

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The definitions and interpretations commencing on page 4 of this Circular apply *mutatis mutandis* to this cover page.

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

Action required

If you have disposed of all your MAS shares, then this Circular, together with the attached form of proxy, should be handed to the purchaser of such MAS shares or to the broker, CSDP, banker or other agent through whom the disposal was effected.

Beneficial shareholders who hold dematerialised MAS shares through a CSDP or broker who wish to attend the Shareholders' Meeting must request their CSDP or broker to provide them with the necessary letter of representation to attend the Shareholders' Meeting or must instruct their CSDP or broker to vote on their behalf in terms of their respective agreements with their CSDP or broker.

Dematerialised shareholders who have elected "own-name" registration in the sub-register of MAS maintained by a CSDP, are referred to page 2 of this Circular, which sets out the detailed action required of them in respect of the corporate action set out in this Circular.

MAS does not accept responsibility and will not be held liable for any failure on the part of the CSDP or broker of any holder of dematerialised MAS shares to notify such shareholder of the transactions set out in this Circular.



MAS P.L.C.

Registered in Malta
Registration number C99355
JSE share code: MSP
ISIN: VGG5884M1041
LEI code: 213800T1TZPGQ7HS4Q13
("MAS" or "the Company")

CIRCULAR TO MAS SHAREHOLDERS

relating to:

- the proposed acquisition by MAS of the Sale Shares and Sale Claims of the Sale Companies in respect of the Properties, comprising six commercial retail centres in Romania from PKM Development Limited, by means of a category 2 related party transaction; and
- the conclusion of the DJV Relationship Extension Letter, a category 2 related party transaction,

and enclosing:

- a notice of Shareholders' Meeting;
- a South African form of proxy to vote at the Shareholders' Meeting (for use by certificated MAS shareholders and dematerialised MAS shareholders who have elected "own-name" registration only); and
- a European form of proxy to vote at the Shareholders' Meeting.

Corporate advisor and JSE sponsor

JAVACAPITAL

Independent reporting accountants



Independent expert



Independent registered property valuer



Date of issue: Wednesday, 8 June 2022

This Circular is available in English only. Copies of this Circular may be obtained from the registered office of the Company between 8:00 and 17:00 on business days from Wednesday, 8 June 2022 to Thursday, 30 June 2022, both days inclusive. The Circular will also be available on the Company's website (<https://masrei.com/governance/documents>) and at the offices of the JSE sponsor from Wednesday, 8 June 2022.

CORPORATE INFORMATION

Registered office

MAS P.L.C.
Suite 11, Marina Business Centre
Abate Rigord Street
Ta' Xbiex
XBX1129, Malta
(Postal address as above)

Company secretary

Nathalie Vella
Suite 11, Marina Business Centre
Abate Rigord Street
Ta' Xbiex
XBX1129, Malta
(Postal address as above)

Corporate advisor

Java Capital Proprietary Limited
(Registration number 2012/089864/07)
6th Floor, 1 Park Lane
Wierda Valley
Sandton, 2196
(PO Box 522606, Saxonwold, 2132)

JSE sponsor

Java Capital Trustees and Sponsors Proprietary Limited
(Registration number 2006/005780/07)
6th Floor, 1 Park Lane
Wierda Valley
Sandton, 2196
(PO Box 522606, Saxonwold, 2132)

Independent reporting accountants

PricewaterhouseCoopers Inc.
(Registration number 1998/012055/21)
5 Silo Square
V&A Waterfront
Cape Town, 8002
(PO Box 2799, Cape Town, 8002)

Independent expert

BDO Corporate Finance Proprietary Limited
(Registration number 1983/002903/07)
22 Wellington Road
Parktown, 2193
(Private Bag X60500, Houghton, 2041)

Independent registered property valuer

Echinox Evaluari S.R.L.
82-94 Buzesti St. 011017
6th Floor, Tiriac Tower
Bucharest, 011017
Romania
(Postal address as above)

Transfer secretaries

Computershare Investor Services Proprietary Limited
(Registration number 2004/003647/07)
Rosebank Towers
15 Biermann Avenue
Rosebank, 2196
(Private Bag X9000, Saxonwold, 2132)

BVI registrar

Computershare Investor Services (BVI) Limited
Woodbourne Hall
PO Box 3162
Road Town, Tortola
British Virgin Islands
(Postal address as above)

Date and place of incorporation of the Company

Incorporated on 3 July 2008 in the Isle of Man and effective 12 October 2021 redomiciled from British Virgin Islands to Malta.

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ACTION REQUIRED BY MAS SHAREHOLDERS

The definitions and interpretations commencing on page 4 of this Circular apply *mutatis mutandis* to this section.

THE SHAREHOLDERS' MEETING

A Shareholders' Meeting will be held at 13:00 on Thursday, 30 June 2022, at the registered offices of MAS, Suite 11, Marina Business Centre, Abate Rigord Street, Ta' Xbiex XBX1129, Malta for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions required to be approved by shareholders in order to approve the Transactions.

A notice convening the Shareholders' Meeting is attached to and forms part of this Circular.

VOTING AND PROXIES

There are different forms of proxy for shareholders on the European and South African share registers. If you are a shareholder, whether or not you intend to attend the Shareholders' Meeting, you are requested to complete the relevant form of proxy or form of instruction in accordance with the instructions contained therein.

The South African form of proxy for shareholders on the South African share register is attached to and forms part of, this Circular.

Shareholders on the European share register may vote electronically by following the instructions contained in their applicable voting form. Forms of proxy for certificated shareholders will be posted to shareholders with this document for use at the Shareholders' Meeting. An example of the form of proxy for shareholders on the European share register is attached to and forms part of this Circular.

To be valid, the forms of proxy for use by shareholders on both the European share register and the South African share register must be completed and returned, in accordance with the instructions contained therein, to be received by the BVI registrar and South African transfer secretaries, respectively, by no later than 13:00 on Tuesday, 28 June 2022.

Shareholders on the South African register who hold their shares in dematerialised form registered in a name other than their own name, who wish to attend the Shareholders' Meeting in person, will need to request their CSDP or broker to provide them with the necessary letter of representation in terms of the custody agreement entered into between such shareholders and the CSDP or broker. Such shareholders who are unable to attend the Shareholders' Meeting and who 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 in the manner and time stipulated therein.

MAS does not accept responsibility and will not be held liable for any failure on the part of the CSDP or broker of dematerialised shareholders to notify such shareholders of the Shareholders' Meeting or any business to be conducted thereat.

QUORUM FOR THE SHAREHOLDERS' MEETING

A meeting of shareholders is duly constituted and quorate if, at the commencement of the meeting, there are present in person (in the case of a shareholder who is an individual) or by a duly appointed representative (in the case of a corporate shareholder) or by proxy (in either case) a shareholder or shareholders holding at least twenty-five per cent of the voting rights entitled to be exercised and comprising at least three persons present in person or by duly appointed representative or by proxy.

SALIENT DATES AND TIMES

The definitions and interpretations commencing on page 4 of this Circular apply *mutatis mutandis* to this section.

2022

Record date to receive the Circular and notice of Shareholders' Meeting	Friday, 27 May
Circular and notice of Shareholders' Meeting issued	Wednesday, 8 June
Announcement relating to the issue of the Circular and notice of Shareholders' Meeting released on SENS	Wednesday, 8 June
Last day to trade in order to be eligible to participate in and vote at the Shareholders' Meeting	Tuesday, 21 June
Voting record date	Friday, 24 June
Last day to lodge forms of proxy for the Shareholders' Meeting by 13:00	Tuesday, 28 June
Shareholders' Meeting held at 13:00	Thursday, 30 June
Results of the Shareholders' Meeting released on SENS	Thursday, 30 June

Notes:

1. All dates and times in this Circular are subject to change. Any changes will be released on SENS.
2. MAS shareholders are referred to page 2 of this Circular for information on the action required to be taken by them.
3. The completion of the Transactions is subject to the fulfilment or waiver of various conditions precedent, as further detailed in paragraph 10 below. As fulfilment or waiver of the conditions precedent is difficult to build into the timetable, the Company has assumed that the conditions precedent will be fulfilled or waived, as the case may be, on 15 August 2022.

DEFINITIONS AND INTERPRETATIONS

In this Circular and the annexures hereto, unless inconsistent with the context, an expression which denotes a gender includes the other gender, a natural person includes a juristic person and vice versa, the singular includes the plural and vice versa and the expressions set out in the first column bear the meaning assigned to them in the second column.

“ Agreement ”	the framework agreement and heads of terms dated 3 May 2022 between the Purchaser and the Seller and the DJV Parties for the sale and purchase of investments in six commercial retail centres in Romania and the extension of the DJV relationship;
“ Articles of Association ”	the Memorandum and Articles of Association of the Company approved by the Registry of Companies of the Republic of Malta on 12 October 2021;
“ Bank Facility Agreement ”	the €31,500,000 term loan facility, dated 29 December 2021 between, among others, SPV 1 [DN1] (as borrower) and (as arranger and lender) Raiffeisen Bank S.A. (as amended or amended and restated, as applicable); the €125,000,000 term loan facility, dated 7 March 2022 between, among others, SPV 2 [Zalau], SPV 3 [DM], SPV 4 [Sepsi], SPV 5 [Barlad] and SPV 6 [Prahova] (as borrowers) and (as arrangers and lenders) Raiffeisen Bank International AG, Raiffeisen Bank S.A., Alpha Bank Romania S.A., Alpha Bank S.A. (Luxembourg Branch) (as amended or amended and restated, as applicable);
“ B Ordinary Shares ”	50,000,000 issued B ordinary shares in the share capital of PKM Development, comprising 20,000,000 B1 ordinary shares held by MAS Investor and 30,000,000 B2 ordinary shares held by Prime Kapital;
“ Board ” or “ Board of Directors ” or “ Directors ”	the board of directors of MAS;
“ BVI registrar ”	Computershare Investor Services (BVI) Limited (Registration number 1450841), the BVI registrar to the Company, further details of which are set out in the “Corporate Information” section;
“ business day ”	any day other than a Saturday, Sunday or official public holiday in South Africa;
“ BVI ”	British Virgin Islands;
“ CEE ”	Central and Eastern European or Central and Eastern Europe;
“ CEO ”	chief executive officer;
“ certificated shareholder(s) ”	MAS shareholders who hold certificated shares;
“ certificated share(s) ”	MAS shares which have not yet been dematerialised into the Strate system, title to which is represented by physical documents of title;
“ CFO ”	chief financial officer;
“ Circular ”	this circular dated Wednesday, 8 June 2022 and the annexures thereto, which has been prepared in compliance with the JSE Listings Requirements;
“ Closing Date ”	the first business day following the date on which all Conditions Precedent are fulfilled or (to the extent possible at law) waived, or such later date as the parties may agree;
“ Company ” or “ MAS ”	MAS P.L.C. (registration number C99355), a public company incorporated and registered in accordance with the laws of Malta and listed on the JSE, further details of which are set out in the “Corporate Information section”;
“ Committed Amount ”	an amount of €420,000,000 contributed by MAS Investor to the DJV in respect of the preferred share investment commitment in terms of the DJV Agreement in order to finance developments undertaken by the DJV;
“ conditions precedent ”	the conditions precedent set out in paragraph 10 of this Circular;

“corporate advisor”	Java Capital Proprietary Limited (Registration number 2012/089864/07) in its capacity as corporate advisor to the Company, a private company incorporated and registered in accordance with the laws of South Africa, further details of which are set out in the “Corporate Information” section;
“CSDP”	a Central Securities Depository Participant in South Africa, appointed to hold and administer dematerialised shares;
“dematerialised shareholder(s)”	shareholders who hold dematerialised shares;
“dematerialised share(s)”	shares which have been incorporated into the Strate system, title to which is not represented by physical documents of title;
“DJV”	PKM Development and its subsidiaries, from time to time;
“DJV Agreement”	the agreement titled “Amended and Restated Framework Investment Agreement relating to PKM Development Limited”, dated 28 July 2017, between Prime Kapital, PKM Development, MAS and MAS Investor;
“DJV Relationship Extension Letter”	a letter to be entered into in connection with the DJV Agreement between the DJV Parties, to extend the relationship between the DJV Parties under DJV Agreement as set out in paragraph 9.2 of this Circular;
“DJV Party/ies”	each of MAS, MAS Investor, Prime Kapital, PKDH and PKMD;
“documents of title”	share certificates, certified transfer deeds, balance receipts and any other documents of title to shares acceptable to the Board;
“Drawdown Period”	in respect of the DJV Agreement, a period of nine years from 23 March 2016 and expiring on 23 March 2025;
“Effective Date”	the close of business on 30 June 2022 (notwithstanding the Closing Date, the date of the Agreement or any other Transaction Document);
“Europe” or “EU”	all the Member States of the European Union;
“Euro” or “€”	Euro, the currency of the member states of the European Union that have adopted the single currency in accordance with the Treaty establishing the European Community (signed in Rome in 1957) as amended by the Treaty on European Union (signed in Maastricht on 7 February 1992);
“European share register”	the share register maintained on behalf of the Company in Europe by the BVI Registrar;
“Exclusivity Period”	in respect of the DJV Agreement, the period which ends on the earlier of the last day of the Drawdown Period and the date on which the Committed Amount, ordinary share capital and third party financing have been fully invested by PKM Development during which the DJV Parties agree that (i) neither MAS nor any of its associates will operate a business that has its principal objective the development of commercial or residential real estate assets in CEE and (ii) Prime Kapital will not operate or own a stake of more than 15% in any CEE commercial or residential real estate development business;
“GLA”	gross lettable area;
“IFRS”	International Financial Reporting Standards, as issued by the International Accounting Standards Board (IASB);
“independent expert” or “BDO”	BDO Corporate Finance Proprietary Limited (Registration number 1983/002903/07), appointed as independent expert by the Company to provide a fairness opinion on the Transactions, further details of which are set out in the “Corporate Information” section;
“independent reporting accountants” or “PwC SA”	PricewaterhouseCoopers Inc. (Registration number 1998/012055/21), appointed as reporting accountants by the Company to provide an assurance report on the <i>pro forma</i> consolidated financial information contained in the Circular, together with a review opinion on the combined financial information of the Spark II Portfolio for the six-month period to 31 December 2021, further details of which are set out in the “Corporate Information” section;

“independent registered property valuer”, “valuer” or “Cushman & Wakefield Echinox”	Echinox Evaluari S.R.L. (Registration number J40/15453/2011, ANEVAR corporate Authorization No. 0007/2022), appointed as independent registered property valuer to provide the valuation report in respect of the Properties, further details of which are set out in the “Corporate Information” section, an authorised ANEVAR corporate member and registered as a firm regulated by the Royal Institution of Chartered Surveyors. Echinox Evaluari SRL is a third-party, non-owned affiliate, of Cushman & Wakefield;
“IRR”	internal rate of return;
“Java Capital”	Java Capital Trustees and Sponsors Proprietary Limited (Registration number 2006/005780/07), in its capacity as sponsor to the Company and Java Capital Proprietary Limited (Registration number 2012/089864/07) in its capacity as corporate advisor to the Company, both private companies incorporated and registered in accordance with the laws of South Africa, further details of which are set out in the “Corporate Information” section;
“JSE sponsor”	Java Capital Trustees and Sponsors Proprietary Limited (Registration number 2006/005780/07), in its capacity as sponsor to the Company, a private company incorporated and registered in accordance with the laws of South Africa, further details of which are set out in the “Corporate Information” section;
“JSE”	the exchange operated by the JSE Limited (Registration number 2005/022939/06), a public company incorporated and registered in accordance with the laws of South Africa and licensed as an exchange under the Financial Markets Act, No. 19 of 2012, as amended from time to time;
“JSE Listings Requirements”	the Listings Requirements of the JSE, as amended from time to time;
“last practicable date”	Tuesday, 31 May 2022, being the last practicable date prior to the finalisation of this Circular;
“Long-stop Date”	close of business on 15 August 2022;
“major subsidiaries”	a major subsidiary as defined in the JSE Listings Requirements, namely a subsidiary that represents 25% or more of total assets or revenue of the consolidated MAS Group based on the latest published interim or year-end financial results;
“MAS Investor”	MAS CEE Developments Limited, company number 013290V, a company incorporated under the laws of the Isle of Man and a wholly owned subsidiary of MAS;
“MAS Group” or “Group”	MAS and each of its subsidiaries from time to time;
“MAS shares” or “shares”	ordinary shares of no-par value in the issued share capital of the Company;
“MAS shareholders” or “shareholders”	the registered holder of a share;
“NAV”	net asset value, as determined in accordance with IFRS;
“NRI”	net rental income;
“Optional Termination Date”	in respect of the DJV Agreement, the date on which MAS Investor is entitled to give written notice to the DJV Parties to liquidate the assets of, and voluntarily dissolve the DJV, which date cannot be earlier than 23 March 2030;
“own-name dematerialised shareholder(s)”	dematerialised shareholders who have elected own-name registration;
“parties”	MAS, Prime Kapital, MAS Investor, PKM Development, PKDH, the Purchaser and the Seller;
“Prime Kapital”	Prime Kapital Limited (Registration number 012175V), a company incorporated and registered in accordance with the laws of the Isle of Man, which is 100% directly held by PKHL;
“PKDH”	PK Development Holdings Ltd, company number 1967803, a company incorporated under the laws of the British Virgin Islands, which is 100% indirectly held by PKM Development;
“PKHL”	Prime Kapital Holdings Limited (Registration number 013332V), a company incorporated under the laws of the Isle of Man, which is held as a private company, including by shareholders associated with Martin Slabbert and/or Victor Semionov or of which either of them are indirect beneficiaries and as such constitute related parties;

“PK Group”	PKHL and each of its subsidiaries, from time to time;
“PKM Development” or “PKMD”	PKM Development Limited (Registration number 013285V), a company incorporated under the laws of the Isle of Man. MAS Investor owns 40% of the common equity, with the balance of 60% being owned by Prime Kapital;
“Preferred Shares”	preferred shares issued by PKM Development with a right to receive a fixed dividend on each preferred share at a rate of 7.5% per annum of the price at which the preferred shares were allotted and issued, currently 283,050,000 preferred shares (constituting 100% of the preferred shares issued by PKM Development);
“Properties”	each of the following properties:
“DN1 Value Centre”	in respect of SPV 1 [DN1], the immovable property with land and buildings detailed in paragraph 13 of this Circular;
“Zalau Value Centre”	in respect of SPV 2 [Zalau], the immovable property with land and buildings detailed in paragraph 13 of this Circular;
“Dambovita Mall”	in respect of SPV 3 [DM], the immovable property with land and buildings detailed in paragraph 13 of this Circular;
“Sepsi Value Centre”	in respect of SPV 4 [Sepsi], the immovable property with land and buildings detailed in paragraph 13 of this Circular;
“Barlad Value Centre”	in respect of SPV 5 [Barlad], the immovable property with land and buildings detailed in paragraph 13 of this Circular; and
“Prahova Value Centre”	in respect of SPV 6 [Prahova], the immovable property with land and buildings detailed in paragraph 13 of this Circular;
“Purchaser”	MAS CEE Management Holding SRL, registration number J40/16401/2017 (with sole registration code 38266280), a company incorporated under the laws of Romania, being the acquirer of the Sale Shares and referred to as MAS Purchaser [Shares] in the Agreement and this Circular and/or MAS Real Estate Finance SRL, registration number J40/12652/2018 (with sole registration code 39830549), a company incorporated under the laws of Romania, being the acquirer of the Sale Claims and referred to as MAS Purchaser [Loans], in the Agreement and this Circular, and being wholly owned subsidiaries of MAS;
“R” or “Rand” or “ZAR”	South African Rand, the official currency of South Africa;
“register”	the share register of the Company;
“Sale Company/ies”	each SPV Owner;
“Sale Claims”	in respect of a Sale Company, means all the claims of the Seller against that Sale Company on the Closing Date (whether under a Shareholders Loan Agreement or pursuant to any other loan or credit provided, or otherwise);
“Sale Shares”	in respect of a Sale Company, means all the shares held by the Seller, being 100% of the issued share capital of that Sale Company on the Closing Date;
“Seller”	PK Development Holding SRL, registration number J40/7023/2016 (with sole registration code 36091565), a company incorporated under the laws of Romania, an indirect wholly owned subsidiary of PKM Development;
“SENS”	the Stock Exchange News Service, the news service operated by the JSE;
“share registers”	collectively, the European share register and the South African share register;
“Shareholders’ Meeting”	the meeting of MAS shareholders to be held at 13:00 on Thursday, 30 June 2022 called for the purpose of adopting with or without modification, the resolutions set out in the notice of Shareholders’ Meeting attached to this Circular;
“South Africa” or “SA”	the Republic of South Africa;

“South African share register”	the share register maintained on behalf of the Company in South Africa by the South African transfer secretaries;
“South African transfer secretaries” or “Computershare”	Computershare Investor Services Proprietary Limited (registration number 2004/003647/07), a private company incorporated and registered in accordance with the laws of South Africa, further details of which are set out in the “Corporate Information” section;
“Spark II Portfolio”	collectively, the Sale Companies;
“SPV Owner”	
“SPV 1 [DN1]”	PK Development One S.R.L., registration number J40/3347/2016 (with sole registration code 35759225) a company incorporated under the laws of Romania;
“SPV 2 [Zalau]”	PK Denim S.R.L., registration number J40/19078/2017 (with sole registration code 38486464) a company incorporated under the laws of Romania;
“SPV 3 [Dambovita Mall]”	PK Grizzly S.R.L., registration number J40/3007/2017 (with sole registration code 37175931) a company incorporated under the laws of Romania;
“SPV 4 [Sepsi]”	PK Bronze S.R.L., registration number J40/3009/2017 (with sole registration code 37175893) a company incorporated under the laws of Romania;
“SPV 5 [Barlad]”	PK Vanilla S.R.L., registration number J40/7614/2018 (with sole registration code 39425171) a company incorporated under the laws of Romania;
“SPV 6 [Prahova]”	PK Green S.R.L., registration number J40/15632/2016 (with sole registration code 36783701) a company incorporated under the laws of Romania, being wholly owned subsidiaries of the Seller;
“Strate”	Strate Proprietary Limited (Registration number 1998/022242/07), a private company incorporated and registered in accordance with the laws of South Africa, a registered central securities depository responsible for the electronic settlement system used by the JSE;
“Transactions”	collectively, or individually as the context requires, the acquisition of the Sale Shares and Sale Claims by the Purchaser from the Seller in respect of each Sale Company for the acquisition of the Properties and the execution of the DJV Relationship Extension Letter;
“Transaction Agreements”	the Agreement, the Transaction SPA and the DJV Relationship Extension Letter;
“Transaction SPA”	the agreement for the sale and purchase of shares and assignment of loans, to be entered into between the Seller and the Purchasers for the disposal and acquisition of all the Sale Shares and all the Sale Claims in respect of each Sale Company;
“voting record date”	the date on which a MAS shareholder must be recorded in the share register of the Company in order to vote at the Shareholders’ Meeting, being the close of business on Friday, 24 June 2022; and
“Working Capital”	cash, receivables, payables and, if the relevant calculation date is not the last day of an accounting period, additional income net of costs that would have been accounted for if income and costs were recognised on a day-to-day basis during that part of the period which ends on the calculation date.



MAS P.L.C.

Registered in Malta
Registration number C99355
JSE share code: MSP
ISIN: VGG5884M1041
LEI code: 213800T1TZPGQ7HS4Q13
("MAS" or "the Company")

Directors

Werner Alberts (*Independent Non-Executive Chairman*)
Irina Grigore (*CEO*)
Brett Nagle (*Independent Non-Executive Director*)
Claudia Pendred (*Lead Independent Non-Executive Director*)
Dan Pascariu (*Independent Non-Executive Director*)
Dan Petrisor (*Executive Director – Capital Management and Investor Relations*)
Malcolm Levy (*Non-Executive Director*)
Martin Slabbert (*Non-Executive Director*)
Melt Hamman (*Independent Non-Executive Director*)
Pierre Goosen (*Independent Non-Executive Director*)
Raluca Buzuleac (*CFO*)
Vasile Iuga (*Independent Non-Executive Director*)

CIRCULAR TO MAS SHAREHOLDERS

PART I: THE TRANSACTIONS

1. INTRODUCTION

- 1.1 MAS' primary business is the investment in, and operation of, green high-quality retail assets in CEE. MAS is internally managed, benefits from a multidisciplinary team of approximately 200 real estate professionals and is well positioned to leverage the region's expected continual long-term high growth in consumption by generating significant like-for-like ("LFL") NRI growth from retail properties through increasing tenants' sales and implementing asset management initiatives. MAS additionally benefits from exposure to commercial (primarily retail) and residential developments, on a downside protected basis, via the DJV with developer and co-investor Prime Kapital.
- 1.2 The Group's business operations comprise the following segments (i) directly owned income property and operations in CEE; (ii) CEE investments in the DJV with Prime Kapital; (iii) directly owned income property operations in Western Europe ("WE") (which MAS has mostly disposed of), and (iv) corporate operations, including investments in listed securities, group level financing, and corporate-level administration.
- 1.3 DJV is an abbreviation for a separate corporate entity named PKM Development, an associate of MAS since March 2016, with independent governance. MAS owns 40% of PKM Development's common equity, an investment conditional on it irrevocably undertaking to provide preferred equity to PKM Development on notice of drawdown. The balance of PKM Development's common equity is owned by Prime Kapital which provides development services and oversees the development process for the DJV. Further details on the DJV and the DJV Agreement, which governs the relationship between the DJV, MAS and Prime Kapital, are detailed in paragraph 4.

- 1.4 In November 2016, MAS entered into a joint venture with Prime Kapital through PKM CEE Investments Limited, in which Prime Kapital's effective economic interest was equivalent to 20% direct participation in the joint venture profits and losses, including the interest cost on the participation funding provided by MAS to Prime Kapital on a full recourse basis. Under the terms of the joint venture, Prime Kapital provided property investment and management services to the venture on a cost recovery basis. Property investment and management services were provided by three entities, PK Property Management (Bulgaria) eood; PK Property Management (Poland) sp zoo and Prime Kapital Development S.R.L. (collectively the "**Property Management Platform**"). On 27 November 2019, with shareholder approval, MAS acquired the Property Management Platform and Prime Kapital's effective economic interest in the joint venture by acquiring PK Mezz BV and Prime Kapital CEE Property Investment Management Limited's entire share capital (the "**PK Transaction**"). The PK Transaction was motivated by MAS' strategy of continued investment in CEE to enhance MAS' distributions over the immediate, medium and long-term.
- 1.5 As part of the PK Transaction, it was agreed that MAS would continue to provide, on a cost recovery basis, such property management platform services to the DJV as previously provided by Prime Kapital. Further, it was agreed that in relation to the DJV and for a period of three years from the date of the PK Transaction (i) any potential acquisition by MAS from PKM Development would be subject to MAS shareholder approval; (ii) any extensions or alterations to the funding commitments provided by MAS to PKM Development would be subject to MAS shareholder approval, and (iii) any Director of MAS that has a direct or indirect interest or participation in PKM Development would not be appointed as a director of PKM Development and would be prevented from representing MAS with respect to PKM Development.
- 1.6 The terms of the PK Transaction included the appointment of Prime Kapital founders Martin Slabbert and Victor Semionov as Executive Directors of MAS with a mandate of up to three years to oversee the re-positioning and transitioning of the business. The transition of MAS to a fully focused CEE property investor and operator is substantially complete. As such, Victor Semionov and Martin Slabbert have stepped down from their positions as Executive Directors of MAS (on 26 August 2021 and 21 April 2022, respectively) and returned to Prime Kapital on a full-time basis. Martin Slabbert remains a Non-Executive Director of MAS. As announced on SENS on 22 April 2022, MAS' three Executive Director roles were assigned to individuals with no affiliation to, or interest in, Prime Kapital, thereby allowing MAS and Prime Kapital to continue their relationship through the DJV for the foreseeable future with independent executive management. MAS' pre-existing and ongoing business relationship with Prime Kapital via the DJV is expected to continue having a major positive impact on the Group's future financial performance.
- 1.7 In line with its strategy (detailed in paragraph 2) and as announced on SENS on 4 May 2022, MAS entered into the Agreement in terms of which:
- 1.7.1 MAS will acquire six Romanian commercial retail centres through the purchase of 100% of the Sale Shares and Sale Claims of each of the Sale Companies from the Seller on the basis of and subject to the terms detailed in paragraphs 9.1 and 10; and
- 1.7.2 MAS will execute the DJV Relationship Extension Letter to extend the duration of the joint venture relationship between the DJV Parties and to increase MAS' funding commitment to the DJV on the basis of and subject to the terms detailed in paragraphs 9.2 and 10.
- 1.8 Notwithstanding MAS and Prime Kapital's independent governance and management and in addition to the undertakings provided by MAS (detailed in paragraph 1.5), each of the Transactions constitutes a transaction with an associate of a related party in terms of paragraph 10.1(b)(vii) and paragraph 10.4 of the JSE Listings Requirements. This is the case as (i) Martin Slabbert and Victor Semionov were, not at the time of negotiating and entering into the Agreement, but in the 12 months prior to this, Executive Directors of MAS; and (ii) due to the 21.5% interests of Prime Kapital and their associates, including Martin Slabbert and Victor Semionov, in MAS' issued share capital. The Transactions are accordingly subject to approval by MAS shareholders by way of ordinary resolutions (excluding the votes of Prime Kapital and their associates, including Martin Slabbert and Victor Semionov). The Transactions are not cross-conditional and shareholders can vote in favour of one or both proposals.
- 1.9 The purpose of this Circular is to:
- 1.9.1 provide MAS shareholders with information relating to the Transactions and to enable shareholders to make an informed decision regarding whether they should vote in favour of the Transactions; and
- 1.9.2 give notice convening the Shareholders' Meeting at which the resolutions necessary to approve and implement the Transactions will be considered and, if deemed fit, approved with or without modification. The notice convening the Shareholders' Meeting is attached to and forms part of this Circular.

2. STRATEGY

- 2.1 MAS expects to benefit from the continual long-term high growth in CEE consumption by directly deploying capital in income property and indirectly employing capital in commercial and residential developments via the DJV with co-investor, developer and general contractor Prime Kapital. Remaining properties in Western Europe are being divested. MAS aims to maximise total long-term returns from property investments on a per share basis by concentrating on capital allocation, operational excellence, sensible leveraging and cost efficiency, thereby sustainably growing distributable earnings per share.
- 2.2 MAS' strategic objectives, as published with MAS' financial results for the year ended 30 June 2021, from this date to 30 June 2026, include:
 - 2.2.1 annual LFL NRI growth of at least 4% on CEE retail assets from a normalised post Covid-19 base, in addition to specific asset management initiatives to improve occupancy rates for the current CEE retail assets to 99% over this period;
 - 2.2.2 completion of commercial developments to the cost of approximately €600million (not proportionally consolidated) at a weighted initial NRI of more than 9% by the DJV over this period;
 - 2.2.3 residential sales and deliveries by the DJV of approximately €200million per annum (not proportionally consolidated) by the 2026 financial year at net after tax margins of approximately 20%, and
 - 2.2.4 direct acquisitions of high-quality CEE based commercial assets to the value of at least €150million during the 2022 financial year and a further €50million by the end of the 2023 financial year.
- 2.3 MAS has substantially completed the disposal of its Western European investment properties, and has issued, in May 2021, an inaugural €300million unsecured, five-year green Eurobond, resulting in MAS holding significant cash balances (€194.5million on 30 April 2022, not proportionally consolidated). MAS is well-positioned to implement its strategy of investment in CEE through the acquisition of directly held properties and indirectly, on a downside protected basis, in high-quality developments undertaken by the DJV.

3. MACROECONOMIC OVERVIEW

- 3.1 During the two decades preceding the Covid-19 pandemic (“**pandemic**”) (1999-2019), consumption per capita and addressable retail consumption (i.e. consumption categories, as defined by Eurostat, tradable in enclosed malls, open-air malls, strip malls) in Romania have increased by a compounded annual growth rate of 9.9% (measured in Euro), the highest among all EU countries (per Eurostat data). It is expected that growth in Romania, and other CEE countries, will continue to surpass growth in Western European countries for the foreseeable future.
- 3.2 Romania's gross domestic product (“**GDP**”) is balanced and diversified and is not dependent on any specific industry, thereby increasing its resilience. It sustained consistent growth before the pandemic and aided in the country's strong post-pandemic recovery. Similarly to Poland between 2008 and 2012, Romania is well positioned to withstand any potential slowdown which may be caused by current global risk factors, and an EU recession is not currently the most likely scenario. In its latest macroeconomic forecast report, the European Commission forecasts Romania's real GDP growth outlook to slow its increase to 2.6% during 2022 and to regain momentum starting 2023 with a real GDP increase of 3.6%.
- 3.3 Current macroeconomic sentiment is adversely affected by rising inflation, increasing interest rates and supply shortages. In the absence of real growth, high inflation is detrimental, however, a high real growth environment, such as Romania (with increasing purchasing power and consumption), is positioned to absorb higher inflation. Based on data published by the Romanian National Institute of Statistics for the first trimester of 2022, Romania's GDP in real terms was 5.2% higher than the previous trimester and 6.5% higher than the same period during 2021. In addition, for the same four-month period, year on year increases in Romanian average wages have exceeded inflation (11% versus 10.2%), another indication that the country's real growth, and consumption growth, continues.
- 3.4 Management expects the structure of the consumption basket to not change drastically and the inflationary impact on the price of goods and services to be absorbed by continuing increases in Romanian purchasing power.

4. DEVELOPMENT JOINT VENTURE

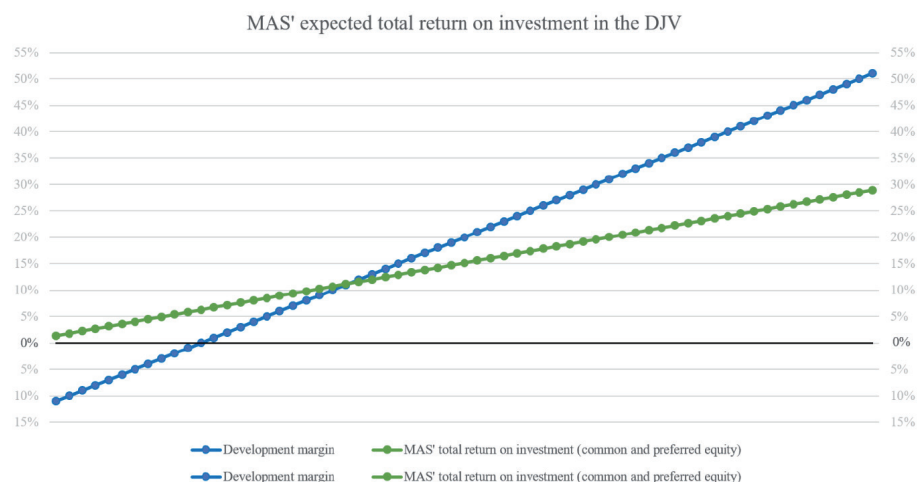
4.1 Overview

- 4.1.1 MAS owns 40% of the common equity of PKM Development. In addition to the investment in the common equity MAS has a total commitment to invest up to €420,000,000 in Preferred Shares to the extent issued by the DJV by 23 March 2025 (at the latest). To the date of this Circular, MAS has invested €283,050,000 in Preferred Shares, and has an outstanding commitment of €136,950,000.
- 4.1.2 The Preferred Shares have the cumulative right to receive a fixed dividend on each preferred share at a rate of 7.5% per annum of the price at which the Preferred Shares were allotted and issued.
- 4.1.3 The Preferred Shares do not have pre-set drawdowns, and consequently, MAS actively manages its liquidity to match PKM Development's budgeted requirements for the issue of Preferred Shares, within contractual notice periods. MAS' investment obligations are limited to €120,000,000 on a rolling six-month basis unless additional funds for investment are available.
- 4.1.4 In terms of applicable contractual undertakings and restrictions, Prime Kapital: (i) is not permitted to undertake CEE real estate development outside of PKM Development until the last day of the Exclusivity Period, currently no later than 23 March 2025; (ii) has an obligation to contribute secured development pipeline to PKM Development at cost; (iii) takes responsibility for sourcing further developments, and (iv) provides PKM Development with all necessary construction and development services via its integrated in-house platform.
- 4.1.5 MAS is represented on the DJV's board and MAS' approval is required for decisions on reserved matters (including third party funding in excess of restrictions imposed on the DJV and transactions between the DJV and Prime Kapital). In addition, MAS provides asset and property management services to DJV's completed developments via its integrated in-house asset and property management team, ensuring an appropriate degree of control and influence.

4.2 Tangible NAV and returns

- 4.2.1 On 31 December 2021, the DJV's tangible NAV was €479.3million, €300.0million of which comprised preferred equity contributed by MAS and the balance of €179.3million attributable to the common equity shareholders. MAS' economic share of tangible NAV was €371.7million or 78% of tangible NAV, comprising its €300.0million preferred equity investment and €71.7million in respect of its 40% of the common equity. Prime Kapital's economic interest was €107.6million or 22% of tangible NAV, in respect of its 60% of the common equity.
- 4.2.2 Returns from the DJV are assessed by MAS on a combined (preferred and common) equity basis. MAS' expected total return per development and its expected share of the development profit at different development margins, combining the 7.5% preferred equity coupon with MAS' portion of the development profit resulting from its common equity holding in the DJV, is illustrated below. As such, the reasonability of the DJV arrangement is assessed overall.

4.2.3



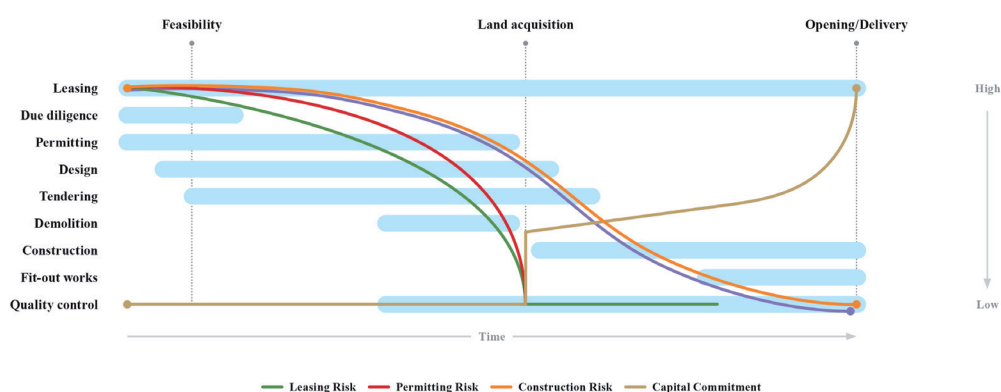
- 4.2.4 The preferred equity coupon rate (contributing to MAS' overall return from the DJV) was originally agreed to in 2016 (during a relatively high-interest rate environment) and has remained at the 7.5% level

throughout, including during low-interest rate periods, as it is an appropriate long-term hurdle rate, taking account of equity invested, and the relative contributions of the parties to the DJV (MAS' contribution to the DJV is limited to the provision of common and preferred equity). The preferred equity coupon rate also provides equity backed downside-protection to MAS. Given these characteristics, the coupon rate does not vary with short or medium-term fluctuations in interest rates. A proposed change to the hurdle rate and the level of downside protection provided will significantly influence the appropriateness of MAS' share in the remaining profit margins on developments. Moreover, since establishment, the robustness of the DJV's balance sheet has significantly strengthened, with the DJV benefitting from substantial common equity and a large and attractive high-quality development pipeline, and Prime Kapital matured into an established property developer of scale. As such, MAS is satisfied that the rate remains appropriate for the proposed DJV extension period also considering the prospect of rising interest rates.

- 4.2.5 MAS' expected share of the development profit margins is substantial, both in terms of total return on investment and profit share, based on expected development margins in accordance with MAS' strategic targets (commercial developments at initial NRI yields on cost of 9% and residential developments at after tax margins of at least 20%), as is illustrated in paragraph 4.2.3 above. MAS is confident that the arrangements are appropriately balanced considering MAS' contribution to the joint venture and the limited risk it assumes.

4.3 Development cycle

- 4.3.1 MAS significantly benefits from its investment in the DJV, on a downside-protected basis, via returns achieved by the joint venture through employing its own low-risk development approach. DJV processes are designed to substantially reduce development risk prior to capital outlays.
- 4.3.2 Land is secured and acquired after certain conditions are met, namely once (i) due diligence and feasibility have been satisfactorily completed; (ii) leasing risk has been substantially mitigated, and leases with anchor tenants have been signed (or, in certain instances, confirmation of interest from anchor tenants is sufficient), and (iii) permitting risk has been mitigated, meaning construction permits have been received (in certain low permitting risk jurisdictions zoning is sufficient).
- 4.3.3 Construction of each project only starts after anchor tenants' leases have been signed (typically representing 60%–80% of GLA), in the case of commercial development, or significant sales have been concluded, in the case of residential development, and materials and labour in relation to the bulk of the works have been contracted (but not less than 60%, with the balance consisting of low-price variability items).
- 4.3.4 The graph below illustrates the stages of project de-risking and construction by the DJV.



4.4 DJV funding

- 4.4.1 In addition to common equity, DJV financing is principally provided by MAS through its preferred equity commitment.
- 4.4.2 Once commercial properties become operational, the DJV typically refinances the completed assets with secured debt thereby unlocking some of the invested capital. However, the DJV agreement limits the level of third-party debt that can be employed by the DJV on operational properties to 50% LTV.
- 4.4.3 Bank compliance requirements applicable to construction finance facilities result, from a practical perspective, in uncertainty regarding available cash flows as the DJV needs to satisfy administrative hurdles prior to drawdowns from banks.

- 4.4.4 Funding developments with preferred equity at a higher coupon rate than interest on bank debt is offset by other benefits, such as faster, better controlled and more certain development timetables. This provides the DJV with a competitive advantage in attracting and maintaining relationships with tenants, as certainty with regards to construction timelines is valuable to potential tenants given their own business development targets. This competitive advantage is because setting up businesses within commercial properties requires committing significant resources and planning by each tenant, which needs to be synchronised with construction timelines.
- 4.4.5 The DJV can attract its own revolving credit facilities from banks, however traditional financing instruments of this nature require a portfolio of operational properties to be always held by the corporate body, which may not always be the case for the DJV (as is the case with the Transactions whereby DJV disposes the bulk of its completed commercial assets).

4.5 Pipeline

- 4.5.1 The DJV's development pipeline was €1.65billion, as disclosed in MAS' condensed consolidated interim financial statements for the six-month period to 31 December 2021. As noted above, the DJV has the capacity and ability to raise bank debt to finance developments, which combined with common equity and MAS' current preferred equity commitments will be sufficient to fund the disclosed pipeline.
- 4.5.2 Additional capital is required for further pipeline identified by Prime Kapital. The Transactions will result in availability of significant additional capital to roll-out a much larger pipeline. If the DJV does not secure more capital, it would be open to Prime Kapital to develop the additional, targeted pipeline outside of the DJV.
- 4.5.3 Prime Kapital can potentially secure a larger portion of the development profit by developing properties outside of the DJV.

4.6 MAS acquisitions from the DJV

- 4.6.1 In March 2019 MAS acquired a portfolio of recently developed (November and December 2018) income producing properties from the DJV. These properties, having a similar profile to those proposed to be acquired from the DJV through the Transactions, have proven resilient during the pandemic, with strong operational metrics throughout.
- 4.6.2 An acquisition of properties by MAS from the DJV is a related party transaction subject to *inter alia* MAS obtaining shareholder approval. Such conditionality makes it unlikely that MAS would have been able to successfully participate in a managed sale process where offers from other bidders would have reduced conditionality. The DJV is unlikely to deal with MAS on a preferential basis in the case of a managed process as this would discourage third parties from participating. If a managed sales process is employed MAS would be at a disadvantage.
- 4.6.3 Whether MAS will acquire further properties from the DJV is to be determined on an ad-hoc basis, as negotiated between the parties, and will depend on whether properties released for sale by the DJV are considered to be attractive by MAS given its strategy and return expectations.

5. ACQUISITION

5.1 Implementation of MAS' acquisition strategy

- 5.1.1 MAS pursued acquisitions of properties meeting its strict investment criteria before formulating its strategic objectives. The latter includes acquiring high-quality CEE commercial assets to the value of at least €200million by the end of the 2023 financial year. MAS found it challenging to source suitable direct property investments in CEE. A number of acquisition opportunities were analysed by MAS, however none were deemed suitable as they either did not meet MAS' investment criteria, or the acquisition process did not have realistic prospects of success.
- 5.1.2 The Properties meet MAS' return expectations and compare favourably to alternative acquisition opportunities, with expected unlevered internal rates of return of approximately 9.5% over the 10-year valuation cashflow discounting period (measured in Euro), providing MAS with a much lower acquisition risk due to MAS' (i) existing investment in the DJV, and (ii) asset management of these assets from the time the Properties became operational. Property occupancy cost ratios are low (12% excluding supermarkets, DIYs, entertainment and services tenant categories), allowing tenants to absorb higher rents through indexation and turnover clauses. Accordingly, and based on MAS' asset management

initiatives for the Properties as part of its planning to meet its strategic objectives to the end of the 2026 financial year, MAS expects substantial further growth in NRI. MAS will be the sole beneficiary of the resulting impact on property values.

- 5.1.3 The acquisition is balanced for both partners, as the DJV (and indirectly Prime Kapital) relinquishes substantial potential growth and value but releases capital to fund its additional pipeline, while MAS acquires quality assets with high growth potential using its strong balance sheet, and reduces cash drag in a potentially higher-inflationary environment.

5.2 Acquisition price and valuation

- 5.2.1 The Properties comprise six Romanian commercial retail assets, which have been operated and maintained by MAS' asset management team since each Property's opening for trade. All Properties are new (opening between November 2019 and December 2021), well maintained and require limited capital expenditure in the coming financial years. In addition, MAS' asset management team has already implemented or planned asset management initiatives to drive NRI growth for the short-, medium- and long-term, at each property. Further detail on the Properties is set out in paragraph 13.
- 5.2.2 MAS and the DJV have separate governance structures and are led by separate executives and management teams independent of one another. The terms of the Transaction have been negotiated at arm's length. External valuation of the Properties by the independent registered property valuer has been commissioned as part of the acquisition process as this is a technical requirement of the JSE Listings Requirements, due to the acquisition being classified as a related party transaction. As such, the external valuation does not form the basis of the agreed purchase price. The DJV would not, based on the views of valuer appointed for the benefit of MAS and shareholders (other than Prime Kapital), be agreeable to dispose of the Properties at a value that differs from the purchase price agreed between the parties. Return expectation on the agreed purchase price is high with the assets expected to deliver a 9.5% unlevered annual return over the 10-year valuation cashflow discounting period (measured in Euro).
- 5.2.3 MAS considers acquisitions on a forward-looking return basis and has historically acquired assets above sellers' book values (based on independent valuations) where the properties' fundamentals supported this. Historical acquisitions from third party sellers above book values have generated exceptional returns for MAS.
- 5.2.4 The purchase price for the Properties on the Effective Date of the acquisition is €319.7million which compares favourably to MAS management's internal valuation of €341.2million, and is slightly above the €316.1million external valuation by the independent registered property valuer on 31 May 2022 (one month prior to the Effective Date and thus requiring upward adjustment to be comparable), commissioned in terms of the JSE Listings Requirements.
- 5.2.5 Following MAS' detailed announcement published on 4 May 2022 regarding the proposed Transactions, the DJV was approached by potential buyers indicating their interest in acquiring the assets, attesting to their attractiveness at the agreed purchase price.
- 5.2.6 MAS' (and the DJV's) properties are valued biannually by external independent property valuers with appropriate and recognised qualifications and recent experience, primarily based on discounted forecasted cash flows. The external valuation of the Properties by the independent registered property valuer of €316.1million on 31 May 2022, is 15% higher than the (same) valuer's valuation of €274.9million on 31 December 2021.
- 5.2.7 This is primarily due to (i) passing NRI increases of 8% since December 2021 due to strong operational metrics following the lifting of all Covid-19 restrictions in March 2022, and (ii) valuation discount rates reverting to pre-pandemic levels. Valuation discount rates had been subject to a risk premium of approximately 75 basis points at the pandemic's onset, part of which had been eliminated by external valuers in the second half of the 2021 calendar year. The remaining part of the pandemic-related risk premium was eliminated once all restrictions had been lifted, based on evidence that footfall was returning to pre-pandemic levels and tenants' turnovers reverting to growth trends prior to the pandemic. The outlook is for robust growth to continue, as long-term fundamentals for CEE (such as continual growth in consumption) remain relevant.
- 5.2.8 Post-pandemic asset value improvements for the Properties are in line with management's expectations and supported by external valuations and market trends. Recent reports on commercial property indexes note increases over the past twelve months in strip retail and malls property values of 35%, and 21%, respectively (in accordance with Green Street data from May 2022).

- 5.2.9 MAS expects similar asset value improvements to its directly owned properties in CEE from external valuations to its upcoming financial year end.
- 5.2.10 Should MAS consider the initial yield as an appropriate metric in respect of these acquisitions of income-generating property, it would adjust for the fact that the Properties are new and are yet to achieve stabilised levels of income, expected after five years of trade. The combined initial yield of 6.8% implied by the combined NRI and valuation book values on 31 May 2022 is expected to increase as the Properties achieve stability. Nevertheless, even at current levels, the combined initial yield is in line with reported prime retail property yields reflecting mature, stabilised Romanian retail properties, ranging from 6.50% (Cushman&Wakefield), 6.75% (Colliers) to 7.00% (CBRE).
- 5.2.11 The independent registered property valuer's key valuation assumptions and outputs are set out in **Annexure 4**. MAS' management views some of these assumptions as conservative due to the following reasons:
- Discount rates applied are significantly higher than those used in WE with the long-term outlook being for CEE rates to converge with those in WE.
 - The Properties are newly developed and will not require capital investments for an extensive period, however, assumed capital expenditure reserves provide ample room for future refurbishments and upgrades.
 - NRI growth is driven by consumption, and in CEE consumption is rapidly catching up with Western European averages. The existing gap is significant and mid-term NRI growth is expected to significantly exceed the valuer's long-term assumptions, even if e-commerce share of total relevant consumption increases to as much as 30-50% of total sales.
 - The leasing function is performed in-house by MAS, resulting in lower leasing fees than those assumed by the valuer.
 - Future vacancies at Dambovita Mall are expected to be much lower than that assumed by the valuer, due to existing or planned asset management initiatives to increase occupancy.
 - Collection losses are expected to revert to pre-pandemic levels, which is lower than those assumed by the valuer.
 - MAS' published passing NRI figures are net of void on expiry, rent-free periods, and fit-out contributions. In practice, these are lower than those assumed by the valuer.
- 5.2.12 Medium and long-term Euro inflation assumptions reflected in both cash-flow forecasts and discount rates employed for purposes of external and internal valuations are in accordance with long-term European Central Bank ("ECB") targets. Should medium-term inflation prove to be higher than ECB targets, MAS expects nominal cash-on-cash returns from the assets, and asset values to behave commensurately given the defensive nature of the assets allowing tenants to fully absorb higher rents through indexation and turnover clauses.

5.3 Expansion potential

- 5.3.1 Certain Properties have additional extension potential, to which no cost, or value has been attributed. Thus, the parties agreed that extensions are at MAS' option and Prime Kapital has the right of first refusal to undertake and carry out each extension project on the basis that each extension project is fully funded by MAS and the profit on development is equally split between the parties. In terms of economic outcome, if extension projects were to remain and be carried out in the DJV on the terms currently regulating the DJV relationship, MAS would receive the coupon on the additional preferred equity required to fund the construction works and 40% of the remaining development profit, which would result in an approximately equal share of profit share between the PK Group and the MAS Group.
- 5.3.2 If the extension projects were to remain in the DJV and not be acquired and transferred to MAS together with the Properties to which they related as party of the Transactions, it would have been impractical and bound to create unnecessary administrative burdens while yielding similar economic results. Moreover, in respect of assets with extension potential, implications regarding permitting and ownership of assets complicate the process and increase development costs.
- 5.3.3 Although extensions being executed outside of the DJV expose MAS to some development risk, this is mitigated by MAS having optionality and control over the timing and execution of the extensions.

5.4 Conclusion

The acquisition of the Properties provide MAS with the opportunity to add additional scale to its operations in CEE via attractive direct acquisitions of newly developed high-quality properties with high growth potential, at low acquisition risk, and to substantially exceed its acquisition target in terms of its strategic objective. The terms of the proposed acquisition of the Properties have been negotiated at arm's length and the price is not based on the independent external valuation. Nevertheless, the negotiated purchase price for the Properties is in line with market benchmarks and the independent external valuation obtained in accordance with the JSE Listings Requirements. The Properties have defensive characteristics and are well-positioned to withstand a potentially high inflation environment.

6. DJV RELATIONSHIP EXTENSION

- 6.1 The DJV with Prime Kapital has provided MAS with exclusive access to successful and scaled co-investor and developer, Prime Kapital, which has been highly beneficial to MAS, with its integrated and efficient arrangement whereby each of MAS and Prime Kapital provides specialised functions of best-in-class quality to the other. Prime Kapital is targeting significant additional development pipeline (in addition to that already secured in the DJV). With the Exclusivity Period expiring in less than three years, MAS is at risk of not benefitting from the additional development pipeline targeted by Prime Kapital. In addition, it is expected that the DJV's capital base will be exhausted by the completion of the €1.65billion secured commercial and residential development pipeline disclosed in MAS' condensed consolidated interim financial statements for the six-month period to 31 December 2021.
- 6.2 Accordingly, MAS proposes that shareholders vote in favour of the DJV Relationship Extension Letter to extend the duration of the relationship and to increase MAS' funding commitment to the DJV. The details of the DJV Relationship Letter are set out in paragraph 9.2, and the impact summarised in paragraph 7.

7. TRANSACTIONS' IMPACT ON DJV

- 7.1 Prime Kapital has recently identified, and is in the process of securing, potential pipeline in addition to the €1.65billion pipeline previously disclosed by MAS, which is likely to exhaust the DJV's funding capacity through MAS' existing preferred equity commitment and the DJV's capacity to raise additional third-party debt. The Transactions will provide the DJV with exclusive access to more pipeline than the €1.65billion pipeline previously disclosed by MAS and the necessary capital to roll out significant additions to the pipeline.
- 7.2 The cumulative preferred dividend will continue to be serviced by the DJV from (i) proceeds from refinancing completed assets; (ii) recurring NRI of operational assets in the DJV (Mall of Moldova phase I); (iii) NRI from properties currently under construction, that will become operational in due course; (iv) profits from the sale of residential property, and (v) dividends on MAS shares held by DJV.
- 7.3 MAS provides the DJV with a €30million revolving credit facility at a fixed interest rate of 7.5%, for the duration of the drawdown period. This revolving facility is aimed at improving cash management in the DJV and providing some short-term flexibility not currently available. The DJV may require short-term funding for bridging significant cash inflows, such as those generated from refinancing operational properties after their completion. In accordance with the DJV Agreement in its current form (i.e., without taking into account the effect of the DJV Relationship Extension Letter), its funding option would be requesting investment in preferred equity to MAS, leading to inefficient use of cash resources in the short-term and incurring interest on cash available, thus potentially lowering MAS' overall returns.

- 7.4 The table below sets out the main changes to the DJV relationship following the implementation of the DJV Relationship Extension Letter.

	DJV relationship	DJV relationship extension
Shares Committed Amount - total	€420million	€470million
Committed Amount - drawn	€283million	€233million
Committed Amount - undrawn	€137million	€237million
Exclusivity Period	March 2025	March 2030
Maximum Drawdown Period	March 2025	March 2030
Optional Termination Date	March 2030	March 2035
Preferred Shares coupon rate	7.5% per annum	7.5% per annum
Reinstatement of Committed Amount in certain cases	–	€100million of Committed Amount can be repaid and reinstated
Revolving credit facility	–	€30million
Revolving credit facility interest	–	7.5% per annum
Restriction on capital distribution	–	Restriction on capital distributions by the DJV to shareholders if the common equity capital value of the DJV (measured at Tangible NAV) is not equal to at least 20% of the outstanding preferred equity capital investment immediately after such distribution

8. TRANSACTIONS' IMPACT ON MAS' STRATEGIC OBJECTIVES

- 8.1 The Transactions are consistent with MAS' strategic objectives and provide MAS the opportunity to add additional scale to its CEE operations via attractive direct acquisitions.
- 8.2 Achieving these strategic objectives is expected to lead to substantial improvements in total returns per share and implies an increase in scale that will position MAS well for an investment-grade credit rating sooner than expected, which will enable further flexible access to debt finance at optimal cost.
- 8.3 The Transactions significantly extend the benefits expected to be derived from ongoing commercial and residential development activities currently undertaken by the DJV beyond the 2026 financial year on an exclusive basis.

9. DETAILS OF THE TRANSACTIONS

9.1 Acquisition of the Properties

- 9.1.1 In terms of the Agreement and subject to the fulfilment or waiver (as applicable) of the conditions precedent set out in paragraph 10, the Purchaser will acquire with effect from the Effective Date, the Sale Shares and the Sale Claims in and against each Sale Company from the Seller as a single, composite and indivisible transaction.
- 9.1.2 The purchase price before adjustments for Working Capital and the amounts outstanding under the Bank Facility Agreements is €319,706,000. At the Effective Date, the cash purchase price, after these adjustments is expected to be €197,358,000.
- 9.1.3 On the Closing Date, all the rights and interests of the Seller in and to the Sale Shares and the Sale Claims will be assigned and transferred to the MAS Purchaser [Shares] and the MAS Purchaser [Loans], as applicable.
- 9.1.4 The purchase price will be adjusted in respect of any changes to the amounts outstanding under the Bank Facility Agreements and Working Capital balances between the estimated and actual amounts on the Effective Date and the Closing Date.
- 9.1.5 The cash proceeds of the disposal of the Sale Companies to MAS will be applied by the Seller as follows:
- 9.1.5.1 fund the payment of outstanding accrued but unpaid coupon (if any) in respect of the Preferred Shares in issue;
- 9.1.5.2 fund the payment of a distribution to the shareholders of B Ordinary Shares in PKM Development (for an amount equal to the capital profit realised on the disposal of the Properties). MAS' share of the distribution on the disposal is currently estimated to be approximately €66,800,000 which includes the estimated outstanding accrued but unpaid coupon on the Preferred Shares and the distribution to the shareholders of B Ordinary Shares), and

- 9.1.5.3 fund the redemption of the Preferred Shares for such an amount as PKM Development may determine (currently estimated to be approximately €50,000,000) on the basis that the redemption amount paid in respect of the Preferred Shares so redeemed, is reinstated to the Committed Amount as available funding by MAS to the DJV.

9.2 The DJV Relationship Extension

- 9.2.1 To further MAS' investment strategy and meet the long-term commercial objectives of MAS and the DJV, it is proposed that the conclusion of the DJV Relationship Extension Letter be authorised, for the extension of the relationship between MAS and Prime Kapital on the following terms:
 - 9.2.1.1 the Exclusivity Period is extended for a period of five years to 23 March 2030, expiring no later than the last day of the Drawdown Period;
 - 9.2.1.2 The Drawdown Period is extended for a period of five years to 23 March 2030;
 - 9.2.1.3 the Optional Termination Date of the DJV Agreement is extended for a period of five years to 2035;
 - 9.2.1.4 the definition of "Central and Eastern Europe" is to be amended to refer only to countries in that region which are full member states of the European Union on the date of the DJV Relationship Extension Letter;
 - 9.2.1.5 the Committed Amount is to be increased by €50,000,000 to €470,000,000 of Preferred Shares to be invested by MAS to finance the DJV;
 - 9.2.1.6 the reinstatement of the Committed Amount available by a maximum amount of €100,000,000 for any return of capital made from the proceeds of a major capital event (being any corporate or corporate finance transaction, including disposals or exits of investments or capital raising events such as debt refinancing, to a minimum amount of €25,000,000);
 - 9.2.1.7 the provision of a revolving credit loan facility of €30,000,000 to the DJV at a fixed interest rate of 7.5% per annum. The final repayment date of the facility will be the last day of the Drawdown Period, and
 - 9.2.1.8 distributions of surplus capital and capital profits from time to time to the B Ordinary Shares shareholders will be permitted, on the condition that, following the proposed distribution, the aggregate amount of the tangible NAV of PKM Development (that is net asset value which includes only assets and liabilities likely to crystallise on disposal less the aggregate amount of nominal share capital and share premium account attributable to the Preferred Shares) will be at a level which is in excess of 20% of the aggregate amount of nominal share capital and share premium account attributable to the Preferred Shares, and will not fall below that amount as a result of a proposed distribution of capital profits.

10. CONDITIONS PRECEDENT

- 10.1 The Transactions are subject to the fulfilment or waiver (as applicable) of the following conditions precedent by no later than the Long-stop Date or such later date as may be agreed in writing between the parties:
 - 10.1.1 approval of the Transactions by the shareholders of MAS at the Shareholders' Meeting in terms of section 10.4 of the JSE Listings Requirements;
 - 10.1.2 MAS and Prime Kapital obtaining all applicable corporate authorisations, including Board and shareholder approval, and
 - 10.1.3 MAS and Prime Kapital obtaining all applicable regulatory consents, including the merger control approval for the disposal of the Property SPVs by any applicable competition law authority or anti-trust regulatory authority.
- 10.2 The Transaction SPA will be concluded between the Purchasers and the Seller subject to the aforementioned conditions precedent on the following terms:
 - 10.2.1 The Purchaser will acquire the Sale Shares of each of the Sale Companies on the Closing Date, free of any encumbrances, except for those related to bank loans, and together with all the rights attached to them, including the right to receive all distributions, returns of capital and dividends declared, made on or after the Closing Date.

- 10.2.2 The Purchaser will acquire and take over the Sale Claims of each of the Sale Companies with effect from the Closing Date.
- 10.2.3 In exchange for the Sale Shares and the Sale Claims, the Purchaser will pay to the Seller the purchase consideration as detailed in paragraph 9.1.2.
- 10.2.4 Where any of the Properties allow for a complementary extension of the buildings on those Properties, the Transaction SPA includes provisions to deal with the implementation of any extension project on the following basis:
 - 10.2.4.1 with effect from the Closing Date, each SPV Owner grants to PK Group (through any one or more of its subsidiaries nominated as such by PKHL) a right of first refusal to carry out any extension project on its respective property in accordance with the design specifications agreed to between the parties;
 - 10.2.4.2 PK Group may exercise its right of first refusal on the basis that an extension project is funded in full by the MAS Group, is delivered and carried out by the PK Group at cost plus a margin, calculated on the basis that development profits (prior to accounting for any funding costs capitalised against the respective developments) arising as a result are to be shared in equal portions between MAS and PK Group, and
 - 10.2.4.3 each SPV Owner undertakes that it will not commence any extension project in respect of its respective Property, unless it has received a written notice from PK Group waiving its right of first refusal or declining to exercise them.
- 10.2.5 In respect of the Properties, if there is adjacent development land to the Properties, which does not form part of SPV Owner(s), upon receiving a request from the Seller or from an affiliate of the Seller, the SPV Owner(s) shall issue the necessary consents and approvals (required by legislation or by the authorities), in order for the owner of the adjacent development land to develop the envisaged project thereon.
- 10.2.6 The Transaction SPA contains representations and warranties, consistent with general practice for a transaction of this type.

11. RELATED PARTY CONSIDERATIONS AND FAIRNESS OPINION

- 11.1 In terms of the JSE Listings Requirements, the acquisition of the Properties and the DJV Relationship Extension are each classified as category 2 related party transactions, and a category 1 related party transaction on an aggregated basis, given that:
 - 11.1.1 Martin Slabbert (current Non-Executive Director of MAS and former CEO of MAS) and Victor Semionov (a former Executive Director of MAS during the past 12 months) are founders and partners in Prime Kapital. Martin and Victor have indirect beneficial interests in Prime Kapital.
 - 11.1.2 PKM Development is an associate of Martin Slabbert and Victor Semionov via Prime Kapital which holds 60% of the ordinary shares in the DJV. PKM Development holds 70,998,476 shares in MAS and Prime Kapital holds 60,650,000 shares in MAS. Prime Kapital and its associates (including shareholdings of DJV, Martin Slabbert, Victor Semionov and other associates) hold 153,628,167 MAS shares, representing 21.5% of MAS' ordinary shares.
- 11.2 Notwithstanding that the Transactions are classified as a category 1 related party transaction on an aggregated basis, a ruling was sought and received from the JSE that the disclosure requirements of section 13 of the JSE Listings Requirements in respect of a category 1 transaction are not be applicable to the Transactions on an aggregated basis. Accordingly, the following specific disclosures have not been provided for in the circular (i) forecast statement of comprehensive income on the acquisition of the Properties in terms of paragraph 13.7(a) of the JSE Listings Requirements; (ii) the historical financial information on Sale Companies in terms of paragraph 8.2(e) of the JSE Listings Requirements, and (iii) the additional disclosures as set out in the appendix to section 9 of the JSE Listings Requirements as are applicable to category 1 transactions.
- 11.3 Accordingly, the Transactions are subject to approval being obtained at the Shareholders' Meeting by way of ordinary resolutions of MAS shareholders. Although Prime Kapital and its associates, including Martin Slabbert and Victor Semionov will be considered in determining a quorum at the Shareholders' Meeting, the JSE requires

that the resolution must be approved by a majority of MAS shareholders, excluding any votes cast by Prime Kapital and its associates, including Martin Slabbert and Victor Semionov.

- 11.4 The Board of Directors has appointed an independent expert to provide an independent opinion on the fairness of the Transactions. The independent expert has concluded, in terms of the fairness opinion, that the terms of the Transactions are fair to MAS shareholders. The fairness opinion is set out in **Annexure 1**.

12. OPINION AND RECOMMENDATION OF THE BOARD OF DIRECTORS

- 12.1 The Board (excluding Martin Slabbert who is a related party in respect of the Transactions) have evaluated the rationale for and the terms and conditions of the Transactions (as detailed in paragraphs 2 and 9).
- 12.2 The Board (excluding Martin Slabbert who is a related party in respect of the Transaction) confirms that it is of the opinion that the acquisition of the Properties is fair insofar as shareholders are concerned. The Board's opinion was arrived at following a consideration of the Company's strategy and the rationale for the acquisition of the Properties (as detailed in paragraph 2) having had regard to the fairness opinion prepared by the independent expert and having compared the purchase consideration payable by MAS to the value of the Properties as per the independent valuation report prepared by the independent registered property valuer in respect of the Properties. Further, the Board regards the DJV Relationship Extension Letter as imperative to the execution of MAS' strategy (as detailed in paragraph 2) and having had regard to the fairness opinion prepared by the independent expert is of the opinion that the DJV Relationship Extension Letter is fair insofar as shareholders are concerned.
- 12.3 The Board recommends that MAS shareholders vote in favour of the resolutions necessary to approve the Transactions, which resolutions will be proposed at the Shareholder's Meeting. The Directors who hold MAS shares (excluding Martin Slabbert who is a related party in respect of the Transactions) intend voting their shares in favour of all resolutions proposed at the Shareholder's Meeting.
- 12.4 The acquisition of the Properties and the DJV Relationship Extension are not cross-conditional, therefore shareholders can vote in favour of one or both proposals.

PART II: PROPERTY INFORMATION

13. THE PROPERTIES

13.1 Overview of the Properties

The Properties comprise six commercial retail centres in Romania valued at €316,130,000, namely:

- 13.1.1 Dambovita Mall is located in a densely populated residential area, close to Targoviste's centre and near the main train station. Dambovita Mall is the only regional retail destination in the county, having a catchment area of 357,000 residents within a 60-minute drive. Focusing on fashion and entertainment, it offers a modern shopping experience, restaurants and playground. The property can accommodate an extension of approximately 12,200m² GLA.
- 13.1.2 DN1 Value Centre is located in Balotesti, Romania, in a rapidly developing and affluent residential area, approximately 25km north of Bucharest. The centre has excellent road access and location on the DN1/E60, Romania's busiest national road. The open-air mall benefits from a catchment area of approximately 137,000 inhabitants within a 30-minute drive, and is integrated, as part of a wider retail node, with a Hornbach DIY store and a Lidl supermarket (both owner-occupied).
- 13.1.3 Zalau Value Centre is located on the city's main boulevard, next to a densely populated residential area, and within 2.5km of the city centre. Zalau Value Centre's prominent position is accessible by car and public transport. The open-air mall is close to the regional bus terminal and has excellent access from E81 European road. The centre benefits from a catchment area of approximately 170,000 residents within a 60-minute drive. The addition of a 360m² GLA drive-in is being considered.
- 13.1.4 Sepsi Value Centre with a catchment area of approximately 216,000 residents within a 60-minute drive, is located in Sfantu Gheorghe, the capital of Covasna County. The centre is located in a densely populated residential area, is directly accessible from the town's main boulevard and is close to the city centre. The centre hosts a fashion area, cafes with outdoor terraces and a modern designed food court. The open-air mall opened on 18 March 2021.
- 13.1.5 Prahova Value Centre is located in Ploiesti, the capital of Prahova County, near the main train, tram and bus stations. The centre has a catchment area of approximately 759,000 inhabitants. The open-air mall, which opened on 3 December 2021, hosts a mix of international and national tenants and includes a modern food court. The property can accommodate an extension of approximately 5,700m² GLA.
- 13.1.6 Barlad Value Centre is located on the northern side of Barlad, Vaslui county's second largest city. The centre has a prominent position on the E581 European road and is easily accessible from the city centre, as well as from nearby communities. The centre is set to become the dominant commercial node in the wider region, totalling approximately 158,000 inhabitants within a 60-minute drive. It includes the region's first Carrefour hypermarket, as well as a service area, fashion tenants, cafes with outdoor terraces and a small food court. The open-air mall opened on 30 November 2021. The property can accommodate an extension of approximately 1,300m² GLA.

13.2 Analysis of the Properties

An analysis of the Properties on an aggregated basis and based on existing leases on the last practicable date is provided in the tables below. The Properties are all located in Romania and classified in the retail sector.

13.2.1 Geographical profile by rentable area and by revenue:

Location	By rentable area (%)	By revenue (%)
Targoviste	23.5	25.7
Balotesti	20.6	23.4
Zalau	14.5	14.5
Sfantu. Gheorghe	12.7	11.2
Ploiesti	16.3	15.9
Barlad	12.4	9.3
Romania	100	100

13.2.2 Tenant profile:

Category	Description	%
A	Large national tenants, large, listed tenants, government and major franchisees	39
B	National tenants, listed tenants, franchisees	35
C	Other tenants (small tenants, local tenants 108)	26

13.2.3 In respect of the vacancy profile, 3.6% of the rentable area of the Properties is vacant.

13.2.4 Lease expiry profile by rentable area (%):

Sector	2023	2024	2025	2026	2027	2028	2029	2030	2031	2032	>=2033
Retail	0.6	1.9	17.8	30.7	18.7	9.9	5.6	6.3	3.8	1.7	3.0
Total	0.6	1.9	17.8	30.7	18.7	9.9	5.6	6.3	3.8	1.7	3.0

13.2.5 Lease expiry profile by revenue (%):

Sector	2023	2024	2025	2026	2027	2028	2029	2030	2031	2032	>=2033
Retail	1.3	2.5	9.7	16.9	16.8	14.4	12.5	13.0	6.8	2.3	3.8
Total	1.3	2.5	9.7	16.9	16.8	14.4	12.5	13.0	6.8	2.3	3.8

13.2.6 The weighted average monthly rental by rentable area is €13.38/m².

13.2.7 The majority of contractual rental escalations are fully indexed to Euro 27 inflation and are not reliably determinable. Consequently, the above rental expiry profile does not include expected escalations due to inflationary indexation and the Company does not publish a weighted average rental.

13.2.8 The annualised property yield of the Properties is 6.79%.

14. RELATIONSHIP INFORMATION

- 14.1 On 27 November 2019, in terms of the PK Transaction as set out in paragraph 1.4, MAS acquired the Property Management Platform from Prime Kapital, in terms of which MAS continues to provide, on a cost recovery basis, such property management platform services to the DJV as were provided previously by Prime Kapital. Since then, property management, leasing and marketing are coordinated internally by the Group's asset and property management team for all operational properties in CEE, including the Properties. The property management function is undertaken by an in-house management team with a real estate track record in the relevant region and a strong understanding of the Properties, benefitting from long-term relationships with tenants.
- 14.2 Save in respect of the interests in relation to the Transactions as set out in this Circular and the Director's interests in MAS shares, as set out in paragraphs 11, 14.1 and 19.1 of this Circular, and as disclosed in note 26 of the Company's audited consolidated financial statements for the year ended 30 June 2021, no Director of MAS has or had any material beneficial interest, whether direct or indirect, in relation to any property held or property to be acquired by the Company nor are they contracted to become a tenant of any part of the property of the Company.
- 14.3 Save in respect of the interests in relation to the Transactions as set out in this Circular, there is no relationship between any Director or promoter of MAS and another person that may conflict with a duty to MAS.
- 14.4 No securities or other participatory interests will be issued by MAS in order to finance the acquisition of any properties acquired or to be acquired.
- 14.5 Other than the interests in relation to the Transactions as set out in this Circular and the Directors' interests in MAS shares as set out in paragraph 19.1 of this Circular, the Directors of MAS, have not had a material beneficial interest in the acquisition or disposal of any properties of MAS during the preceding three years.

15. VALUATION REPORT

- 15.1 The Properties were valued by Cushman & Wakefield Echinox, an independent registered property valuer.
- 15.2 Detailed valuation reports have been prepared in respect of the Properties and are available for inspection in terms of paragraph 28. A summary of the valuation report in respect of the Properties has been included in **Annexure 4**.

16. SCHEDULE OF PROPERTIES

- 16.1 A schedule setting out the details of the Properties based on a valuation date of 31 May 2022 is set out below:

Property	Location (Romania)	GLA* m ²	Weighted average rental per m ²	Purchase price# €'m	Value attributed by valuer €'m	Passing NRI^ €'m	Passing NRI/Cost
1. Dambovita Mall	Targoviste	31,100	14.7	83.4	81.5	5.5	8.6
2. DN1 Value Centre	Balotesti	27,400	15.3	76.1	74.1	5.0	8.5
3. Zalau Value Centre	Zalau	19,300	13.5	44.8	45.6	3.1	9.4
4. Sepsi Value Centre	Sfantu Gheorghe	16,900	11.5	34.5	34.2	2.4	8.8
5. Prahova Value Centre	Ploiesti	21,700	13.2	50.7	51.3	3.4	8.2
6. Barlad Value Centre	Barlad	16,400	10.3	30.2	29.4	2.0	7.9
Total		132,800	13.5	319.7	316.1	21.4	8.5

* GLA was rounded to the nearest hundred m².

Reflects the price before the adjustments detailed in paragraph 9.1.2.

^ Passing NRI is the annualised forward-looking NRI estimated on 31 May 2022.

^^ Passing NRI/Cost is the passing NRI divided by cost, calculated as purchase price net of MAS' (i) coupon on preferred equity invested, and (ii) proportion of realised capital gains.

17. RECONCILIATION BETWEEN PROPERTY VALUATIONS AND PURCHASE PRICE OF THE PROPERTIES

	€ thousand
Fair value of properties	319,706
Independent valuation of the Properties	316,100
Purchase price premium	3,606
Bank debt	(122,366)
Net working capital	18
Current assets*	12,405
Current liabilities	(12,387)
Purchase price	197,358
Payment for Sellers' claims (shareholder's loans)	58,820
Payment for shares acquired in the subsidiaries	138,538
Consideration to be paid in cash	197,358

* out of which cash in the subsidiaries acquired in the transaction amounts to €6,532 thousand, as estimated for 30 June 2022.

Purchase price before adjustments for working capital and bank debt is €319.7million and the cash purchase price, after these adjustments amounts to approximately €197.3million on a projected basis to the Effective Date of the Transactions.

PART III: *PRO FORMA* CONSOLIDATED FINANCIAL INFORMATION

18. *PRO FORMA* CONSOLIDATED FINANCIAL INFORMATION

- 18.1 The *pro forma* financial information of MAS on 31 December 2021 is set out below. The *pro forma* consolidated statement of financial position on 31 December 2021, *pro forma* consolidated statement of profit or loss and *pro forma* consolidated statement of other comprehensive income of MAS for the six-month to 31 December 2021, notes thereto and *pro forma* financial effects (the “***pro forma* financial information**”), have been prepared for illustrative purposes to show the *pro forma* financial information after the implementation of the Transactions.
- 18.2 The *pro forma* financial information set out below and in **Annexure 2** should be read in conjunction with the independent reporting accountants’ assurance report thereon which is presented in **Annexure 3**.
- 18.3 The *pro forma* financial information is provided for illustrative purposes only, to provide information on how the Transactions may have affected the financial position of MAS assuming they were implemented on 31 December 2021 for the purposes of the *pro forma* consolidated statement of financial position, and the performance of MAS assuming they were implemented on 1 July 2021 for the purposes of the *pro forma* consolidated statement of profit or loss and the *pro forma* consolidated statement of other comprehensive income. Because of its nature, the *pro forma* financial information may not fairly represent MAS’ financial position, or results of operations after the Transactions.
- 18.4 The *pro forma* financial information, including the assumptions on which it is based and the financial information from which it has been prepared, is the responsibility of the Board of Directors of MAS. The *pro forma* financial information has been prepared in accordance with MAS’ accounting policies which comply with IFRS, the revised Guide on Pro Forma Financial Information issued by the South African Institute of Chartered Accountants (“**SAICA**”) and the JSE Listings Requirements.
- 18.5 Extracts from the *pro forma* financial information of MAS are set out below:

	Before the Transaction	<i>Pro forma</i> after the Transaction	Percentage change
Basic earnings per share (eurocents)	9.50	13.68	44.06
Headline earnings per share (eurocents)	2.14	3.35	56.54
Diluted basic earnings per share (eurocents)	9.48	13.66	44.06
Diluted headline earnings per share (eurocents)	2.14	3.35	56.54
Net asset value per share (eurocents)	127.0	129.7	2.07
Net tangible asset value per share (eurocents)	126.8	129.4	2.08
Actual number of shares in issue	704,493,798	704,493,798	–
Weighted average number of shares in issue	704,493,798	704,493,798	–

Detailed notes and assumptions regarding the *pro forma* financial information are set out in **Annexure 2**.

PART IV: GENERAL

19. ADDITIONAL INFORMATION RELATING TO DIRECTORS

19.1 Directors' interests in MAS shares

19.1.1 The Directors' interests in MAS shares on 30 June 2021 are set out below. This includes the interests of persons who were Directors during the last 18 months. Direct and indirect beneficial interests are disclosed. In addition, interests of associates of Directors, where the Director has no beneficial interest, are separately disclosed (this relates principally to the holdings of spouses and minor children).

Director	Direct beneficial	Indirect beneficial	Held by associates	Total shares	% of total shares
Martin Slabbert ⁷	–	14,287,550	303,458 ^{1*}	14,591,008*	2.052
Victor Semionov ⁴	–	1,462,037	*	1,462,037*	0.206
Irina Grigore ³	–	642,339	–	642,339	0.048
Malcolm Levy	11,633	–	1,568,928 ¹	1,580,561	0.222
Pierre Goosen	–	–	104,815 ¹	104,815	0.015
Werner Alberts	–	–	–	–	–
Melt Hamman	–	11,600 ²	990 ¹	12,590	0.002
Claudia Pendred	–	–	–	–	–
Brett Nagle	63,470	–	86,675 ¹	150,145	0.021
Vasile Iuga	–	–	–	–	–
Dan Pascariu	–	–	–	–	–
Jonathan Knight ⁶	674,575	1,500,000	–	2,174,575	0.306
Dan Petrisor ⁵	–	283,448	–	283,448	0.040
Total	749,678	18,186,974	2,064,866	21,001,518	3.50%

Notes:

1. Non-beneficial to Director.
 2. Family trust.
 3. Appointed CFO and Executive Director on 24 February 2021 and also appointed Deputy CEO on 26 August 2021. Currently CEO of the Group since 21 April 2022.
 4. Stepped down from the Board as CFO on 24 February 2021 and as Executive Director on 26 August 2021.
 5. Appointed Executive Director on 26 August 2021 (no longer Alternate Director).
 6. Alternate Director resigned with effect from 26 August 2021.
 7. Stepped down from his CEO role on 21 April 2022, remains a Non-Executive Director of MAS.
- * PKM Development Limited is an associate of Martin Slabbert and Victor Semionov via Prime Kapital which holds 60% of the ordinary shares in the DJV. Martin and Victor are the founders of, and have indirect beneficial interests in, Prime Kapital. PKM Development Limited holds 70,998,476 shares, and Prime Kapital holds 60,650,000 shares in MAS. Prime Kapital and associates (including shareholdings of DJV, Martin Slabbert, Victor Semionov and other associates) hold 153,628,167 MAS shares, representing 21.5% of MAS' ordinary shares.

19.1.2 There were no changes to the interests of Directors in MAS shares between 30 June 2021 and the last practicable date, save for those disclosed below:

19.1.2.1 The off-market acceptance of scheme shares pursuant to the MAS Share Purchase Scheme in terms of which the following Directors accepted loans to acquire scheme shares in terms of the MAS Share Purchase Scheme through a subsidiary of the MAS Group, which represents an associate of the respective Executive Directors by virtue of his/her indirect beneficial interest in the subsidiary:

Date of transaction	Director	Direct beneficial
1 September 2021	Irina Grigore	1,098,450
1 September 2021	Dan Petrisor	174,823
14 March 2022	Dan Petrisor	235,000

19.1.2.2 The on-market purchase by a Director:

Date of transaction	Director	Direct beneficial
1 December 2021	Irina Grigore	100,000
11 May 2022	Dan Pascariu	834,320

19.1.2.3 The on-market purchase of MAS shares by an associate of a Director of MAS:

Transaction date	Director	Held by an associate
7 September 2021	Melt Hamman	50,000
10 December 2021	Melt Hamman	6,042
13 December 2021	Melt Hamman	42,968

19.1.3 The Directors' interests in MAS shares will not change as a result of the Transaction.

19.2 Directors' interests in the Transactions

Save in respect of interests in relation to the Transactions as set out in this Circular and the Directors' interests in MAS shares, as set out in paragraph 19.1.1, and as disclosed in note 26 of the Company's audited consolidated financial statements for the year ended 30 June 2021 and paragraph 11, no Director of MAS has or had any material beneficial interest, whether direct or indirect, in any transaction that was effected by MAS during the current or immediately preceding financial year or during an earlier financial year and which remains in any respect outstanding or unperformed.

20. MAJOR SHAREHOLDERS

Set out below are the names of shareholders, other than Directors, that were directly or indirectly, beneficially interested in 5.00% or more of the issued shares of MAS on 30 April 2022.

Shareholder	Number of shares	% of issued share capital*
Prime Kapital and associates**	153,628,167	21.54
Government Employees Pension Fund	62,499,626	8.75
Attacq Limited	46,157,934	6.46
Argosy	44,612,269	6.24
Total	306,897,996	42.94%

* Based on the total number of shares in issue (including treasury shares on 30 April 2022, being 714,645,729).

** Martin Slabbert's and Victor Semionov's shareholding is presented under "Significant shareholders", as part of "Prime Kapital and associates", which includes shareholdings of the DJV and Prime Kapital shareholders and their associates.

21. SHAREHOLDERS' MEETING

A Shareholders' Meeting will be held at 13:00 on Thursday, 30 June 2022, at the registered offices of MAS, Suite 11, Marina Business Centre, Abate Rigord Street, Ta' Xbiex XBX1129, Malta for MAS shareholders to consider and, if deemed fit, to pass, with or without modification, the resolutions in the manner required by the JSE Listings Requirements to approve the Transactions.

22. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors, whose names appear on page 9 of this Circular, collectively and individually accept full responsibility for the accuracy of the information provided and certify that to the best of their knowledge and belief, 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 this Circular contains all information required by law and the JSE Listings Requirements.

23. LITIGATION STATEMENT

There are no legal or arbitration proceedings which may have, or did have during the twelve months preceding the date of this Circular, a material effect on the financial position of MAS Group. MAS Group is not aware of any proceedings that would have a material effect on the financial position of MAS Group, or which are pending or threatened against MAS Group.

24. CONSENTS

Each of the JSE sponsor, corporate advisor, company secretary, independent expert, independent reporting accountants, independent registered auditor, the South African transfer secretaries, the BVI registrar have consented in writing to act in the capacities stated and to their names appearing in this Circular and have not withdrawn their consent prior to the publication of this Circular.

25. MATERIAL CONTRACTS

Save for:

25.1 the Transaction Agreements; and

25.2 the material contracts, the salient features of which are set out in **Annexure 5**,

no material contracts, which contain an obligation or settlement that is material to the Company and/or its subsidiaries, being restrictive funding arrangements and/or contracts concluded otherwise than in the ordinary course of business have concluded at any time or have been entered into either verbally or in writing by MAS, any of its major subsidiaries or any subsidiary within two years prior to the last practicable date.

26. MATERIAL CHANGES

There have been no material changes in the financial or trading position of the MAS Group that has occurred since the date of the publication of the Company's interim financial results for the six-month period to 31 December 2021 (published on 7 March 2022), being the last financial period in respect of which the Company has published financial statements.

27. EXPENSES

The estimated total amount of expenses (excluding VAT) incurred or expected to be incurred by MAS in respect of the Transaction are set out below.

Expense	Recipient	€
Corporate advisor and JSE sponsor	Java Capital	235,500
Independent expert	BDO	20,800
Independent reporting accountants	PwC SA	160,000
Independent registered property valuer	Cushman & Wakefield Echinox	15,000
Legal fees in respect of the acquisition	Reff & Associates SCA	61,700
JSE documentation inspection fees	JSE	4,200
Press announcements and printing	INCE	4,750
Contingency costs		1,000
Total		501,950

Converted at a EUR/ZAR exchange rate of €1/R16.85 where applicable.

28. DOCUMENTS AVAILABLE FOR INSPECTION

The documents listed below will be available for inspection at the offices of the JSE sponsor and the Company during normal office hours on business days from Wednesday, 8 June 2022 to Thursday, 30 June 2022:

28.1 this Circular;

28.2 the Company's Memorandum and Articles of Association;

28.3 the Memorandum and Articles of Association of each of the Company's major subsidiaries;

- 28.4 the signed Agreement;
- 28.5 the execution version of the Transaction SPA;
- 28.6 the execution version of the DJV Relationship Extension Letter;
- 28.7 the signed fairness opinion prepared by the independent expert on the terms of the Transactions, a copy of which is set out in **Annexure 1**;
- 28.8 MAS' reviewed condensed consolidated interim financial statements for the six-month period to 31 December 2021;
- 28.9 the signed independent reporting accountants' assurance report on the consolidated *pro forma* financial information of MAS, a copy of which is set out in **Annexure 3**;
- 28.10 the independent registered property valuers' summary report, a copy of which is set out in **Annexure 4**, and detailed valuation reports;
- 28.11 MAS' audited annual financial statements for the years ended 30 June 2021, 30 June 2020 and 30 June 2019;
- 28.12 Spark II Portfolio's reviewed combined interim results for the six-month period to 31 December 2021 together with the signed independent reporting accountants' review report thereon; and
- 28.13 the consent letters referred to in paragraph 24.

Signed by Irina Grigore for and on behalf of the Board of MAS in terms of a round robin resolution of the Board of MAS authorising any Director of MAS to sign on their behalf.

Irina Grigore
Chief Executive Officer
8 June 2022

INDEPENDENT EXPERT'S REPORT ON THE TERMS OF THE TRANSACTIONS

The Directors
 MAS PLC
 Suite 11, Marina Business Centre
 Abate Rigord Street
 Ta' Xbiex
 XBX1129, Malta

1 June 2022

Dear Sirs/ Mesdames

FAIRNESS OPINION REGARDING THE PROPOSED ACQUISITION BY MAS OF THE SALE SHARES AND SALE CLAIMS OF THE SALE COMPANIES IN RESPECT OF THE PROPERTIES, BEING SIX COMMERCIAL RETAIL CENTRES IN ROMANIA FROM THE DEVELOPMENT JOINT VENTURE WITH PRIME KAPITAL, A RELATED PARTY TO MAS AND THE CONCLUSION OF THE DJV RELATIONSHIP EXTENSION LETTER

Introduction

In March 2016, MAS P.L.C. ("MAS" or "the Company"), entered into a development joint venture with Prime Kapital Ltd ("Prime Kapital") in terms of which MAS obtained exposure to Prime Kapital's development activities in Central and Eastern Europe ("CEE") through PKM Development Limited ("PKM Development"). MAS owns 40% of the common equity in PKM Development and Prime Kapital owns the remaining 60%. Prime Kapital provides development services and oversees the development process for PKM Development and its subsidiaries (the "DJV"). In addition to the investment in the ordinary shares, up to the date of this report, MAS has invested in 283,050,000 preferred shares issued by PKM Development in terms of the agreement titled "Amended and Restated Framework Investment Agreement relating to PKM Development Limited", dated 28 July 2017, between Prime Kapital, PKM Development, MAS and MAS CEE Developments Limited (the "DJV Parties") ("DJV Agreement") ("Preferred Shares"). MAS has an outstanding commitment to invest 136,950,000 additional preferred shares under the terms of the DJV Agreement, up to the total 420,000,000 committed to the DJV.

In November 2016, MAS entered into a co-investment joint venture with Prime Kapital through PKM CEE Investments Limited in which Prime Kapital's effective economic interest in the joint venture was equivalent to 20% direct participation in the joint venture less the interest cost on the participation funding that was provided by MAS. Under the terms of the co-investment joint venture, Prime Kapital provided property investment and management services to DJV on a cost recovery basis (the "Property Management Platform"). On 27 November 2019, in terms of a transaction approved by MAS shareholders ("MAS Shareholders"), MAS acquired the Property Management Platform and Prime Kapital's effective economic interest in the joint venture. MAS continued to provide, on a cost recovery basis, property management platform services to the DJV as was provided previously by Prime Kapital. As part of the November 2019 transaction, it was agreed that for a period of three years from the date of the transaction (i) any potential acquisition by MAS from PKM Development will be subject to MAS Shareholders' approval, (ii) any extensions or alterations to the funding commitments provided by MAS to PKM Development will be subject to MAS Shareholders' approval, and (iii) any Director of MAS that has a direct or indirect interest or participation in PKM Development will not be appointed as a director of PKM Development and is prevented from representing MAS with respect to PKM Development.

As announced on the Stock Exchange News Service operated by the JSE Limited ("JSE") ("SENS") on Wednesday, 4 May 2022, MAS Shareholders were advised that MAS has entered into an agreement ("Framework Agreement") in terms of which:

- MAS will execute a sale and purchase agreement on the closing date (being the first business day following the date on which all conditions precedent set out in the Framework Agreement are fulfilled or waived) in terms of which MAS will acquire six commercial retail centres in Romania through the purchase of 100% of the issued share capital in each Sale Company (as defined below) held by PK Development Holding SRL (a subsidiary of PKM Development ("Seller") ("Sale Shares") and all the claims of the Seller against that Sale Company ("Sale Claims") for a consideration of €319,706,000 before adjustments for working capital and amounts outstanding under secured bank facility agreements, with the cash purchase price, after these adjustments, expected to be an amount of approximately €197,358,000 ("Purchase Price") ("Transaction SPA") ("Proposed Acquisition"); and
- MAS will execute the DJV Relationship Extension Letter to extend the relationship between the DJV Parties and to increase MAS' funding commitment to the DJV (the "Relationship Extension Letter", together with the Proposed Acquisition are the "Transactions").

Each Sale Company owns a commercial retail centre in Romania, being:

- PK Development One S.R.L., which holds the immovable property with land and buildings detailed in paragraph 13 of the circular to be issued to MAS Shareholders dated on or about 8 June 2022 (“Circular”) (“DN1 Value Centre”) (“SPV 1 [DN1]”);
- PK Denim S.R.L., which holds the immovable property with land and buildings detailed in paragraph 13 of the Circular (“Zalau Value Centre”) (“SPV 2 [Zalau]”);
- PK Grizzly S.R.L., which holds the immovable property with land and buildings detailed in paragraph 13 of the Circular (“Dambovita Mall”) (“SPV 3 [DM]”);
- PK Bronze S.R.L., which holds the immovable property with land and buildings detailed in paragraph 13 of the Circular (“Sepsi Value Centre”) (“SPV 4 [Sepsi]”);
- PK Vanilla S.R.L., which holds the immovable property with land and buildings detailed in paragraph 13 of the Circular (“Barlad Value Centre”), (“SPV 5 [Barlad]”); and
- PK Green S.R.L., which holds the immovable property with land and buildings detailed in paragraph 13 of the Circular (“Prahova Value Centre”) (“SPV 6 [Prahova]”).
- (DN1 Value Centre, Zalau Value Centre, Dambovita Mall, Sepsi Value Centre, Barlad Value Centre and Prahova Value Centre are collectively, the “Properties”).
- (SPV 1 [DN1], SPV 2 [Zalau], SPV 3 [DM], SPV 4 [Sepsi], SPV 5 [Barlad] and SPV 6 [Prahova] are individually and collectively “SPV Owner/s” and/ or “Sale Company/ies”).

Full details of the Transactions are set out in Part I of the Circular.

Fairness opinions required in terms of the JSE Listings Requirements

Martin Slabbert (Non-Executive Director and former CEO of MAS) and Victor Semionov (a former Executive Director of MAS during the past 12 months) are founders of Prime Kapital. Martin and Victor have indirect beneficial interests in Prime Kapital.

PKM Development is an associate of Martin Slabbert and Victor Semionov via Prime Kapital which holds 60% of the ordinary shares in the DJV. PKM Development holds 70,998,476 shares in MAS and Prime Kapital holds 60,650,000 shares in MAS. Prime Kapital and associates (including shareholdings of DJV, Martin Slabbert, Victor Semionov and other associates) hold 153,628,167 MAS shares, representing 21.5% of MAS’ ordinary shares.

Prime Kapital and PKM Development are thus related parties to MAS as defined in Section 10.1(b)(vii) and of the Listings Requirements of the JSE (“JSE Listings Requirements”).

The Proposed Acquisition and Relationship Extension Letter are classified as related party transactions and in terms of Section 10.4 of the JSE Listings Requirements the Board of Directors of MAS must obtain a fairness opinion in respect of the Proposed Acquisition and Relationship Extension Letter, prepared in accordance with Schedule 5 of the JSE Listings Requirements, which must be included in the Circular (the “Fairness Opinion”).

BDO Corporate Finance Proprietary Limited (“BDO Corporate Finance”) has been appointed as the independent expert to provide the Fairness Opinion.

Responsibilities of Directors

Compliance with the JSE Listings Requirements is the responsibility of the Board. Our responsibility is to report on the fairness of the Transactions.

Explanation as to how the term “fair” applies in the context of the Transactions

Schedule 5.7 of the JSE Listings Requirements states that the “fairness” of a transaction is based on quantitative issues. A transaction will typically be considered fair to a company’s shareholders if the benefits received by a company, as a result of a corporate action, are equal to or greater than the value ceded by a company.

The Proposed Acquisition would be considered fair to the MAS Shareholders if the Purchase Price is less than or equal to the fair value of the Sale Shares and Sale Claims, or unfair if the Purchase Price is more than the fair value of the Sale Shares and Sale Claims.

The Relationship Extension Letter would be considered fair to MAS Shareholders if the terms and conditions contained in the Relationship Extension Letter are the same as or more favourable to MAS than market-related terms and conditions, or unfair if terms and conditions of those contained in the Relationship Extension Letter are less favourable to MAS than market-related terms and conditions.

As the nature of the Relationship Extension Letter does not entail the acquisition or disposal of an asset, but rather the conclusion of an agreement, a value cannot be attributed to the Relationship Extension Letter as would be done for a business, i.e., a discounted cash flow valuation. Consequently, we have given due consideration to whether the terms of the Relationship Extension Letter are fair in the circumstances as if MAS and Prime Kapital were dealing at arm's length, i.e., whether the terms of the Relationship Extension Letter are on normal commercial terms and/or not prejudicial to the interests of MAS and MAS Shareholders, where applicable. The following factors were considered in assessing the fairness of the Relationship Extension Letter:

- The rationale for concluding the Relationship Extension Letter;
- The process undertaken in arriving at the terms and conditions of the Relationship Extension Letter; and
- Comparison of the terms of the Relationship Extension Letter to market terms.

Details and sources of information

In arriving at our opinion, we have considered the following principal sources of information:

- The Circular;
- The Framework Agreement dated 3 May 2022;
- The Transaction SPA;
- DJV Agreement;
- Relationship Extension Letter;
- MAS' annual report for the year ended 30 June 2021;
- MAS' reviewed condensed consolidated interim financial statements for the six-month period to 31 December 2021;
- Financial information in respect of the consolidated Sale Companies ("Spark II Portfolio") for the six-month period to 31 December 2021;
- Internal valuation models in respect of the Properties prepared by management and/or advisors of MAS (the "Models");
- Independent property valuation report and related valuation models prepared by Cushman & Wakefield Echinox ("Independent Professional Property Valuer") (whom we have satisfied ourselves are independent external registered professional valuers in terms of the National Association of Romanian Authorized Valuers) on 31 May 2022 and summary of the Property Valuation Report prepared by the Independent Professional Property Valuer to MAS ("Independent Property Valuations");
- Reconciliation schedule of the property valuations and purchase price of the Properties prepared by management of MAS;
- Discussions with management and/or advisors of the Company regarding the historical and forecast financial information;
- Discussions with management and/or advisors of MAS on prevailing market, economic, legal and other conditions which may affect underlying value; and
- Publicly available information relating to MAS as well as peer companies of MAS, the retail property sector in general and specifically in respect of properties situated in CEE.

The information relating to the Relationship Extension Letter and the Proposed Acquisition above was secured from:

- Management and/or advisors of MAS; and
- Third party sources, including information related to publicly available economic, market and other data which we considered applicable to, or potentially influencing MAS.

Procedures and consideration

In arriving at our opinion, we have undertaken the following procedures and taken into account the following factors in evaluating the fairness of the Transactions:

- Reviewed the terms and conditions of the Transactions;
- Reviewed the audited and other financial information related to MAS, and the Sale Companies, as detailed above;
- Reviewed and obtained an understanding from management and/or advisors of MAS with respect to the historical and forecast financial information of the Properties;
- Reviewed the forecast free cash flows of the Properties by considering the historical and forecast financial information as detailed above and information contained in the Independent Property Valuations and Models;
- Considered the professional competency and qualifications of the Independent Professional Property Valuer;

- Reviewed the Independent Property Valuations in respect of the Properties and considered the valuation methodologies and assumptions applied. Based on our review of the Independent Property Valuations we are satisfied that the valuation approaches adopted are consistent with standard valuation practice and the valuation assumptions are consistent with market parameters. Consequently, we are satisfied with the Independent Property Valuations and are placing reliance thereon;
- Analysed publicly available financial information for property companies selected as peer companies of MAS in CEE (“Comparable Property Companies”);
- Performed a sensitivity analysis on key assumptions included in the Independent Property Valuations;
- Performed such other studies and analyses as we considered appropriate and have taken into account our assessment of general economic, market and financial conditions and our experience in other transactions, as well as our experience in securities valuation and knowledge of the property sector generally;
- Reviewed certain publicly available information relating to MAS including Company announcements, media articles and available analyst coverage;
- Where relevant, representations made by management and/or advisors of MAS were corroborated to source documents or independent analytical procedures were performed by us, to examine and understand the industry in which the Company operates, and to analyse external factors that could influence the Company; and
- Held discussions with management and/or advisors of MAS as to their strategy and the rationale for the Transactions and assessed prevailing economic and market conditions and trends in the real estate sector in the markets where MAS operates.

Assumptions

We arrived at our opinion based on the following assumptions:

- That all agreements that are to be entered into in terms of the Transactions will be legally enforceable; and
- That the Transactions will have the legal, accounting and taxation consequences described in discussions with, and materials furnished to us by representatives and advisors of MAS.

Appropriateness and reasonableness of underlying information and assumptions

We satisfied ourselves as to the appropriateness and reasonableness of the information and assumptions employed in arriving at our opinion by determining the extent to which representations from management and/or advisors of MAS were confirmed by documentary evidence as well as our understanding of MAS and the economic environment in which the business operates.

Limiting conditions

This opinion is provided in connection with and for the purposes of the Transactions. The opinion does not purport to cater for each individual MAS Shareholders’ perspective, but rather that of the general body of MAS Shareholders. Should a MAS Shareholder be in doubt as to what action to take, he or she should consult an independent adviser.

Individual MAS shareholders’ decisions regarding the Transactions may be influenced by such shareholders’ particular circumstances and accordingly, individual shareholders should consult an independent advisor if in any doubt as to the merits or otherwise of the entering into of the Transactions.

We have also assumed that the Transactions will have the legal consequences described in discussions with, and materials furnished to us by representatives and advisors of MAS and we express no opinion on such consequences.

The opinion is based on current economic, regulatory and market as well as other conditions. Subsequent developments may affect the opinion, and we are under no obligation to update, review or re-affirm our opinion based on such development.

We have been neither a party to the negotiations entered into in relation to the Transactions nor have we been involved in the deliberations leading up to the decision on the part of MAS to enter into the Transactions.

We do not, by this letter or otherwise, advise or form any judgement on the strategic, commercial or financial merits or risks of the Transactions. All such evaluations, advice, judgements or comments remain the sole responsibility of the Board. We have, however, drawn upon such evaluations, judgements and comments as we deem necessary and appropriate in arriving at our opinion.

The scope of our appointment does not require us to express, and nor do we express, a view on the future growth prospects, earnings potential or value of MAS Shares. We do not express any view as to the price at which MAS Shares may trade nor on the future value, financial performance, or condition of MAS.

It is also not within our terms of reference to compare the merits of the Transactions to any alternative arrangements that were or may have been available to MAS. Such comparison and consideration remain the responsibility of the Board.

Independence

We confirm that we have no direct or indirect interest in MAS Shares or in the Transactions. We also confirm that we have the necessary qualifications and competence to provide the fairness opinion on the Transactions.

Furthermore, we confirm that our professional fees, payable in cash, are not contingent upon the successful implementation of the Transactions.

Fairness of the Proposed Acquisition

In considering the terms and conditions of the Proposed Acquisition, we performed an independent valuation of the Sale Shares and Sale Claims based on net asset value ("NAV") approach, incorporating the fair market value of the Properties determined by the Independent Property Valuer.

The fair market value of the Properties was determined as follows in terms of the Independent Property Valuations:

Description	GLA (sqm)	Value
Dambovita Mall	31,080	€81,540,000
DN1 Value Centre	27,436	€74,130,000
Zalau Value Centre	19,338	€45,580,000
Sepsi Value Centre	16,907	€34,200,000
Prahova Value Centre	21,690	€51,300,000
Barlada Value Centre	16,373	€29,350,000
Total		€316,100,000

Net Operating Income ("NOI") of the properties adjusted for non-cash expenses, changes in working capital, and capital expenditures is discounted to its present value. The fair value of the properties is the sum of the present values of the NOI from years 1 to 10 and of the reversionary value.

The key assumptions applied in the Independent Property Valuations are detailed below:

- All information to determine the NOI are correct and up to date and the tenants are in the position to fulfil their obligations according to the existing contracts;
- The weighted average remaining leasing term is generally 5 years, with vacancies generally less than 5% of gross-lettable area ("GLA");
- All incoming and outgoing lease contracts and costs have been indexed by 5.1% in the first year, 2.1% in the second year and 2% onwards as the contractual rents are contractually indexed by the Harmonised Index of Consumer Prices ("HICP"). The estimates are based on the data provided by the European Central Bank;
- Once a current tenant's lease agreement ends, the unit occupied by the respective tenant has been considered to be re-let at market level for 5 years in case of small tenants and 10 years in case of larger tenants;
- For current vacant spaces or at expiry of the current lease, we have assumed a letting/re-letting period of generally 3 months (4 months in the case of DN1 Value Centre and Prahova Value Centre) in which the space is assumed vacant;
- Rent free is assumed to be 0, as this incentive is not a common practice for commercial retail units;
- The leasing/agent fee is assumed to be one month of income, meaning 8.33% of the yearly income;
- Selling costs were assumed to be 1% of the property's value;
- The reversionary value of the building is calculated by applying a reversionary capitalization rate (base exit yield) to the NOI in year 11; and
- Some assumptions such as growth in NOI year-on-year, discount rate and base exit yield differ between properties, detailed further in the table below:

Description	Average year-on-year		Discount Rate	Base Exit Yield
	NOI (Year 1)	growth in NOI		
Dambovita Mall	€5,484,486	3.0%	9.3%	7.0%
DN1 Value Centre	€5,048,255	3.25%	9.7%	7.0%
Zalau Value Centre	€3,136,016	3.0%	9.6%	7.1%
Sepsi Value Centre	€2,326,098	3.0%	9.6%	7.1%
Prahova Value Centre	€3,431,015	3.0%	9.5%	7.0%
Barlada Value Centre	€2,024,231	3.0%	9.6%	7.1%

The key internal value driver to the valuation of the Properties is the NOI, which is a function of GLA and vacancy rates. The key external value driver to the valuation of the Properties is the reversionary value which is a function of the NOI in year 11 of the forecast and base exit yield.

Additionally, sensitivity analyses were performed by:

- increasing and decreasing the growth in NOI by 25 basis points;
- increasing and decreasing the discount rate by 25 basis points; and
- increasing and decreasing the base exit yield by 25 basis points.

The sensitivity analysis did not indicate a sufficient effect on the valuation of the Properties to alter our opinion in respect of the fairness of the Proposed Acquisition.

We note that the Independent Property Valuations equates to a combined market value of €316,100,000, which is €3,606,000 less than the Purchase Price of €319,706,000. The Purchase Price was arrived at based on debate and negotiation and after taking into account the respective considerations of the parties. The generally accepted definition of “Fair Value” is the value as applied between a hypothetical willing vendor and a hypothetical willing prudent buyer in an open market and with access to all relevant information. We are of the opinion that a variance of 1.12% is not material in arriving at our conclusion and within an acceptable fair value range.

Fairness of the Relationship Extension Letter

The Relationship Extension Letter provides for the following 8 provisions:

1. The Exclusivity Period is extended for a period of five years to 2030.

Until the conclusion of the Drawdown Period (as defined below) the DJV parties agree that (i) neither MAS nor any of its associates will operate a business that has its principal objective the development of commercial real estate assets in CEE and (ii) Prime Kapital will not operate or own a stake of more than 15% in any CEE commercial or residential real estate development business (“Exclusivity Period”).

BDO assessment: This provision entails that MAS is restricted from developing commercial real estate in CEE outside the DJV for an additional 5 years. The provision is consistent with MAS’ medium-term strategic objectives and if reached could lead to substantial improvements in total returns per share, as MAS’ property management function could drive long-term growth from asset management initiatives to be implemented in properties developed within the DJV.

The DJV Agreement provides MAS and the other related parties with a competitive advantage and the ability to benefit from the current growth potential within CEE commercial and/or residential real estate sector.

2. The Drawdown Period is extended for a period of five years to 2030.

A period of nine years from 23 March 2016 and expiring on 23 March 2025 (the “Drawdown Period”).

BDO assessment: The Drawdown Period is extended by five years to align with the extension of the Exclusivity Period extension.

3. The Optional Termination Date of the DJV Agreement is extended for a further period of five years to 2035.

The date on which MAS is entitled to give written notice to the DJV parties to liquidate the assets of, and voluntarily dissolve, the DJV, which cannot be earlier than 23 March 2030 (the “Optional Termination Date”).

BDO assessment: The Optional Termination Date is extended by five years to align with the extension of the Exclusivity Period and the Drawdown Period extension.

4. The definition of “Central and Eastern Europe” is to be amended to refer only to countries in that region which are full member states of the European Union on the date of the Relationship Extension Letter.

BDO Assessment: This is a practical inclusion to provide further clarity on the region in which the DJV operates.

5. MAS’ funding commitments under the DJV Agreement are increased by €50,000,000 to €470,000,000 of preferred equity to be invested by MAS to finance the DJV (the “Committed Amount”).

BDO assessment: An increase in the total funding commitment to €470,000,000 from MAS is required in order to fund further development pipeline in the DJV which will benefit MAS further.

6. The reinstatement of the Committed Amount available by a maximum amount of €100,000,000 on a fully revolving basis for any return of capital relating to a major capital event (being any corporate or corporate finance transaction, including disposals or exits of investments or capital raising events such as debt refinancing).

BDO assessment: Should PKM Development redeem the A Preference Shares in the event of major capital events, up to €100,000,000 of the amount so returned are automatically reinstated to the Committed Amount and thus kept committed for further investment by MAS in the DJV.

7. The provision of a revolving credit loan facility of €30,000,000 to DJV at a 7.5% fixed interest rate. The final repayment date of the facility will be the last day of the Drawdown Period.

BDO assessment: A fixed interest rate of 7.5% is beneficial to MAS as it exceeds the rate that MAS currently achieves on its revolving credit facility of 3-month EURIBOR plus a margin of 2.75% or on its cash current accounts, being an interest rate of -0.05%. In addition, the 7.5% level at which the fixed interest rate has been set provides ample room to absorb potential increases of variable market interest rates on MAS' own short-term credit facilities which could be utilised for funding the DJV short-term facility (particularly EURIBOR, which is currently negative).

8. Distributions of surplus capital and capital profits to the B Ordinary Shares shareholders will be permitted, on the condition that, following the proposed distribution, the aggregate amount of the tangible net asset value of PKM Development will be at a level which is in excess of 20% of the aggregate amount of nominal share capital and share premium account attributable to the Preferred Shares.

BDO assessment: There are 50,000,000 issued B ordinary shares in the share capital of PKM Development, comprising 20,000,000 B1 ordinary shares held by MAS Investor and 30,000,000 B2 ordinary shares held by Prime Kapital. MAS will thus receive 40% of the surplus capital and capital profits from PKM Development if the conditions are met. This is a protection for MAS such that the DJV always has an equity cushion in place in case of unforeseen events.

Opinion

BDO Corporate Finance has considered the Proposed Acquisition and, based on and subject to the conditions set out herein, is of the opinion that the Proposed Acquisition is fair to MAS Shareholders.

BDO Corporate Finance has considered the Relationship Extension Letter and, based on and subject to the conditions set out herein, is of the opinion that the Relationship Extension Letter is fair to MAS Shareholders.

Our views are based on market, economic, industry, monetary and other conditions (where applicable) prevailing on, and our analysis of the information made available to us up to Tuesday, 31 May 2022 (the "Last Practicable Date"). We assume no responsibility to update, revise or reaffirm our opinion, factors or assumptions in light of any subsequent development after the Last Practicable Date that may affect our opinion or factors, or assumptions contained herein.

We have assumed that all conditions precedent, including any material regulatory and other approvals or consents required in connection with the Relationship Extension Letter, have been fulfilled or obtained.

Accordingly, it should be understood that subsequent developments may affect this opinion, which we are under no obligation to update, revise or re-affirm.

Yours faithfully

N Lazanakis
Director

BDO Corporate Finance Proprietary Limited

PRO FORMA CONSOLIDATED FINANCIAL INFORMATION OF MAS

The *pro forma* financial information of MAS on 31 December 2021 is set out below. The *pro forma* consolidated statement of financial position on 31 December 2021, *pro forma* consolidated statement of profit or loss and *pro forma* consolidated statement of other comprehensive income of MAS for the six months ended 31 December 2021, notes thereto and *pro forma* financial effects (the “***pro forma financial information***”), have been prepared for illustrative purposes to show the *pro forma* financial information after the implementation of the Transactions.

The *pro forma* financial information is provided for illustrative purposes only, to provide information on how the Transactions may have affected the financial position of MAS assuming they were implemented on 31 December 2021 for the purposes of the *pro forma* consolidated statement of financial position, and the performance of MAS assuming they were implemented on 1 July 2021 for the purposes of the *pro forma* consolidated statement of profit or loss and the *pro forma* consolidated statement of other comprehensive income. Because of its nature, the *pro forma* financial information may not fairly represent MAS’ financial position or results of operations after the Transactions.

The *pro forma* financial information, including the assumptions on which it is based and the financial information from which it has been prepared, is the responsibility of the Board of Directors of MAS. The *pro forma* financial information has been prepared in accordance with MAS’ accounting policies which are in compliance with IFRS, the revised Guide on *Pro forma* Financial Information issued by the South African Institute of Chartered Accountants (“SAICA”) and the JSE Listings Requirements.

The *pro forma* financial information has been reviewed by the independent reporting accountants whose report on the consolidated *pro forma* financial information is contained in **Annexure 3** of the Circular.

PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION ON 31 DECEMBER 2021

	MAS PLC on 31 December 2021	Adjustment to Investment in equity- accounted investee due to the fair value increase	NOTE 2	NOTE 1 + 2	NOTE 3	NOTE 4	NOTE 5	NOTE 6	NOTE 7
	NOTE 1	NOTE 2	NOTE 3	NOTE 4	NOTE 5	NOTE 6	NOTE 7	NOTE 8	NOTE 9
			Combined interim results of Spark II portfolio on 31 December 2021	Pre-transaction adjustments on Spark II portfolio	Transaction price	A preference shares redeemed from the DJV	Transaction costs	Pro forma after the proposed Transactions	
<i>Non-current assets</i>									
Investment property	487,530	–	274,870	41,230 ^(a)	–	–	–	803,630	
Financial assets	300,009	–	–	–	–	(50,000)	–	250,009	
Investment in equity-accounted investee	51,981	13,865	–	–	8,664 ^(d)	–	–	74,510	
Intangible assets	1,696	–	–	–	–	–	–	1,696	
Deferred tax assets	2,376	–	151	–	–	–	–	2,527	
Other non-current assets	9,869	–	39	–	–	–	–	9,908	
Total non-current assets	853,461	13,865	275,060	41,230	8,664	(50,000)	–	1,142,280	
<i>Current assets</i>									
Financial investments	110,619	–	–	–	–	–	–	110,619	
Trade and other receivables	31,239	–	7,004	–	–	–	–	38,243	
Cash and cash equivalents	193,712	–	4,355	12,036 ^(b)	(188,785) ^(a)	50,000	–	71,318	
Investment property held for sale	88,761	–	–	–	–	–	–	88,761	
Total current assets	424,331	–	11,359	12,036	(188,785)	50,000	–	308,941	
Total assets	1,277,792	13,865	286,419	53,266	(180,121)	–	–	1,451,221	
<i>Equity</i>									
Share capital and share premium	651,417	–	66	–	(66)	–	–	651,417	
Share capital	7,131	–	66	–	(66) ^(e)	–	–	7,131	
Share premium	644,286	–	–	–	–	–	–	644,286	
Treasury shares – geared share purchase plan shares	(7,868)	–	–	–	–	–	–	(7,868)	
Retained earnings/(deficit)	261,555	13,865	87,975	34,633 ^(a)	(117,399) ^(e)	–	(502)	280,127	
Share-based payment reserve	1,167	–	–	–	–	–	–	1,167	
Foreign currency translation reserve	(11,232)	–	–	–	–	–	–	(11,232)	

Euro thousand	Adjustment to Investment in equity-accounted investee due to the fair value increase		Combined interim results of Spark II portfolio on 31 December 2021					A preference shares redeemed from the DJV		Pro forma after the proposed Transactions	
	MAS PLC on 31 December 2021	NOTE 2	NOTE 1 + 2	NOTE 3	NOTE 4	NOTE 5	NOTE 6	NOTE 7	Transaction price	Transaction costs	Transaction costs
Equity attributable to owners of the Group	NOTE 1	NOTE 2	NOTE 1 + 2	NOTE 3	NOTE 4	NOTE 5	NOTE 6	NOTE 7			
	895,039	13,865	908,904	88,041	34,633	(117,465)	-	(502)			913,611
<i>Non-current liabilities</i>											
Bonds	295,192	-	295,192	-	-	-	-	-	-	-	295,192
Bank loans LT	-	-	-	37,512	97,000 ^(b)	-	-	-	-	-	134,512
Borrowings owed to related parties LT	-	-	-	129,414	(84,964) ^(b)	(44,450) ^(b)	-	-	-	-	-
Deferred tax liabilities	23,866	-	23,866	11,609	6,597 ^(a)	(18,206) ^(c)	-	-	-	-	23,866
Other non-current liabilities	2,260	-	2,260	5,144	-	-	-	-	-	-	7,404
Total non-current liabilities	321,318	-	321,318	183,679	18,633	(62,656)	-	-	-	-	460,974
<i>Current liabilities</i>											
Bonds	6,556	-	6,556	-	-	-	-	-	-	-	6,556
Bank loans	37,416	-	37,416	2,286	-	-	-	-	-	-	39,702
Trade and other payables	17,463	-	17,463	12,413	-	-	-	-	502	-	30,378
Total current liabilities	61,435	-	61,435	14,699	-	-	-	502	-	502	76,636
Total liabilities	382,753	-	382,753	198,378	18,633	(62,656)	-	502	-	502	537,610
Total shareholder equity and liabilities	1,277,792	13,865	1,291,657	286,419	53,266	(180,121)	-	-	-	-	1,451,221
Number of ordinary shares in issue	704,493,798		704,493,798								704,493,798
Net asset value	895,039		908,904								913,611
IFRS Net Asset Value per share (eurocents)	127.0		129.0								129.7
Tangible net asset value	893,343		907,208								911,915
Tangible net asset value per share (eurocents)	126.8		128.8								129.4

Notes:

To determine if the Transactions qualify as an asset acquisition or a business combination, MAS elected to apply the optional concentration test in accordance with the amendments to IFRS 3 Business combinations: Definition of a business, paragraph B2B, and concluded based on the following considerations:

- the properties are located in Romania and the classes of tenants are similar;
- each income property is considered a single identifiable asset, as each of the six properties' buildings is attached to the land and cannot be removed without incurring significant costs;
- the six properties portfolio is a group of similar identifiable assets because the assets are similar in nature, the risk associated with managing and creating outputs are not significantly different and all properties are operated through MAS' property management platform;
- no employees, processes or other activities are transferred, as the six entities benefit from MAS' asset management, operations and systems which are the same as MAS'.

Considering the above, MAS identifies the Spark II portfolio as a group of similar assets and has concluded that the Transactions are an asset purchase.

1. Extracted from MAS' condensed consolidated interim financial statements for the six-month period to 31 December 2021. PwC Isle of Man reviewed MAS' condensed consolidated interim financial statements for the six-month period to 31 December 2021 and issued an unmodified review report. The reviewed condensed consolidated interim financial statements are available on MAS' website.
2. The adjustment in *Investment in equity-accounted investee* represents 40% share of the pre-transaction fair value increase in the investment properties of the Spark II portfolio subject to the Transactions, calculated as set out in note 4(a) below.
3. Extracted without adjustment from the Spark II Portfolio combined interim results on 31 December 2021, which have been reviewed by PwC SA, who issued a review report thereon. The combined interim results of the Spark II Portfolio together with the review report thereon are available for inspection, on request, at MAS' business address.
4. The pre-transaction adjustments refer to the following:
 - (a) Assumes a €41,230 thousand fair value increase in investment properties before the Transactions date, bringing the investment properties' value to €316,100 thousand, as determined by the independent registered property valuer.

The fair value increase would generate deferred tax liabilities amounting to €6,597 thousand. In computing the deferred tax applicable for the fair value increase in investment properties, Romania's 16% tax rate is applicable.
 - (b) Assumes the drawdown of an external debt facility of €97,000 thousand and the repayment of borrowings owed to related parties ("Shareholder's claims") of €84,964 thousand. The remaining €12,036 thousand is assumed as available in cash.

On 7 March 2022, a secured external debt facility agreement of €125,000 thousand was raised, provided by a consortium of four domestic and international banks to fund six entities of the DJV as a group, of which five are subject to the Transactions. Of the total external debt facility raised, the latter drew down €97,000 thousand, utilised for the partial repayment of pre-existing shareholders' claims.

For purposes of the *pro forma* consolidated statement of financial position, the effective drawdown date on the debt facility is assumed to be 31 December 2021.
5. Represents the adjustments for the settlement of the purchase price and related consolidation entries for the Transactions, accounted for under the asset acquisition method. The purchase price is computed based on the current estimate of the fair value of the properties, supported by the independent registered property valuer's report on 31 May 2022 plus a purchase price premium. For the *pro forma* consolidated statement of financial position purposes, other assets and liabilities acquired have been estimated at their carrying values on 31 December 2021, excluding deferred tax liabilities and deferred tax assets.

	Note	EUR thousand
Fair value of properties		319,706
Independent valuation of the properties	4 (a)	316,100
Purchase price premium		3,606
Bank debt		(136,798)
Net working capital		5,877
Current assets		23,434
Current liabilities		(17,557)
Total <i>pro forma</i> purchase price	5 (a)	188,785
Less: Shareholder claims	5 (b)	(44,450)
<i>Pro forma</i> purchase price for equity		144,335

- (a) Represents the *pro forma* purchase price assumed to be paid by MAS in respect of the Transactions.
 - (b) Represents the acquisition of the sellers' claims against the subsidiaries, which are eliminated on consolidation.
 - (c) Represents the release of the historical deferred tax liabilities, in accordance with the principles of the asset acquisition method.
 - (d) Represents the recognition of MAS' 40% share of the profit on disposal of the Spark II Portfolio within *Investment in equity-accounted investee*, being 40% of the cash consideration received by the DJV from the Transactions and the deconsolidation of the Spark II Portfolio by the DJV.
 - (e) Elimination of the share capital and subsidiaries' retained earnings at acquisition.
6. Represents the use of a portion of the disposal proceeds by the DJV to the redemption of A Preference Shares amounting to €50,000 thousand, in accordance with paragraph 9.1.5.1 of this Circular. DJV has undertaken to distribute the capital profits on disposal to B Ordinary shareholders, 40% of which will accrue to MAS. However, the capital profits on the Transactions were not yet determined, consequently no adjustment is illustrated in this regard.
 7. Represents the one-off transaction costs of €502 thousand initially capitalised to the assets acquired, but subsequently written off as the assets acquired are already recorded at fair value.
 8. The execution of the terms of the DJV Relationship Extension Letter as per paragraph 3.2 of this Circular, does not have an impact on the *pro forma* financial information for the six-month period to 31 December 2021.

PRO FORMA CONSOLIDATED STATEMENT OF PROFIT OR LOSS FOR THE SIX-MONTH PERIOD TO 31 DECEMBER 2021

Euro thousand	NOTE 1	NOTE 2	NOTE 3	NOTE 4	<i>Pro forma after the proposed Transactions</i>
	MAS PLC for the six-month period to 31 December 2021	Combined interim results of <i>Spark II</i> <i>portfolio</i> on 31 December 2021	Pre-transaction adjustments on <i>Spark II</i> portfolio asset value	Transaction price	
<i>Continuing operations</i>					
Rental income	17,947	6,954	-	-	24,901
Service charge income and other recoveries	5,608	2,439	-	-	8,047
Gross revenue	23,555	9,393	-	-	32,948
Impairment of receivables	(335)	(25)	-	-	(360)
Service charge and other property operating expenses	(6,429)	(2,859)	-	-	(9,288)
Net rental income	16,791	6,509	-	-	23,300
Corporate expenses	(3,273)	(663)	-	-	(3,936)
Other income	1,032	315	-	-	1,347
Investment expenses	(908)	-	-	-	(908)
Fair value adjustments	24,898	39,182	-	(3,957) ^(a)	60,123
Foreign currency exchange differences	(262)	(5)	-	-	(267)
Share of profit from equity accounted investee, net of tax	14,616	-	-	(5,937) ^(b)	8,679
Profit before finance income/(costs)	52,894	45,338	-	(9,894)	88,338
Finance income	10,774	-	-	-	10,774
Finance costs	(7,656)	(4,390)	2,569	305 ^(c)	(9,172)
Profit before tax	56,012	40,948	2,569	(9,589)	89,940
Current tax	(349)	(19)	-	-	(368)
Deferred tax	316	(4,425)	-	-	(4,109)
Taxation	(33)	(4,444)	-	-	(4,477)

Euro thousand	Combined				Transaction price	Pro forma after the proposed Transactions
	MAS PLC for the six-month period to 31 December 2021	interim results of Spark II portfolio on 31 December 2021	Pre-transaction adjustments on Spark II portfolio asset value	NOTE 3		
	NOTE 1	NOTE 2	NOTE 3	NOTE 4		
Profit from continuing operations	55,979	36,504	2,569	(9,589)		85,463
<i>Discontinued operations</i>						
Profit from discontinued operations, net of tax	10,932	–	–	–		10,932
Profit for the period	66,911	36,504	2,569	(9,589)		96,395
<i>Attributable to:</i>						
Owners of the Group	66,911	36,504	2,569	(9,589)		96,395
Profit for the period	66,911	36,504	2,569	(9,589)		96,395
Earnings per share for profit attributable to the ordinary equity holders of the Group – total						
Basic earnings per share (eurocents)	9.50	5.18	0.36	(1.36)		13.68
Diluted earnings per share (eurocents)	9.48	5.17	0.36	(1.36)		13.66
Earnings per share for profit attributable to the ordinary equity holders of the Group – continuing operations						
Basic earnings per share (eurocents)	7.95	5.18	0.36	(1.36)		12.13
Diluted earnings per share (eurocents)	7.93	5.17	0.36	(1.36)		12.11

PRO FORMA CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME FOR THE SIX-MONTH PERIOD TO 31 DECEMBER 2021

	MAS PLC for the six-month period to 31 December 2021	Combined interim results of <i>Spark II</i> portfolio on 31 December 2021	Pre-transactions adjustments on <i>Spark II</i> portfolio asset value	Transaction price	<i>Pro forma</i> after the proposed Transactions
Euro thousand	NOTE 1	NOTE 2	NOTE 3	NOTE 4	
Profit/(loss) for the period – continuing operations	55,979	36,504	2,569	(9,589)	85,463
Profit for the period – discontinued operations	10,932	–	–	–	10,932
Profit/(loss) for the period	66,911	36,504	2,569	(9,589)	96,395
Other comprehensive income					
<i>Items that are or may be reclassified subsequently to profit or loss</i>					
Exchange differences on translation of foreign operations – continuing operations	440	–	–	–	440
Exchange differences on translation of foreign operations – discontinued operations	(2,517)	–	–	–	(2,517)
<i>Items reclassified through profit or loss</i>					
Foreign exchange gain previously recognised in other comprehensive income recycled on disposal of subsidiary – discontinued operations	2,625	–	–	–	2,625
Total comprehensive income/(expense) for the period	67,459	36,504	2,569	(9,589)	96,943
<i>Attributable to:</i>					
Owners of the Group	67,459	36,504	2,569	(9,589)	96,943
Total comprehensive income/(expense) for the period	67,459	36,504	2,569	(9,589)	96,943
Headline earnings					
Profit/(loss) for the period attributable to ordinary shareholders – continuing operations	55,979	36,504	2,569	(9,589)	85,463
Profit for the period attributable to ordinary shareholders – discontinued operations	10,932	–	–	–	10,932
<i>Adjusted for:</i>					
Fair value (gain)/loss on investment property	(24,886)	(39,182)	–	3,957	(60,111)
Fair value (gain)/loss on investment property in associate	(14,390)	14,264	–	–	(126)
Fair value (gain) on investment property held for sale	(1,260)	–	–	–	(1,260)
Gain on disposal of investment property held for sale	(11,289)	–	–	–	(11,289)
Foreign exchange gain previously recognised in OCI recycled on disposal of subsidiary	(2,625)	–	–	–	(2,625)
Loss from disposal of subsidiary	2,630	–	–	–	2,630
Headline earnings	15,091	11,586	2,569	(5,632)	23,614
<i>Headline earnings per share</i>					
Weighted-average number of ordinary shares (basic)	704,493,798				704,493,798
Headline earnings per share (eurocents)	2.14				3.35
<i>Diluted headline earnings per share</i>					
Weighted-average number of ordinary shares (diluted)	705,919,626				705,919,626
Diluted headline earnings per share (eurocents)	2.14				3.35

Notes:

1. Extracted from MAS' condensed consolidated interim financial statements for the six-month period to 31 December 2021. PwC Isle of Man reviewed MAS' condensed consolidated interim financial statements for the six-month period to 31 December 2021 and issued an unmodified review report. The reviewed condensed consolidated interim financial statements are available on MAS' website.
2. Extracted without adjustment from the Spark II Portfolio combined interim results on 31 December 2021, which have been reviewed by PwC SA, who issued a review report thereon.

The combined interim results together with the review report are available for inspection, on request, at MAS' business address.

3. Assuming the effective date of 1 July 2021 for the drawdown of the secured debt facility (refer note 4 to the *pro forma* Statement of Financial Position), finance costs are adjusted to reverse the interest expense for the six-month period to 31 December 2021 incurred by the Spark II Portfolio on their shareholder's loans and account for the interest expense assumed to be incurred for the period on the secured debt facility at the weighted average interest rate of three-month EURIBOR plus a margin of approximately 3.25%.

It is assumed that no tax effects would arise from the adjustments on interest expense related to the debt facility. The interest expense adjusted corresponding to each entity in Spark II Portfolio is a deductible expense, and individually does not exceed the limitations imposed by Romanian tax legislation.

4. Represents settlement of the purchase price and related consolidation adjustments as follows:
 - (a) Write-off of the purchase price premium, deferred tax assets and preliminary transaction costs accounted for under the asset acquisition method as a loss on fair value on investment properties on the acquisition date. This is a one-off cost.
 - (b) Derecognition of MAS' Share of profit from investment in equity-accounted investee relating to the deconsolidation of the Spark II Portfolio from the DJV, net of the realised gain on disposal of the Spark II Portfolio. This is a one-off cost.
 - (c) Represents the decrease in interest expense incurred by MAS on the cash held at bank in the six-month period, as cash is utilised for settling the purchase consideration.
5. No adjustment is made in the *pro forma* consolidated statement of profit or loss in respect of the pre-transaction uplift in fair value of the Spark II portfolio as this represents pre-acquisition income which would not be recognised in MAS' post acquisition statement of profit or loss.
6. All adjustments are of a recurring nature except where otherwise stated.

INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE CONSOLIDATED *PRO FORMA* FINANCIAL INFORMATION OF MAS

To the Directors of MAS PLC

Report on the Assurance Engagement on the Compilation of *Pro Forma* Financial Information included in a Circular

We have completed our assurance engagement to report on the compilation of the pro forma financial information of MAS PLC (the "Company") by the Directors. The *pro forma* financial information, as set out in Section III and Annexure 2 of the Circular, consist of the pro forma consolidated statement of financial position on 31 December 2021, pro forma consolidated statement of profit or loss and pro forma consolidated statement of other comprehensive income for the six-month period to 31 December 2021, related notes and pro forma financial effects (the "Pro Forma Financial Information"). The applicable criteria on the basis of which the Directors have compiled the Pro Forma Financial Information are specified in the JSE Limited (JSE) Listings Requirements and described in Annexure 2 of the Circular.

The Pro Forma Financial Information has been compiled by the Directors to illustrate the impact of the proposed acquisition by MAS PLC of the Sale Shares and Sale Claims of six development SPV's from PKM Development Limited, a related party to MAS PLC. As part of this process, information about the Company's financial position and financial performance has been extracted by the Directors from the Company's financial statements for the six-month period ended 31 December 2021, on which a review report has been published.

Directors' responsibility

The Directors of the Company are responsible for compiling the Pro Forma Financial Information on the basis of the applicable criteria specified in the JSE Listings Requirements and described in Annexure 2 of the Circular.

Our independence and quality control

We have complied with the independence and other ethical requirements of the *Code of Professional Conduct for Registered Auditors*, issued by the Independent Regulatory Board for Auditors' (IRBA Code), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour. The IRBA Code is consistent with the corresponding sections of the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)*.

The firm applies International Standard on Quality Control 1 and, accordingly, maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting accountant's responsibility

Our responsibility is to express an opinion about whether the Pro Forma Financial Information has been compiled, in all material respects, by the Directors on the basis of the applicable criteria specified in the JSE Listings Requirements and described in Annexure 2 of the Circular based on our procedures performed.

We conducted our engagement in accordance with the International Standard on Assurance Engagements (ISAE) 3420, *Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus* issued by the International Auditing and Assurance Standards Board. This standard requires that we plan and perform our procedures to obtain reasonable assurance about whether the Pro Forma Financial Information has been compiled, in all material respects, on the basis specified in the JSE Listings Requirements.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Pro Forma Financial Information.

The purpose of pro forma financial information is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the company as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction would have been as presented.

A reasonable assurance engagement to report on whether the pro forma financial information has been compiled, in all material respects, on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on our judgment, having regard to our understanding of the nature of the Company, the event or transaction in respect of which the pro forma financial information has been compiled, and other relevant engagement circumstances.

Our engagement also involves evaluating the overall presentation of the pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the Pro Forma Financial Information has been compiled, in all material respects, on the basis of the applicable criteria specified by the JSE Listings Requirements and described in Annexure 2 of the Circular.

PricewaterhouseCoopers Inc.
Director: JR de Villiers
Registered Auditor
Cape Town, South Africa
1 June 2022

INDEPENDENT REGISTERED PROPERTY VALUER’S SUMMARY OF THE VALUATION REPORT ON THE PROPERTIES

1 June 2022

The Directors

MAS P.L.C.

Suite 11, Marina Business Centre

Abate Rigord Street

Ta' Xbiex

XBX1129, Malta

Dear Sirs,

PLEASE FIND BELOW A SUMMARY (THE “SUMMARY”) REGARDING THE INDEPENDENT REGISTERED PROPERTY VALUERS’ REPORT OF THE PROPERTIES TO BE ACQUIRED BY MAS P.L.C. (“MAS”) FROM MAS AND PRIME KAPITAL’S JOINT VENTURE (THE “DEVELOPMENT JOINT VENTURE” OR “DJV”).

The Valuation Report (hereinafter called the “report” or the “Valuation Report” or the “detailed valuation report”) was conducted based on and in accordance with your instructions formalised in the contract no. CV.2021.0154 of 15 April 2022 (named in this report “the contract”) concluded between the Client (MAS CEE Management Holding S.R.L., an indirect subsidiary of MAS P.L.C.) and the valuer – Company Echinox Evaluari S.R.L. (“Cushman & Wakefield Echinox” or the “Valuer”).

1. INTRODUCTION

The present letter represents a summary of the main aspects of the Valuation Report conducted in accordance with the ANEVAR Valuation Standards 2022 (the “Standards”) which are in full compliance with the International Valuation Standards (IVS) and the European valuation standards (EVS). A full detailed valuation report is available on a property-by-property basis detailing tenancy, city planning, valuer’s commentary, expenditure and other details. The valuation report has already been provided to the Directors of MAS.

The detailed valuation report includes commentary on the current economy, nature of the properties, locality, tenancy, current rent and earning capability, future expenses and property risk.

Six properties (the “properties”) have been considered in scope and the important aspects of the detailed valuation reports including the market value of the properties on 31 May 2022 of the properties have been summarised in the attached schedule.

2. BASIS OF VALUATION

The valuation is based on Market Value.

The Market Value is the estimated amount for which an asset or liability could be exchanged on the valuation date, between a determined buyer and a determined seller, in an impartial transaction and after proper marketing, wherein the parties acted knowledgeably, prudently and without restraint.

The definition of the Market Value is applied in accordance with the following conceptual framework:

- (a) “the estimated amount” refers to a price expressed in monetary units, payable for the asset in an impartial market transaction. The Market Value is the most likely price reasonably obtained in the market on the valuation date, according to the definition of “the Market Value”. This is the best price reasonably obtained by the seller and the best price reasonably obtained by the buyer. This estimation specifically excludes an estimated price, increased or decreased by special terms or circumstances, such as atypical financing, sale and lease-back transactions, special consideration or concessions granted by anyone associated with the sale, or any element of special value;
- (b) “an asset could be exchanged” refers to the fact that the value of an asset is mainly an estimated amount of money and not a predetermined one or an actual selling price. It is the price of a transaction that meets all the elements contained in the definition of the Market Value on the valuation date;

- (c) “on the valuation date” requires the value to be specific to a certain moment, more exactly to a certain date. Because the market conditions may change, the estimated value may be incorrect or inappropriate for another date. The size of the value will reflect the market condition and circumstances as they are on the valuation date and not those related to another date;
- (d) “between a determined buyer” refers to a buyer that is motivated, but not compelled to buy. This buyer is neither eager, nor determined to buy at any price. Also, this is one buyer who purchases in accordance with the current market realities and expectations, rather than those of an imaginary or hypothetical market, whose existence cannot be demonstrated or anticipated. The hypothetical buyer would not pay a higher price than the market price. The current owner is included among those who constitute the “market”;
- (e) “a determined seller” is neither an eager seller nor a forced one to sell at any price, and also not a seller willing to sell at a price that is considered to be unreasonable in the current market. The determined seller is motivated to sell the asset according to the market conditions, at the best price available on the open market after proper marketing. The particular situation of the current owner is not part of these considerations because the determined seller is a hypothetical owner;
- (f) “an impartial transaction” refers to a transaction that takes place between parties that do not have a particular or special relationship, for example, between the parent company and subsidiary companies or between landlord and tenant that would make the price level inappropriate for the market or would increase the price by including an element of special value. The market value transaction is presumed to be concluded between unrelated parties, each of them acting independently;
- (g) “after proper marketing” means that the asset is presented to the market in the most appropriate manner in order to sell it at the best price reasonably attainable in accordance with the definition of the market value. The selling method is considered to be the method to get the best price on the market, which is accessible to the seller. The length of the exposure time on the market is not a fixed period, but will vary according to the asset type and market conditions. The only criteria is that there must be sufficient time for the asset to be brought to the attention of an adequate number of market participants. The exposure period occurs prior to the valuation date;
- (h) “the parties have each acted knowledgeably, prudently” means that both the determined buyer and the determined seller are reasonably informed about the nature and characteristics of the asset, about its current and potential uses, as well as the market condition on the valuation date. It is also assumed that each party uses that knowledge prudently, in order to search for the most favourable price corresponding to their position in the transaction. Prudence is defined by reference to the market condition on the valuation date and not considering any following date. For example, it is not necessarily unwise for a seller to sell assets in a market with falling prices at a price which is lower than the previous market prices. In such cases, valid for other market transactions that record price changes, the prudent buyer or seller will act in accordance with the best market information available on the valuation date;
- (i) “and without restraint” establishes that each party is motivated to conclude the transaction, but neither is forced or unduly compelled to do so.

3. MARKET VALUE

The properties are described in the Valuation Report and our market analysis and valuation approach are discussed in Section Three, Four and Five of the Valuation Report. The summary in general and the valuations referred to below, must be read in conjunction with the (all) other sections of the Valuation Report.

We are of the opinion that the Market Value of the freehold interest in the subject properties (freehold over the buildings plus “superficia” right (right to build and use the land) over the land in case of Dambovita Mall), on 31 May 2022, subject to the assumptions and comments in the report and the appendices are:

Properties	Market Value (€)
1 Dambovita Mall	81,540,000
2 DN1 Value Centre	74,130,000
3 Zalau Value Centre	45,580,000
4 Sepsi Value Centre	34,200,000
5 Prahova Value Centre	51,300,000
6 Barlad Value Centre	29,350,000
Total	316,100,000

We can confirm that between the date of the valuation and the date of the current letter, there have been no material changes in circumstances that can affect the value.

4. IDENTIFICATION OF THE PROPERTIES (ADDRESS AND REGISTERED DESCRIPTION)

The valued portfolio, subject of the Valuation report includes the following properties:

Property	Address	Cadastral No.
1 Dambovita Mall	Bulevardul Regele Carol I 51, Targoviste, Jud. Dambovita	84347, 84347-C1
2 DN1 Value Centre	Calea Bucuresti, Nr. 2bis, Comuna Balotesti, Jud. Ilfov	63112, 63112-C1, 63112-C2, 113033
3 Zalau Value Centre	Bd. Mihai Viteazul nr. 58B, Zalau, Jud. Salaj	70250, 70251 (70251-C9, 70251-C10, 70251-C11, 70251-C12), 70252, 70253
4 Sepsi Value Centre	Lunca Oltului 31-35, Sfantu Gheorghe	41758 (41758-C1, 41758-C2, 41758-C3)
5 Prahova Value Centre	Piata 1 Decembrie 1918 nr. 1, Ploiesti, judet Prahova	148064
6 Barlad Value Centre	Strada Republicii nr. 320, Barlad, Jud. Vaslui	80601

5. INSPECTION OF THE PROPERTIES

The six properties were inspected by the representatives of Cushman & Wakefield Echinox, internally and externally during the second half of April.

Our inspectors were accompanied by the client's representatives, who identified the subject properties.

The valuations are based on the assumption that no material changes to the properties or the surrounding area were registered between the latest inspection and the current valuation date.

6. BRIEF DESCRIPTION OF THE PROPERTIES, AGE OF THE BUILDINGS AND EXISTING USE

The portfolio appraised by Cushman & Wakefield Echinox includes five open-air malls (DN1 Value Centre, Zalau Value Centre, Sepsi Value Centre, Prahova Value Centre, Barlad Value Centre) and one enclosed mall (Dambovita Mall) having the following site and lettable areas:

Properties	Site Area	GLA	Age	Existing Use
1 Dambovita Mall	68,790 m ²	31,080 m ²	2 years	Enclosed mall
2 DN1 Value Centre	76,725 m ²	27,436 m ²	3 years	Open-air mall
3 Zalau Value Centre	52,013 m ²	19,338 m ²	3 years	Open-air mall
4 Sepsi Value Centre	39,460 m ²	16,907 m ²	1 year	Open-air mall
5 Prahova Value Centre	75,836 m ²	21,690 m ²	1 year	Open-air mall
6 Barlad Value Centre	46,860 m ²	16,373 m ²	1 year	Open-air mall

The properties have been very well constructed, have good architectural merit, aesthetic appeal, sufficient parking facilities and are virtually fully tenanted. The properties are generally highly visible and dominate their environment.

7. CITY PLANNING RESTRICTIONS AND CONDITIONS

We have been provided with the building permits for each of the six properties indicating the validity and legality of the construction works. All information available at the date of valuation indicates that all constructions are in accordance with all regulations and laws in the specific localities.

At the date of valuation we have no indications or information regarding any material contravention of statutory requirements including city planning and title deed conditions (if the case) and conditions of establishment (if the case).

8. TENURE

The documents we have been provided with indicate a number of DJV's SPV's owning the subject properties and also the related land plots – please see the note regarding Dambovita Mall.

Properties	Owner
1 Dambovita Mall – Targoviste (enclosed mall)	PK Grizzly S.R.L. freehold over the buildings and “leasehold” over the land*
2 DN1 Value Centre (open-air mall)	PK Development One S.R.L.
3 Zalău Value Centre (open-air mall)	PK Denim S.R.L.
4 Sepsî Value Centre (open-air mall)	PK Bronze S.R.L.
5 Prahova Value Centre (open-air mall)	PK Green S.R.L.
6 Barlad Value Centre (open-air mall)	PK Vanilla S.R.L.

* On 17 November 2017, PK Grizzly SRL was awarded the tender for 49-year building rights on the 6.88 ha land plot in Targoviste owned by the Dambovita County Council. The term of the contract is 49 years with the option to extend for another 49 years.

Our valuation is made on the assumption that there are no encumbrances or litigations of any kind related to the subject properties and the ownership right can be transferred freely and unencumbered. We also assume that the properties are held free from restriction as to use, or occupation and free from any other restriction which may affect value.

9. TENANTS

We have been provided with the schedule of the leases (rent roll) on 30 April 2022 for all six properties, including the tenant information on space occupied, area, rent, start and expiry dates of the contracts, service charge paid, rent indexation, step rents etc. We did not have access to leases, however we have assumed all information is correct and up to date and the tenants are in the position to fulfil their obligations in accordance with the existing contracts.

The information provided indicates that leases have provision for the recovery of services consumed by the lessee's and turnover rental from various retail outlets. Escalations are market related but are high enough to ensure a more than positive growth rate is ensured without creating an over-rent potential in the medium term.

The properties are similar from the point of view of tenancy being anchored by an international hypermarket which occupies 5,000 to 6,000sqm, several large fashion international retailers occupying 500 to 1,000sqm, electrical appliance store and furniture retailers and a number of smaller tenants, international or local brands. We have also been provided with the income generated by non GLA units (units that do not count against gross lettable area) like kiosks and islands, the discounts applied (if the case), turnover rent, electricity income and net marketing charges. The weighted average remaining leasing term is generally 5 years, with vacancies generally less than 5% of GLA (gross lettable area).

There are no intra-group leases with the exception of small offices leased to Prime Kapital Development SRL.

All details of the tenancy for each property are included in the Report.

10. ASSUMPTIONS AND OTHER MATTERS THAT COULD MATERIALLY AFFECT THE VALUES

The general assumptions presented below along with the other assumptions in the report represent the assumptions we made for the preparation of the report and are part of the valuer's assignment, together with the terms and conditions stipulated in the contract under which this valuation report was conducted and also with the information provided.

Unless otherwise referred to in this Valuation Report, these assumptions apply to the valuation that is subject of the Valuation Report.

10.1 Ownership right

The valuation is based on the assumption that the ownership right is valid and transferable through sale; we also made the assumption that the analysed properties are free of easements, obligations, restrictive agreements or litigation and does not involve onerous or unusual expenses. We also assumed that the properties are not mortgaged and have no debts or other obligations.

Where the Valuation Report includes plans of the location or ownership, they were provided by the Client and were presumed to be correct and accurate. The valuer will not take any action in order to verify the correctness or accuracy of such plans. They are presumed to be accurate, actual, valid and precise.

10.2 Condition of structure, deleterious materials

The Valuation Report does not refer to or offer warranties regarding the condition of the structural strength of the buildings, the foundations, the land and the public utilities. Without prejudice to the generality of the previously mentioned there will be no research regarding the nature, the specifications and availability of the public utilities or the condition of the land and foundation.

In our valuation we have considered the general condition of the properties as observed during the inspection.

We did not perform any research on the condition of the properties analysed; we did not inspect parts of the buildings structure that are not visible or are inaccessible. Therefore, we cannot confirm that the buildings analysed are solid and flawless. The valuation is based on the assumption that the buildings are not affected by any of the following: damage or alterations of any kind, infestation or contamination of any kind, designing or structural flaws.

The Valuation Report does not refer to and does not warrant the existence or inexistence of hazardous or toxic materials on the properties analysed. We cannot confirm that the properties have no risks in this respect. In order to achieve the purpose of the valuation we assumed that an investigation designed to identify hazardous or toxic materials on the properties will not show the presence of such materials.

No mining, geological or other investigations have been undertaken in order to certify that the sites are flawless regarding the foundations. We assumed that the load bearing capacity of the land on which the properties are located is sufficient to sustain the construction on the ground. We also assumed that there are no utility networks on or crossing the properties analysed or placed in a way that could obstruct the use of the properties. We also considered there are no adverse ground conditions, and no archaeological remains are present that could adversely affect the present or future occupation or the value of the properties.

No tests were conducted regarding the electrical installations, the heating, water and sewerage services or the accessory equipment of the buildings, such as elevators, escalators, air conditioning, ventilation, heating, boilers etc. Our evaluation is based on the assumption that the properties benefit from all services, including gas, water, electricity and sewerage and that they operate satisfactorily.

10.3 Building/land areas

We did not perform any measurements of the analysed properties. We considered the information provided by the client regarding the areas as being true and accurate.

10.4 Environmental issues

We did not conduct any research on the environmental issues and those related to contamination or flooding. We did not conduct any environmental impact study.

Our evaluation is based on the assumption that there is no contamination or other environmental issues related to the properties that may affect its value.

10.5 Planning

We have requested the city planning documents from the Client. If they were provided, our valuation is based on the assumption that they are accurate, complete and up to date.

We made no formal request to the authorities, and we did not undertake any formal approach in order to obtain information on the city planning. If the properties include constructions, we assumed they are legally built.

We assumed there are no development proposals (including highway construction) in the analysed area, which could affect the value of the properties.

10.6 Lease

In the situation of a lease contract, we did not make any investigations on the financial capability of the tenants to pay their rent. We assumed that if a property is leased, the tenants have the financial capacity to meet their obligations and there are no violations of the agreement, current or anticipated conflicts with the tenant.

Our evaluation reflects the general perception on the market regarding the potential tenants.

10.7 Legal issues

The legal aspects and especially the interpretation of matters related to ownership title and rents, could have a significant input on the value of the ownership right evaluated. We do not accept any obligation or liability for the interpretation of the legal aspects.

If we are to express our opinion related to the legal issues affecting the evaluation, then such an opinion should be verified by a qualified lawyer before basing any decision of any kind on this opinion.

10.8 Report

We assumed that the information provided by the Client and any authorised representative or consultant, regarding the properties we have valued, is complete, current and accurate. We assumed that we were provided with all the updated details about the analysed properties.

10.9 Constructions

Unless otherwise stated in the Valuation Report, our evaluation was based on the assumption that all construction works have been completed satisfactorily in accordance with the applicable standards and regulations and with any relevant codes of practice.

We assumed that the structure of the buildings is solid and there is no seismic risk higher than the standard.

We did not do any verification on permits or legal restrictions related to the use of the real estate properties.

We assume that the properties are in compliance with all applicable regulations and have all the permits and licenses required by the law and there are no legal restrictions related to it.

11. SOURCES OF INFORMATION

We have been provided by the Client with documents regarding all properties. The list of the documents for each property is presented in the Valuation Report. Generally, we have been provided with planning and cadastral documents as well as details of leasing contracts for the tenants occupying each property.

We have also been provided with historical, current and future forecast data for rental income including turnover rent and speciality income (kiosks, islands, ATM etc), operational expenses, service charge income, electricity profit, net marketing changes, capital expenses, tenant's incentives and discounts, step rents etc.

All information, where possible, has been compared against market and found reasonable and in line with general levels on the market.

Other sources of information used in the report are:

1. Studies, analysis and market data developed internally by Cushman & Wakefield Echinox;
2. Studies, analysis and market intelligence developed by other consultants;
3. Offers or real estate transactions published by magazines, newspapers or specialised web sites;

All these offers or transactions were verified in whole or in part.

12. VALUER

The valuer that issues the report is SC Echinox Evaluari SRL, with its headquarter in Bucharest, district 1 Tiriac Tower, 82 – 94 Buzesti Street, 6th Floor, an authorised ANEVAR corporate member having the Authorisation no. 0007/2022 and a company registered as a firm regulated by RICS having the registration no. 831993. Echinox Evaluari is a third-party non-owned affiliate of Cushman & Wakefield ("C&W"), licenced by C&W to use the Cushman & Wakefield brand and trademarks. Whilst Echinox carries out valuation mandates in accordance with C&W's best practice guidelines, Echinox's work in carrying out the valuation and preparing the valuation report will be undertaken independently of C&W and no representative of C&W will have any input into the valuation or any of the contents of the valuation report.

13. METHOD OF VALUATION

In our Valuation Report we have considered the Income Approach as the most appropriate for the valued properties. Considering the nature of the subject properties, the Discounted Cash Flow model has been considered as the most suitable valuation method.

We have used a 10-year long DCF. The present value of the annual net income is calculated using an appropriate discount rate. The reversionary value of the properties is calculated by applying a reversionary capitalization rate to the NOI in year 11. The Market Value of the properties is the sum of the present values of the net income from years one to ten and of the reversionary value.

Our model is based on the information from the rent roll provided by the Client which includes name of the tenant, leased area, rent, rent start and end dates, indexation date, step rents, discounts etc. Other information such as operational expenses, capital expenditures, service charge collected, historic vacancy has also been processed by the Client and used as the basis for our calculation model.

Firstly, the potential gross rental income has been estimated by adding the sum of the current leases rental income to the market rent for the vacant spaces. Once current leases expire, they are replaced by market rent. Collection losses, structural vacancy and vacancy due to voids between leases have been deducted in order to estimate the effective gross income. Non recoverable operational expenses have been deducted from this effective gross income in order to estimate the Net Operating Income.

Reserves for replacement, budgeted capital expenditures, estimated tenants' improvements and future leasing fees are deducted from NOI in order to estimate the Net Income for each of the 10 years of analysis. The exit year net income considers the market rent of the properties from which, in the same manner as for the previous 10 years, the operational expenses and the capital costs are deducted.

All parameters are in line with historical data for the subject properties, market information, comparable commercial centres and are corroborated to the Client's forecast.

The current vacancy levels are between 0% and 5% in terms of the GLA. We have assumed in our cash flow structural vacancies of 2.5% up to 4% plus voids of three to four months between leases and collection losses of 0.5% to 1% of the current rental income.

Currently only minor operational expenses are not recovered through service charge collected from tenants. We have considered these losses in our calculation to which we have added the loss of service charge income due to vacancy.

The commercial centres are new and do not need any refurbishment for the next years. However, we have deducted a portion of the net income equal to 7.5% up to 10% in order to constitute a reserve for replacement.

The market rent that replaces the current leases once these expire has been estimated in line with the current rental levels in terms of rent per sqm for each category of space in each commercial centre as the properties are recently let, the current leases offering reliable information regarding the market rent. However, as these properties have been let during the construction in the period affected by the restrictions imposed due to SARS COV 2 pandemic, we have assumed an uplift of 4 to 5% at re-letting compared to current rent levels.

There are no properties that are over-rented, or that cannot be re-rented at higher rental rates should such properties become vacant. There is therefore minimal potential for rental flow reversion. There is, however, a positive upside potential for real growth in rental, given the low base off which the average rentals flow. This is provided that the economy remains in a recovery pattern as currently being experienced as that there are no major economic fluctuations which may upset the economy.

For each property the current rental and the future annual rental income is included in the detailed Valuation Report.

14. OPTIONS OR BENEFIT/DETRIMENT OF CONTRACTUAL ARRANGEMENTS

To the best of our knowledge, there are no contractual arrangements on the properties other than the leases as detailed in the report that have a major benefit or are detrimental to the fundamental value base of the properties.

To the best of our knowledge, there are no options in favour of any parties for any purchase of the properties.

15. VALUATION QUALIFICATIONS

Qualifications are usually detailed as a consequence of: leases under negotiation that have not yet been formalised; leases of a large nature where the premises are difficult to re-let; specialised properties; large exposure to a single tenant; potential tenant failure due to over-rent; expenses required for major repairs; maintenance or other exposure to maintain the lettable of the building; contingent expropriations or servitudes that may be enforced; poor lease recordables whereby the lease may be disputed or rendered invalid.

We have, to the best of my knowledge, considered all of these aspects in the valuation of all the properties. There are no properties that are prejudiced in value by the influence of the above factors.

The valuer is, however, not responsible for the competent daily management of the properties that will ensure that this status is maintained, or for the change of any laws, services by local authority or economic circumstances that may adversely impact on the integrity of the buildings or the tenant profile.

16. VALUATION OF PROPERTIES IN PROCESS OF DEVELOPMENT

None of the analysed properties are in process of development. Note, however, that there is spare land capacity for expansion on all the properties. No future development has been planned in respect of any spare land and accordingly no planning permission has been applied for in respect of the spare land. The spare land has not been valued separately.

17. OTHER GENERAL MATTERS AND VALUATION SUMMARY

A full detailed valuation report is available on a property-by-property basis detailing tenancy, city planning, valuer's commentary, expenditure and other details. This has been given to the Directors of MAS and will be available for inspection at the offices of MAS. The Valuation Report includes a summary of the number of properties and the aggregate of their values.

18. PROPERTIES HELD FOR DEVELOPMENT

None of the analysed properties are held for development.

19. USE OF A PROPERTY

The properties have been valued in accordance with their existing use which represents their market value. No alternative use for the properties has been considered in determining their value.

20. EXTERNAL PROPERTIES

Each of the properties valued is located in Romania, which is outside the Republic of South Africa, namely in Romania. The basis of valuation is set out in section 2 above.

21. MISCELLANEOUS

21.1 The present summary is just a short resume of the main issues of the Valuation Report and all the (other) (detailed) aspects, including without limitation liability, confidentiality, (purpose and/or restrictions of) use of the Valuation Report, publication, and distribution of the Valuation Report, may be found (in full) in the Valuation Report.

21.2 The terms defined in the Valuation Report and/or in the contract have the same meaning inside the present summary unless the context otherwise requires, or it is otherwise provided herein.

SCHEDULE OF PROPERTIES

No	Property name	Physical address	Registered legal description (Cadastral number) and use	Property description	Valuer's inspection date	Freehold/Leasehold	Tenure of leasehold	Rentable area (GLA) (m ²)	Approximate age of building	Zoning, town planning and statutory contravention (if any)	Assumed perpetual void/vacancy	Income projection NOI (€) for the period	
												31 May 2022 to 30 May 2023	Valuation (€) on 31 May 2022
1	Dambovită Mall	Bulevardul Regele Carol I 51, Targoviste, Jud. Dambovită	84347, 8437-C1	Shopping center	26 April 2022	freehold over the buildings and "leasehold" over the land*	49 years*	31,080	2 years	Commercial area, existing building permit	4.00%	5,484,486	81,540,000
2	DNI Value Centre	Calea Bucuresti, Nr. 2bis, Comuna Balotesti, Jud. Ilfov	63112, 63112-C1, 63112-C2, 113033	Open-air mall	22 April 2022	freehold	n/a	27,436	3 years	Commercial area, existing building permit	2.50%	5,048,255	74,130,000
3	Zalau Value Centre	Bd. Mihai Viteazul nr. 58B, Zalau, Jud. Salaj	70250, 70251 (70251-C9, 70251-C10, 70251-C11, 70251-C12), 70252, 70253	Open-air mall	2 May 2022	freehold	n/a	19,338	3 years	Commercial area, existing building permit	2.50%	3,136,016	45,580,000
4	Sepsi Value Centre	Lunca Oltului 31-35, Sfantu Gheorghe	41758 (41758-C1, 41758-C2, 41758-C3)	Open-air mall	27 April 2022	freehold	n/a	16,907	1 year	Commercial area, existing building permit	2.50%	2,326,098	34,200,000
5	Prahova Value Centre	Piața 1 Decembrie 1918 nr. 1, Ploiesti, judet Prahova	148064	Open-air mall	22 April 2022	freehold	n/a	21,690	1 year	Commercial area, existing building permit	2.50%	3,431,015	51,300,000
6	Barlad Value Centre	Strada Republicii nr. 320, Barlad, Jud. Vaslui	80601	Open-air mall	27 April 2022	freehold	n/a	16,373	1 year	Commercial area, existing building permit	2.50%	2,024,231	29,350,000

* On 17 November 2017, PK Grizzely SRL was awarded the tender for 49-year building rights on the 6.88 ha land plot in Targoviste owned by the Dambovită County Council. The term of the contract is 49 years with the option to extend for another 49 years.

MATERIAL CONTRACTS

In addition to the Transaction Agreements, the salient features of which are set out in paragraph 9 of the Circular, the following are details of material contracts, being (i) contracts entered into otherwise than in the ordinary course of business, within the two years prior to the date of this Circular or at any time containing an obligation or settlement that is or may be material to the Company or its subsidiaries at the last practicable date; and (ii) contracts that are otherwise considered material by the Company.

1. DISPOSAL OF INVESTMENT PROPERTY IN BUCHS, SWITZERLAND

MAS, through its wholly owned subsidiary, Petrusse Capital S.à.r.l., has entered into an agreement (“**the transaction**”) for the sale of its single-tenant logistics property with associated office space in Buchs, Switzerland (“**the property**”). The purchaser is Swiss Prime Site Immobilien AG, a listed real estate company based in Switzerland.

The sale price of the property is CHF 38.5 million (EUR 36.2 million), excluding VAT which will be settled in cash upon completion. Completion is subject to the satisfaction of a condition precedent which requires practical completion of construction and extension works. The completion of the applicable construction works, that are estimated to cost CHF 5.9 million (EUR 5.6 million) in aggregate and that have commenced in 2020, have been contracted and are continuing according to schedule on the date of this announcement. The transaction is anticipated to complete on or before 31 December 2020.

The transaction is in line with MAS’ strategy to dispose of the Company’s Western European investment properties and the redeployment of capital to more attractive investments in CEE. The transaction is a result, and consistent with the objectives, of this strategy. The proceeds of the transaction after taxes and mandatory settlements of senior debt facilities, will be redeployed in line with the above strategy.

The disposal is more fully detailed in the announcement published on SENS on 9 July 2020.

2. DISPOSAL OF INVESTMENT PROPERTIES IN GERMANY (HEPPENHEIM, GUMMERSBACH, NORDHAUSEN AND DONAUESCHINGEN)

MAS, through its wholly owned subsidiaries, Intermezzo Capital S.à r.l., Impromptu Capital S.à r.l. and Interlude Capital S.à r.l., has entered into an agreement (“**the transaction**”) for the sale of four of its DIY retail properties located in Germany (“**the properties**”). The purchaser is MEAG MUNICH ERGO Kapitalanlagegesellschaft mbH, a leading asset management group based in Germany.

The aggregate purchase consideration under the transaction for all the properties is €62,030,000 (excluding VAT). The net expected proceeds from the transaction, post settlement of €30,506,678 of secured debt, transaction costs, tax, early debt repayment penalties, costs associated with completion of fire safety upgrade works and other costs is approximately €24,191,326 (final bank settlement figures are dependent on closing dates) and is broadly in line with expectations regarding net proceeds as disclosed in the Group’s audited consolidated annual financial statements for the year ended 30 June 2020.

The transaction is in line with MAS’ strategy to dispose of the Company’s Western European investment properties and the redeployment of capital to more attractive investments in CEE. The transaction is a result, and consistent with the objectives, of this strategy. The proceeds of the transaction after taxes and mandatory settlements of senior debt facilities, will be redeployed in line with the above strategy.

The disposals are more fully detailed in the announcement published on SENS on 11 September 2020.

3. DISPOSAL OF INVESTMENT PROPERTIES TO THE VALUE OF €175.2 MILLION IN GERMANY AND THE UK

MAS, through its wholly owned subsidiaries, Brandenburg Retail Capital S.a.r.l., Magdeburg Retail Capital S.a.r.l., Leipzig Retail Capital S.a.r.l. and Instrumento Capital S.a.r.l., has entered into an agreement (“**the transaction**”) for the sale of 23 of its convenience retail properties located in Germany (“**the properties**”). The purchasers are CC Real Estate Asset 5 GmbH & Co. KG and CC Real Estate Asset 6 GmbH & Co. KG, which are two special purpose investment vehicles held by the fund Real Rendite UI - Segment CC Retail, which is managed by Universal-Investment-Gesellschaft mbH. Captiva GmbH, a leading asset management group based in Germany, is acting as asset manager to Universal-Investment-Gesellschaft mbH in this transaction.

The aggregate purchase consideration under the transaction for the properties is €95million (excluding VAT). The net expected cash proceeds from the transaction, post settlement of €45.1million of secured debt, transaction costs, tax, early debt repayment penalties and other costs are approximately €44.3million (final bank settlement figures are dependent on closing dates) and are broadly in line with expectations regarding net proceeds as disclosed in the Company's consolidated financial statements on 30 June 2020.

The transaction is in line with MAS' strategy to dispose of the Company's Western European investment properties and the redeployment of capital to more attractive investments in CEE. The transaction is a result, and consistent with the objectives, of this strategy. The proceeds of the transaction after taxes and mandatory settlements of senior debt facilities, will be redeployed in line with the above strategy.

The disposals are more fully detailed in the announcement published on SENS on 21 December 2020.

4. DISPOSAL OF INVESTMENT PROPERTY TO THE VALUE OF €24.8MILLION IN GERMANY

MAS, through its wholly owned subsidiary, Intonata Capital S.a.r.l., has entered into an agreement (“**the transaction**”) for the sale of its retail property located in Bruchsal, Germany (“**the property**”). The purchaser is Neo Retail Investment 1 GmbH & Co. KG, which is a special purpose investment vehicle held by the fund Rendite Real UI-Segment Sigma. GPEP GmbH, a leading asset management group based in Germany, is acting as asset manager in this transaction.

The aggregate purchase consideration under the transaction for the property is €24.8million (excluding VAT). The net expected cash proceeds from the transaction, post settlement of €11.3million of secured debt, transaction costs, tax, early debt repayment penalties and other costs are approximately €10.9million (final bank settlement figures are dependent on closing dates) and are broadly in line with expectations regarding net proceeds as disclosed in the Company's consolidated financial statements on 30 June 2020.

The transaction is in line with MAS' strategy to dispose of the Company's Western European investment properties and the redeployment of capital to more attractive investments in CEE. The transaction is a result, and consistent with the objectives, of this strategy. The proceeds of the transaction after taxes and mandatory settlements of senior debt facilities, will be redeployed in line with the above strategy.

The disposal is more fully detailed in the announcement published on SENS on 24 December 2020.

5. DISPOSAL OF UK INVESTMENT PROPERTY (NEW UBERIOR HOUSE) AND DEVELOPMENT LAND (NORTH STREET QUARTER)

MAS, through its wholly owned subsidiary, MAS (IOM) Holdings Limited, has entered into an agreement (“**the sale agreement**”) for the disposal of its investment in its wholly owned subsidiary New Uberior House Limited (“**the transaction**”). New Uberior House Limited owns the New Uberior House Princess Exchange office property (“**the property**”) located in Edinburgh, Scotland. The investment was sold to a leading Germany-based asset and investment management group, Union Investment Institutional Property GmbH, acting in its own name and for the account of UII EuropeanM, a German real estate investment fund (“**the purchaser**”).

The gross purchase consideration under the sale agreement is GBP78.6million (EUR91.0million), subject to adjustments for movements in the net working capital of New Uberior House Limited between the date of execution and the date on which closing occurs. The expected net proceeds of the transaction, after the settlement of amounts outstanding under a senior loan facility (GBP38.38million (EUR42.7million) on 31 December 2020), transaction costs, taxes, and other costs, are approximately GBP39.1million (EUR45.2million).

The transaction is in line with MAS' strategy to dispose of the Company's Western European investment properties and the redeployment of capital to more attractive investments in CEE. The transaction is a result, and consistent with the objectives, of this strategy. The proceeds of the transaction after taxes and mandatory settlements of senior debt facilities, will be redeployed in line with the above strategy.

The disposal is more fully detailed in the announcement published on SENS on 27 May 2021.

6. DISPOSAL OF INVESTMENT PROPERTY TO THE VALUE OF €45.2MILLION IN THE UK

MAS, through its wholly owned subsidiaries, New Waverley 14 Limited, New Waverley 20 Limited and New Waverley 10 Limited, has entered into an agreement (“**the transaction**”) for the sale of its hotel property and adjacent public square in Edinburgh, Scotland (“**the property**”). The purchaser is Padox Thistle Limited, a special purpose vehicle held by Padox AB, a leading owner of hotel properties in Northern Europe with a focus on sizeable hotels in key leisure and corporate destinations. Transaction execution and closing occurred on the same date and all conditions have been fulfilled.

The aggregate purchase consideration under the transaction for the property is €45.2million (excluding VAT). The net expected cash proceeds from the transaction, post settlement of €18.2million of secured debt, transaction costs, tax, early debt repayment penalties and other costs are approximately €27.0million.

The transaction is in line with MAS’ strategy to dispose of the Company’s Western European investment properties and the redeployment of capital to more attractive investments in CEE. The transaction is a result, and consistent with the objectives, of this strategy. The proceeds of the transaction after taxes and mandatory settlements of senior debt facilities, will be redeployed in line with the above strategy.

The disposal is more fully detailed in the announcement published on SENS on 21 December 2021.



MAS P.L.C.

Registered in Malta
Registration number C99355
JSE share code: MSP
ISIN: VGG5884M1041
LEI code: 213800T1TZPGQ7HS4Q13
("MAS" or "the Company")

NOTICE OF SHAREHOLDERS' MEETING

Where appropriate and applicable, the terms defined in the Circular to which this notice of Shareholders' Meeting is attached, bear the same meaning in this notice of Shareholders' Meeting and in particular, in the resolutions set out below.

Notice is hereby given that a meeting of the shareholders of the Company will be held at 13:00 on Thursday, 30 June 2022, at the registered offices of MAS, Suite 11, Marina Business Centre, Abate Rigord Street, Ta' Xbiex XBX1129, Malta for the shareholders to consider and, if deemed fit, approve with or without modification, the resolutions set out below.

Ordinary resolution numbers 1 and 2 as set out in this notice of Shareholders' Meeting are not cross-conditional, therefore shareholders can vote in favour of one or both resolutions. Ordinary resolution numbers 1 and 2 are further each subject to the fulfilment or, if applicable, waiver of the conditions precedent to the Agreement, as set out in the Circular.

IMPORTANT DATES TO NOTE:

	2022
Record date to receive the Circular and notice of Shareholders' Meeting	Friday, 27 May
Last day to trade in order to be eligible to participate in and vote at the Shareholders' Meeting	Tuesday, 21 June
Voting record date	Friday, 24 June
Last day to lodge forms of proxy for the Shareholders' Meeting by 13:00	Monday, 27 June
Shareholders' Meeting held at 13:00	Thursday, 30 June
Results of the Shareholders' Meeting released on SENS	Thursday, 30 June

Only shareholders reflected on the share registers as such on the voting record date are entitled to vote on the resolutions below. Shareholders should note that, as trading in shares on the JSE is settled through Strate, settlement of trades takes place three business days after the date of such trades. Therefore, shareholders who acquire shares after the last day to trade in shares will not be entitled to vote at the Shareholders' Meeting.

RESOLUTION 1: APPROVAL OF THE ACQUISITION OF THE PROPERTIES

"Resolved in terms of paragraph 10.4(e) of the JSE Listings Requirements that the acquisition by MAS of the Sale Shares and the Sale Claims of each of PK Development One S.R.L., PK Denim S.R.L., PK Grizzly S.R.L., PK Bronze S.R.L., PK Vanilla S.R.L. and PK Green S.R.L., being the respective owners of the properties known as DN1 Property, Zalau Property, Dambovita Mall Property, Sepsi Property, Barlad Property and Prahova Property (all of which are indivisible and inter-conditional), for an aggregate transaction value of €319,706,000 before adjustments for Working Capital and the amounts outstanding under the Bank Facility Agreements (as detailed in paragraph 9.1 of the Circular to which this notice of Shareholders' Meeting is attached), be and is hereby approved with authority granted to any director and/or the company secretary of MAS to do all such things and sign all such documents required to give effect to this resolution."

In order for resolution 1 to be adopted, the support of more than 50% of the voting rights exercised on the resolution by shareholders eligible to vote, present in person or by proxy at the Shareholders' Meeting is required. The votes of Prime Kapital together with their associates, including Martin Slabbert and Victor Semionov will be taken into account when determining a quorum but will be excluded from voting on ordinary resolution 1.

RESOLUTION 2: EXECUTION OF THE DJV RELATIONSHIP EXTENSION LETTER

“Resolved in terms of paragraph 10.4(e) of the JSE Listings Requirements that the DJV Relationship Extension Letter for, *inter alia*, the extension of the relationship between the DJV Parties through the extension of the Exclusivity Period, the Drawdown Period and the Optional Termination Date of the DJV Agreement for a further period of five years and to increase MAS’ funding commitment to the DJV on the basis detailed in paragraph 9.2 of the Circular to which this notice of Shareholders’ Meeting is attached), be and hereby is approved with authority granted to any director and/or the company secretary of MAS to do all such things and sign all such documents required to give effect to this resolution.”

The increase in MAS’ funding commitment to the DJV includes (i) an increase in the Committed Amount by €50,000,000 to €470,000,000; (ii) the reinstatement of the Committed Amount available by a maximum amount of €100,000,000 on a fully revolving basis for any return of capital, in excess of €25,000,000, relating to a major capital event (being any corporate or corporate finance transaction, including disposals or exits of investments or capital raising events such as debt refinancing); and (iii) the provision of a revolving credit loan facility of €30,000,000 to DJV at a fixed interest rate of 7.5% per annum. The final repayment date of the facility will be the last day of the Drawdown Period.

In order for resolution 2 to be adopted, the support of more than 50% of the voting rights exercised on the resolution by shareholders eligible to vote, present in person or by proxy at the Shareholders’ Meeting is required. The votes of Prime Kapital together with their associates, including Martin Slabbert and Victor Semionov will be taken into account when determining a quorum but will be excluded from voting on ordinary resolution 2.

QUORUM

A meeting of shareholders is duly constituted and quorate if, at the commencement of the meeting, there are present in person (in the case of a shareholder who is an individual) or by a duly appointed representative (in the case of a shareholder who is a body corporate) or by proxy (in either case) a shareholder or shareholders holding at least twenty-five per cent of the voting rights entitled to be exercised and comprising at least three persons present in person or by duly appointed representative or by proxy.

VOTING AND PROXIES

There are different forms of proxy for shareholders on the European and South African share registers. If you are a shareholder, whether or not you intend to attend the meeting of shareholders, you are requested to complete the relevant form of proxy or form of instruction in accordance with the instructions contained therein.

The South African form of proxy for shareholders on the South African share register is attached to and forms part of this Circular.

Shareholders on the European share register may vote electronically by following the instructions contained in their applicable voting form. Forms of proxy for certificated shareholders will be posted to shareholders with this document for use at the Shareholders’ Meeting. An example of the forms of proxy for shareholders on the European share register is attached to and forms part of this Circular.

To be valid, the forms of proxy for use by shareholders on both the European share register and the South African share register must be completed and returned, in accordance with the instructions contained therein, to be received by the BVI registrar and South African transfer secretaries, respectively, by no later than 13:00 on Tuesday, 28 June 2022.

Shareholders on the South African register who hold their shares in dematerialised form registered in a name other than their own name, who wish to attend the Shareholders’ Meeting in person, will need to request their CSDP or broker to provide them with the necessary letter of representation in terms of the custody agreement entered into between such shareholders and the CSDP or broker. Such shareholders who are unable to attend the Shareholders’ Meeting and who 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 in the manner and time stipulated therein.

By order of the Board
Nathalie Vella
Company secretary

8 June 2022
Correspondence address:
Suite 11, Marina Business Centre
Abate Rigord Street
Ta’ Xbiex
XBX1129
Malta

Note: A shareholder may be represented at the meeting by a proxy, who need not be a shareholder, to speak and vote on behalf of the shareholder. Please note the details for the return of proxy forms vary for European and South African shareholders.



MAS P.L.C.

Registered in Malta
Registration number C99355
JSE share code: MSP
ISIN: VGG5884M1041
LEI code: 213800T1TZPGQ7HS4Q13
("MAS" or "the Company")

SOUTH AFRICAN FORM OF PROXY

This form of proxy is for use by shareholders on the SA share register ONLY.

Where appropriate and applicable, the terms defined in the Circular to which this form of proxy is attached bear the same meanings in this form of proxy.

THIS FORM OF PROXY IS ONLY FOR USE BY:

- certificated shareholders on the SA share register, and
- own-name dematerialised shareholders on the SA share register.

For completion by the aforesaid registered shareholders who are unable to attend the Shareholders' Meeting to be held at 13:00 on Thursday, 30 June 2022, at the registered offices of MAS, Suite 11, Marina Business Centre, Abate Rigord Street, Ta' Xbiex XBX1129, Malta

If you are a dematerialised shareholder, other than with own-name registration, do not use this form. Dematerialised shareholders, other than with own-name registration, should provide instructions to their appointed CSDP or broker in the form as stipulated in the agreement entered into between the shareholder and the CSDP or broker.

I/We (FULL NAMES IN BLOCK LETTERS PLEASE)

Email address

Telephone number

Cell phone number

of (address)

being the holder(s) of

MAS shares hereby appoint:

1. or failing him/her

2. of failing him/her

3. the chairperson of the Shareholders' Meeting

as my/our proxy to attend and speak and to vote for me/us and on my/our behalf at the Shareholders' Meeting of shareholders and at any adjournment or postponement thereof, for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed at the Shareholders' Meeting, and to vote on the resolutions in respect of the shares registered in my/our name(s).

Please indicate with an "X" in the appropriate spaces below how you wish your votes to be cast. Unless this is done the proxy will vote as he/she thinks fit.

	Number of votes		
	*In favour of	*Against	*Abstain
Resolution 1: Approval of the acquisition of the Properties			
Resolution 2: Execution of the DJV Relationship Extension Letter			

One vote per MAS share held by shareholders, recorded in the registers on the voting record date

Unless otherwise instructed my proxy may vote or abstain from voting as he/she thinks fit.

Signed this

day of

2022

Signature

Assisted by me (where applicable)

(State capacity and full name)

A shareholder entitled to attend and vote at the Shareholders' Meeting is entitled to appoint a proxy to attend, vote and speak in his/her stead. A proxy need not be a shareholder of MAS. Each shareholder is entitled to appoint one or more proxies to attend, speak and, on a poll, vote in place of that shareholder at the Shareholders' Meeting.

Forms of proxy are requested to be delivered to the transfer secretaries, Computershare Investor Services Proprietary Limited at Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, or posted to Private Bag X9000, Saxonwold, 2132, or faxed to +27 11 688 5238, or emailed to proxy@computershare.co.za, so as to arrive no later than 13:00 on Tuesday, 28 June 2022. Any shareholder who completes and lodges a form of proxy will be entitled to attend, speak and vote in person at the Shareholders' Meeting should the shareholder decide to do so.

Please read notes on the reverse side hereof

NOTES TO SOUTH AFRICAN FORM OF PROXY

1. This form of proxy is for use by certificated shareholders and own-name dematerialised shareholders on the South African share register only. Certificated shareholders and own-name dematerialised shareholders unable to attend the Shareholders' Meeting, but who wish to vote, are requested to complete this form of proxy and return it (together with the power of attorney and other authority, if any, under which it is signed, or a notarial certified office copy thereof) to Computershare Investor Services (South Africa) Proprietary Limited, either by depositing it at Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, via email to proxy@computershare.co.za, or via post to Private Bag X9000, Saxonwold, 2132, to be received no later than 13:00 on Tuesday, 28 June 2022.
2. A shareholder may insert the name of a proxy or the names of two or more alternative proxies of the shareholder's choice in the space, with or without deleting "the chairperson of the Shareholders' Meeting". The person whose name stands first on the form of proxy and who is present at the Shareholders' Meeting will be entitled to act as proxy to the exclusion of those whose names follow.
3. If the appointer is a corporation, this proxy must be executed under its common seal or under the hand of some officer or attorney duly authorised on its behalf.
4. In the case of joint holders, any one such person may sign.
5. Dematerialised shareholders who have not elected own-name registration who are unable to attend the Shareholders' Meeting, but who wish to vote, must promptly provide their CSDP or broker with their voting instructions in terms of the custody agreement entered into between that shareholder and the CSDP or broker, and must not complete this form.



MAS P.L.C.

Registered in Malta
Registration number C99355
JSE share code: MSP
ISIN: VGG5884M1041
LEI code: 213800T1TZPGQ7HS4Q13
("MAS" or "the Company")

EUROPEAN FORM OF PROXY AND NOTES

This form of proxy is for use by shareholders on the European share register ONLY.

Where appropriate and applicable, the terms defined in the Circular to which this form of proxy is attached bear the same meanings in this form of proxy.

Please complete this box only if you wish to appoint a third-party proxy other than the Chairman.

Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).

I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the Shareholders' Meeting of MAS to be held at Suite 11, Marina Business Centre, Abate Rigord Street, Ta' Xbiex, XBX1129, Malta on 30 June 2022 at 13:00, and at any adjourned meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 2.

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Resolutions

		For	Against	Vote Withheld
1.	Approval of the Acquisition of the Properties.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	Execution of the DJV Relationship Extension Letter.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g., director, secretary)

NOTES TO EUROPEAN FORM OF PROXY

To be effective, all proxy appointments must be lodged with the Company's Registrars at: Computershare Investor Services (BVI) Limited, c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 13:00 on Tuesday, 28 June 2022.

Explanatory Notes:

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
2. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0370 707 4040 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
4. Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on 24 June 2022. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
5. The above is how your address appears on the Register of Members. If this information is incorrect, please ring the Registrar's helpline on 0370 707 4040 to request a change of address form or go to www.investorcentre.co.uk/jc to use the online Investor Centre service.
6. Any alterations made to this form should be initialled.
7. The completion and return of this form will not preclude a member from attending the meeting and voting in person.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services (BVI) Limited accept no liability for any instruction that does not comply with these conditions.