in accordance with the Listings Requirements and the Companies Act as well as to obtain authority to allot and issue Putprop Shares pursuant to the Companies Act. A notice convening such meeting is attached to, and forms part of, this circular.

2. NATURE OF PUTPROP'S BUSINESS

Putprop was established in February 1988 and has been listed on the Main Board of the JSE since July 1988. The Company's primary business objective is the investment in industrial, commercial and retail properties, deriving its income from contracted rentals.

3. PROPOSED AMENDMENTS TO THE MEMORANDUM OF INCORPORATION

In order to undertake a capital raising exercise for future acquisitions, Putprop will be required to amend its Memorandum of Incorporation in order to convert its par value shares to no par value shares and increase the authorised share capital of the Company.

Accordingly, Putprop will be proposing the relevant amendments to the Memorandum of Incorporation, as set out in Annexure 1 to the circular, which in terms of paragraph 5.92(A) and Schedule 10.5(d) of the Listings Requirements and section 16(1)(c) of the Companies Act, requires the approval by way of a special resolution (requiring at least a 75% majority of the votes cast in favour of such resolution) of all shareholders present or represented by proxy at the general meeting.

4 DIRECTORS' RESPONSIBILITY STATEMENT

The directors, whose names are given on page 4 of the circular, collectively and individually, accept full responsibility for the accuracy of the information contained in the circular and certify that, to the best of their knowledge and belief that there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that the circular contains all information required by the Listings Requirements.

5 EXPERTS' CONSENTS

The Sponsor and the transfer secretaries have consented in writing to act in the capacities stated and to their names being stated in this circular and have not, prior to the last practicable date, withdrawn their consents prior to publication of this circular.

6 DOCUMENTS AVAILABLE FOR INSPECTION

The following documents, or copies thereof, will be available for inspection at the registered office of Putprop and the office of the Sponsor which addresses are set out in the "Corporate information" section of the circular, during normal business hours from Friday, 31 October 2014 up to and including Friday, 28 November 2014:

- the Memorandum of Incorporation of the Company and its subsidiaries;
- the written consent letters referred to in paragraph 5 above; and
- a signed copy of this circular.

7 GENERAL MEETING

A general meeting of Putprop shareholders will be held at 10:00 on Friday, 28 November 2014 at the registered office of Putprop, 91 Protea Road, Chislehurst, Sandton, Johannesburg, 2196 in order to consider and approve, with or without modification, the resolutions set out in the notice of general meeting included in this circular.

A notice convening the general meeting and a form of proxy for use by certificated shareholders and dematerialised shareholders with "own name" registration who are unable to attend the general meeting, form part of this circular.

Certificated shareholders and dematerialised shareholders with "own name" registration, who are unable to attend the general meeting and wish to be represented thereat, must complete and return the attached form of proxy in accordance with the instructions contained therein.

Dematerialised shareholders, other than dematerialised shareholders with "own name" registration, who:

- are unable to attend the general meeting and wish to be represented thereat, must provide their CSDP or broker with their voting instructions, in terms of the custody agreement entered into between themselves and the CSDP or broker concerned, in the manner and within the time stipulated therein;
- wish to attend the general meeting, must instruct their CSDP or broker to issue them with the necessary written letter of representation to attend.

SIGNED ON BEHALF OF THE BOARD OF PUTPROP

B Carleo
Chief Executive Officer

31 October 2014

PROPOSED AMMENDMENTS TO PUTPROP'S MEMORANDUM OF INCORPORATION

The amendments to the Memorandum of Incorporation of Putprop are set out below. A copy of the complete amended Memorandum of Incorporation is available for inspection at Putprop's registered office and the office of the Sponsor set out in the "Corporate information" section of this circular.

For the purpose of this Annexure 1, "Act" refers to the Companies Act, 2008 (Act 71 of 2008), as amended, consolidated or re-enacted from time to time, and includes all schedules to such Act and the Regulations. A reference to a section by number refers to the corresponding section of the Act, notwithstanding the renumbering of such section after the date on which the Company is incorporated. A reference to a clause by number refers to a corresponding provision of the Memorandum of Incorporation.

1. FIRST AMENDMENT: THE SUBSTITUTION OF CLAUSE 6.1 WITH THE FOLLOWING:

6 ISSUE OF SHARES AND VARIATION OF RIGHTS

6.1. The Company is authorised to issue –

6.1.1. 500 000 000 (five hundred million) ordinary Shares of no par value, of the same class, each of which ranks *pari passu* in respect of all rights and entitles the holder to –

6.1.1.1. vote on any matter to be decided by the Shareholders of the Company and to 1 (one) vote in the case of a vote by means of a poll;

6.1.1.2. participate proportionally in any distribution made by the Company; and

6.1.1.3. receive proportionally the net assets of the Company upon its liquidation;

2. SECOND AMENDMENT: THE SUBSTITUTION OF CLAUSE 14 WITH THE FOLLOWING:

14 FRACTIONS OF SHARES

If, on any capitalisation issue or consolidation of shares, members would, but for the provisions of this article, become entitled to fractions of shares, the directors shall be entitled to round off the number of shares to be received to the nearest whole number or to sell the shares resulting from the aggregation of such fractions on such terms and conditions as they may deem fit for the benefit of the relevant members and any director shall be empowered to sign any instrument of transfer or other instrument necessary to give effect to such sale.

3. THIRD AMENDMENT: THE INSERTION OF THE FOLLOWING CLAUSE AFTER CLAUSE 39.2:

39 AMENDMENT OF MEMORANDUM OF INCORPORATION

39.3 Should the Memorandum of Incorporation be amended in compliance with a court order, the amendment must, in compliance with section 16(4), be effected by a resolution of the board of directors and will not require a special resolution as contemplated in clause 39.2 above.

REPORT ON THE SHARE CONVERSION IN TERMS OF REGULATION 31(7) OF THE COMPANIES REGULATIONS

Extract from resolution of the Board:

Share conversion from par value shares to no par value shares in terms of regulation 31(7) of the Companies Regulations, 2011, ("Companies Regulations"), published in terms of the Companies Act, 2008 (Act 71 of 2008), as amended ("the Companies Act")

The board of directors has approved the Report on the share conversion in terms of regulation 31(7) of the Companies Regulations explaining the effect of the conversion of the issued share capital from par value shares to no par value shares.

1. Background

- 1.1 Under the Companies Act, all companies having par value shares are no longer enabled to create and authorise any further par value shares. The Company proposes to its shareholders the special resolution required to convert the Company's par value shares to no par value shares.
- 1.2 The independent board has satisfied itself that the conversion from par value shares to no par value shares will have no effect on the rights of the shareholders.
- 1.3 Accordingly, the Putprop Limited ("Putprop") shareholders will be requested to approve the special resolution necessary to convert Putprop's authorised and issued ordinary shares with a par value of R0.001 each into shares of no par value on the basis that each existing share will be converted into one no par value share.
- 1.4 The special resolution approving the conversion of Putprop's existing shares into shares of no par value is subject to 75% of Putprop's shareholders present, in person or by proxy voting in favour of the resolution.
- 1.5 The Companies Regulations require the board of a Company, when converting its shares, to effect a report to be prepared in respect of the proposed conversion which, *inter alia*, evaluates any adverse effects of the conversion on the Putprop shareholders. As already indicated, there will be no adverse effect of the conversion on the Putprop shareholders.
- 1.6 In terms of Regulation 31(7) of the Companies Regulations the Report is required to, at a minimum:
 - state all information relevant to the value of the securities affected by the proposed conversion;
 - identify holders of the Company's securities affected by the proposed conversion;
 - describe holders of the Company's securities affected by the proposed conversion;
 - describe the material effects that the proposed conversion will have on the rights of the holders of the conversion of the Company's securities affected by the proposed conversion; and
 - evaluate any material adverse effects of the proposed arrangement against the compensation that any of those persons will receive in terms of the arrangement.

2. Information relevant to the value of the securities affected by the proposed conversion

- 2.1 The securities affected by the proposed conversion are the authorised ordinary shares in the share capital of Putprop, currently comprising 50 000 000 shares of R0.001 each, of which 28 792 961 shares of R0.001 each have been issued.
- 2.2 Putprop has no other class of authorised or issued shares.
- 2.3 Given that the number of Putprop shares in issue and the rights attaching to those shares will be unaffected by the proposed conversion, the proposed conversion will have no impact on the historic net asset value, earnings, headline earnings and distributions per Putprop share and should have no impact on the price at which Putprop shares trade on the JSE.

3. Holders of the Company's securities affected by the proposed conversion

The proposed conversion will affect the holders of Putprop's ordinary shares who comprise the holders of all of Putprop issued shares of R0.001 each. However, the only effect on Putprop shareholders will be that such holders will now become the holders of an identical number of shares of no par value.

4. Material effects of the proposed conversion of Putprop shareholders

- 4.1 The proposed conversion results in the conversion of each share of R0.001 each into a share of no par value.
- 4.2 Accordingly, after the proposed conversion, each shareholder will own the identical number of Putprop shares as they held before the proposed conversion and the no par value shares they hold will represent the same proportion of the total issued share capital of Putprop as the par value shares they held represented of the total issued share capital of Putprop before the conversion.
- 4.3 A shareholder enjoys the same effective voting rights on a poll whether the shares in question are par value or no par value shares.
- 4.4 The proposed conversion has no other impact on any of the rights attaching to the Putprop shares and the no par value shares will confer a Putprop shareholder all of the same rights as they enjoyed as the holder of par value shares before the proposed conversion including (without limitation) rights to participate in the profits of Putprop on winding up.

5. Evaluation of material adverse effects of the proposed conversion against compensation offered

- 5.1 The proposed conversion has no adverse effects on Putprop shareholders as they are in the same position and enjoy the same rights before and after the proposed conversion.
- 5.2 There is no compensation being offered in the context of the proposed conversion as there are no adverse effects of the proposed conversion on Putprop shareholders.



Putprop Limited
Incorporated in the Republic of South Africa
(Registration number 1988/001085/06)
Share code: PPR ISIN: ZAE000072310
("Putprop" or "the Company")

NOTICE OF GENERAL MEETING

If you are in any doubt as to what action you should take in respect of the following resolutions, please consult your Central Securities Depository Participant ("CSDP"), broker, banker, attorney, accountant or other professional adviser immediately.

Notice is hereby given that a general meeting of shareholders of the Company will be held at 10:00 on Friday, 28 November 2014 at the registered office of Putprop, 91 Protea Road, Chislehurst, Sandton, Johannesburg, 2196 to consider, and, if deemed fit, to pass, with or without modification, the special resolutions set out hereunder.

The board of directors of the Company determined that the record date for the purposes of determining which shareholders of the Company are entitled to participate in and vote at the general meeting is Friday, 21 November 2014. Accordingly, the last day to trade in Putprop shares in order to be recorded in the Company's securities register to be entitled to vote will be Friday, 14 November 2014.

SPECIAL RESOLUTION 1 – CONVERSION OF THE ORDINARY SHARES IN THE COMPANY'S AUTHORISED SHARE CAPITAL FROM PAR VALUE SHARES TO SHARES OF NO PAR VALUE

"RESOLVED THAT, in accordance with the provisions of regulations 31(6) and 31(7) of the Companies Regulations, 2011, published in terms of the Companies Act, 2008 (Act 71 of 2008), as amended ("Companies Act"), the authorised share capital of Putprop Limited, comprising 50 000 000 (fifty million) authorised and 28 792 961 (twenty-eight million seven hundred and ninety-two thousand nine hundred and sixty-one) issued ordinary shares having a par value of R0.001 each, is hereby converted into ordinary shares having no par value, on the basis that each ordinary no par value share shall have the same value, rights and privileges which attached to such shares immediately prior to the passing of this Special Resolution Number 1."

Explanatory note

The adoption of this Special Resolution Number 1 will convert the ordinary shares of par value to ordinary shares of no par value, in order to facilitate the creation of new ordinary shares in the capital of the Company, in terms of the Companies Act.

The minimum percentage of voting rights that is required for Special Resolution Number 1 to be adopted is 75% (seventy five percent) of the votes exercised on such special resolution by shareholders present or represented by proxy at the general meeting.

Regulation 31(7) of the Companies Regulations, 2011, requires the board of a company to prepare a report in respect of a proposed resolution to convert any par value shares into no par value shares. This report was prepared and is attached as Annexure 2 of the circular to which this notice of general meeting forms part.

SPECIAL RESOLUTION 2 – INCREASE IN THE AUTHORISED NO PAR VALUE SHARE CAPITAL OF THE COMPANY

"RESOLVED THAT, subject to the passing of Special Resolution Number 1 and in accordance with the provisions of regulations 31(6) and 31(7) of the Companies Regulations, 2011, published in terms of the Companies Act, 2008 (Act 71 of 2008), as amended ("Companies Act"), the authorised share capital of Putprop Limited ("the Company") be and is hereby increased by the creation of a further 450 000 000 (four hundred and fifty million) ordinary no par value shares in the authorised share capital of the Company, ranking *pari passu* in all respects with the existing no par value shares in the authorised share capital of the Company, so as to result in a total of 500 000 000 (five hundred million) ordinary no par value shares in the authorised share capital of the Company."

Explanatory note

The adoption of this Special Resolution Number 2 will increase the authorised share capital of the Company in order to facilitate the creation of new ordinary shares in the capital of the Company, in terms of the Companies Act.

The minimum percentage of voting rights that is required for Special Resolution Number 2 to be adopted is 75% (seventy five percent) of the votes exercised on such special resolution by shareholders present or represented by proxy at the general meeting.

SPECIAL RESOLUTION 3 – AMENDMENTS TO THE MEMORANDUM OF INCORPORATION OF THE COMPANY

“RESOLVED THAT, subject to the passing of Special Resolutions Number 1 and 2, the amendments to the Memorandum of Incorporation of Putprop Limited (“Putprop” or “the Company”), a copy of which has been tabled at this general meeting for purposes of identification, be and are hereby adopted in accordance with the provisions of section 16(1)(c) of the Companies Act, 2008 (Act 71 of 2008), as amended (“Companies Act”) and in compliance with Schedule 10 of the Listings Requirements of JSE Limited (“JSE”), with effect from the date of approval of this Special Resolution Number 3.”

Explanatory note

The board of directors of Putprop has passed a resolution proposing that this Special Resolution Number 3 is adopted for the purpose of ensuring that the Company’s Memorandum of Incorporation is amended in order to convert the ordinary shares in the Company’s authorised share capital from par value shares to shares of no par value and to increase the authorised ordinary share capital of the Company. The proposed amendments to the Company’s Memorandum of Incorporation are set out in Annexure 1 of the circular to which this notice of general meeting forms part.

The adoption of this Special Resolution Number 3 will authorise the amendments to the Memorandum of Incorporation of the Company.

The minimum percentage of voting rights that is required for Special Resolution Number 3 to be adopted is 75% (seventy five percent) of the votes exercised on such special resolution by shareholders entitled to vote, present or represented by proxy at the general meeting, and further subject to the provisions of the Companies Act, the Memorandum of Incorporation of the Company and the Listings Requirements of the JSE.

SPECIAL RESOLUTION NUMBER 4 – APPROVAL TO ISSUE THE PUTPROP SHARES IN TERMS OF SECTION 41(3) OF THE COMPANIES ACT, 2008

“RESOLVED THAT, in accordance with the provisions of section 41(3) of the Companies Act, 2008 (Act 71 of 2008), as amended (“Companies Act”), the issue and allotment of ordinary shares, for the purpose of an expected future capital raising, from the authorised but unissued share capital of Putprop Limited (“Putprop”) which exceeds 30% of the voting power of all ordinary shares currently in issue be and is hereby approved”

Explanatory note

Section 41(3) of the Companies Act requires that shareholders approve, by way of a special resolution, an issue of shares if the voting power of the class of shares that are issued as a result of a transaction will be equal to or exceed 30% of the voting power of all the shares of that class held by shareholders immediately before such a transaction. Putprop is considering alternatives for raising equity capital in the current financial year for future acquisitions and given the current number of shares in issue this will result in more than 30% of the current shares in issue being issued.

In terms of the Companies Act and the Company’s Memorandum of Incorporation, the minimum percentage of voting rights that is required for Special Resolution Number 4 to be adopted is 75% (seventy five percent) of the votes exercised on such special resolution by shareholders present or represented by proxy at the general meeting.

The adoption of this Special Resolution Number 4 will authorise the issue and allotment of shares for the purpose of an expected future capital raising in the current financial year.

ORDINARY RESOLUTION NUMBER 1 – AUTHORITY GRANTED TO DIRECTORS

“RESOLVED THAT each director of Putprop Limited (“Putprop”) be and is hereby individually authorised to sign all such documents and do all such other things as may be necessary for or incidental to the implementation of the resolutions passed at the general meeting of shareholders of Putprop.”

Explanatory note

The adoption of this Ordinary Resolution Number 1 will authorise any director of the Company to execute all documents and do all such further acts and things as he may in his discretion consider appropriate to implement and give effect to the resolutions set out in this notice of general meeting.

Ordinary resolutions to be adopted at this general meeting require the support of a simple majority, which is more than 50% of the voting rights exercised on the resolutions.

VOTING AND PROXIES

A shareholder entitled to attend and vote at the general meeting is entitled to appoint a proxy or proxies to attend, speak and vote in his/her stead. A proxy need not be a member of the Company. For the convenience of registered members of the Company, a form of proxy is enclosed herewith.

The attached form of proxy is only to be completed by those shareholders who:

- hold Putprop shares in certificated form; or
- are recorded on the electronic sub-register in "own name" dematerialised form.

Shareholders who have dematerialised their shares through a CSDP or broker without "own name" registration and who wish to attend the general meeting, must instruct their CSDP or broker to provide them with the relevant letter of representation to attend the general meeting in person or by proxy and vote.

If they do not wish to attend in person or by proxy, they must provide the CSDP or broker with their voting instructions in terms of the relevant custody agreement entered into between them and the CSDP or broker.

Forms of proxy should be forwarded to reach the transfer secretaries, Computershare Investor Services Proprietary Limited, at least 48 (forty-eight) hours, excluding Saturdays, Sundays and public holidays, before the time of the meeting.

Kindly note that meeting participants, which includes proxies, are required to provide reasonably satisfactory identification before being entitled to attend or participate in a shareholders' meeting. Forms of identification include valid identity documents, driver's licenses and passports.

By order of the Board

Acorim Proprietary Limited

Company Secretary

Johannesburg
31 October 2014

Registered office

91 Protea Road
Chislehurst
Sandton
Johannesburg
2196

Transfer secretaries

Computershare Investor Services Proprietary Limited
Ground Floor
70 Marshall Street
Johannesburg, 2001
(PO Box 61051, Marshalltown, 2107)

PUTPROP LIMITED

Putprop Limited
 Incorporated in the Republic of South Africa
 (Registration number 1988/001085/06)
 Share code: PPR ISIN: ZAE000072310
 ("Putprop" or "the Company")

FORM OF PROXY

For use only by shareholders who:

- hold shares in certificated form ("certificated shareholders"); or
- have dematerialised their shares ("dematerialised shareholders") and are registered with "own-name" registration,

at the general meeting of shareholders of the Company to be held at 10:00 on Friday, 28 November 2014 at the registered office of Putprop, 91 Protea Road, Chislehurst, Sandton, Johannesburg, 2196 and any adjournment thereof.

Dematerialised shareholders holding shares other than with "own-name" registration, who wish to attend the general meeting must inform their Central Securities Depository Participant ("CSDP") or broker of their intention to attend the general meeting and request their CSDP or broker to issue them with the relevant letter of representation to attend the general meeting in person or by proxy and vote. If they do not wish to attend the general meeting in person or by proxy, they must provide their CSDP or broker with their voting instructions in terms of the relevant custody agreement entered into between them and the CSDP or broker. **These shareholders must not use this form of proxy.**

I/We

(full name/s in block letters)

of (address)

Telephone work ()

Telephone home ()

Cell phone number

e-mail address

being the holder/custodian of shares of the Company, hereby appoint (see note):

1. or failing him/her,

2. or failing him/her,

3. the Chairperson of the general meeting,

as my/our proxy to attend and act for me/us on my/our behalf at the general meeting of the Company convened for purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat and at each postponement or adjournment thereof, and to vote for and/or against such resolutions, and/or to abstain from voting for and/or against the resolutions, in respect of the shares registered in my/our name in accordance with the following instructions:

	Number of shares		
	For	Against	Abstain
Special Resolution Number 1 Conversion of the ordinary shares in the Company's authorised share capital from par value shares to shares of no par value			
Special Resolution Number 2 Increase in the authorised no par value share capital of the Company			
Special Resolution Number 3 Amendments to the Memorandum of Incorporation of the Company			
Special Resolution Number 4 Approval to issue Putprop Shares in terms of section 41(3) of the Companies Act, 2008			
Ordinary Resolution Number 1 Authority granted to directors			

Please indicate instructions to proxy in the space provided above by the insertion therein of the relevant number of votes exercisable.

A member entitled to attend and vote at the general meeting may appoint one or more proxies to attend and act in his/her stead. A proxy so appointed need not be a member of the Company

Signed at

on

2014

Signature

Assisted by (where applicable)

Each shareholder is entitled to appoint one or more proxies (who need not be a shareholder of the Company) to attend, speak and vote in place of that shareholder at the general meeting.



Notes to proxy

1. Summary of Rights Contained in Section 58 of the Companies Act

In terms of section 58 of the Companies Act:-

- a shareholder may, at any time and in accordance with the provisions of section 58 of the Companies Act, appoint any individual (including an individual who is not a shareholder) as a proxy to participate in, and speak and vote at, a shareholders meeting on behalf of such shareholder;
 - a proxy may delegate her or his authority to act on behalf of a shareholder to another person, subject to any restriction set out in the instrument appointing such proxy;
 - irrespective of the form of instrument used to appoint a proxy, the appointment of a proxy is suspended at any time and to the extent that the relevant shareholder chooses to act directly and in person in the exercise of any of such shareholder's rights as a shareholder;
 - any appointment by a shareholder of a proxy is revocable, unless the form of instrument used to appoint such proxy states otherwise;
 - if an appointment of a proxy is revocable, a shareholder may revoke the proxy appointment by: (i) cancelling it in writing, or making a later inconsistent appointment of a proxy and (ii) delivering a copy of the revocation instrument to the proxy and to the company; and
 - a proxy appointed by a shareholder is entitled to exercise, or abstain from exercising, any voting right of such shareholder without direction, except to the extent that the relevant company's memorandum of incorporation, or the instrument appointing the proxy, provides otherwise (see note 7).
2. The form of proxy must only be used by shareholders who hold shares in certificated form or who are recorded on the sub-register in electronic form in "own name".
 3. All other beneficial owners who have dematerialised their shares through a CSDP or broker and wish to attend the general meeting must provide the CSDP or broker with their voting instructions in terms of the relevant custody agreement entered into between them and the CSDP or broker.
 4. A shareholder entitled to attend and vote at the general meeting may insert the name of a proxy or the names of two alternate proxies of the shareholder's choice in the space provided, with or without deleting "the Chairperson of the general meeting". The person whose name stands first on the form of proxy and who is present at the general meeting will be entitled to act as proxy to the exclusion of such proxy(ies) whose names follow.
 5. A shareholder is entitled to one vote on a show of hands and, on a poll, one vote in respect of each ordinary share held. A shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by that shareholder in the appropriate space provided. If an "X" has been inserted in one of the blocks to a particular resolution, it will indicate the voting of all the shares held by the shareholder concerned. Failure to comply with this will be deemed to authorise the proxy to vote or to abstain from voting at the general meeting as he/she deems fit in respect of all the shareholder's votes exercisable thereat. A shareholder or the proxy is not obliged to use all the votes exercisable by the shareholder or by the proxy, but the total of the votes cast and in respect of which abstention is recorded may not exceed the total of the votes exercisable by the shareholder or the proxy.
 6. A vote given in terms of an instrument of proxy shall be valid in relation to the general meeting, notwithstanding the death, insanity or other legal disability of the person granting it, or the revocation of the proxy, or the transfer of the shares in respect of which the proxy is given, unless notice as to any of the aforementioned matters shall have been received by the transfer secretaries not less than 48 (fortyeight) hours before the commencement of the general meeting.
 7. If a shareholder does not indicate on this form of proxy that his/her proxy is to vote in favour of or against any resolution or to abstain from voting, or gives contradictory instructions, or should any further resolution(s) or any amendment(s) which may properly be put before the general meeting be proposed, such proxy shall be entitled to vote as he/she thinks fit.
 8. The Chairperson of the general meeting may reject or accept any form of proxy which is completed and/or received other than in compliance with these notes.
 9. A shareholder's authorisation to the proxy including the Chairperson of the general meeting, to vote on such shareholder's behalf, shall be deemed to include the authority to vote on procedural matters at the general meeting.
 10. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof.
 11. Documentary evidence establishing the authority of a person signing the form of proxy in a representative capacity must be attached to this form of proxy, unless previously recorded by the Company's transfer secretaries or is waived by the Chairperson of the general meeting.
 12. A minor or any other person under legal incapacity must be assisted by his/her parent or guardian, as applicable, unless the relevant documents establishing his/her capacity are produced or have been registered by the transfer secretaries of the Company.
 13. Where there are joint holders of shares:
 - any one holder may sign the form of proxy;
 - the vote(s) of the senior shareholders (for that purpose seniority will be determined by the order in which the names of shareholders appear in the Company's register of ordinary shareholders) who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote(s) of the other joint shareholder(s).
 14. Forms of proxy should be lodged with or mailed to Computershare Investor Services Proprietary Limited:

Hand deliveries to:	Postal deliveries to:
Ground Floor 70 Marshall Street Johannesburg, 2001	PO Box 61051 Marshalltown 2107
 - to be received by no later than 10:00 on Wednesday, 26 November 2014 (or 48 (forty-eight) hours before any adjournment of the general meeting which date, if necessary, will be notified on SENS).
 15. A deletion of any printed matter and the completion of any blank space need not be signed or initialled. Any alteration or correction must be signed and not merely initialled.

