

# heartwood®

## PROPERTIES

**HEARTWOOD PROPERTIES LIMITED**  
(Incorporated in the Republic of South Africa)  
Registration Number: 2017/654253/06  
ISIN: ZAE400000044  
4AX Share Code: 4AHWP

("Heartwood Properties" or "the Company")

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### AMENDMENTS TO AND ACCEPTANCE OF AWARD UNITS UNDER THE HEARTWOOD PROPERTIES LONG TERM INCENTIVE SCHEME

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#### 1. Acceptance of Award Units

- 1.1. In accordance with paragraph 11.40 of the listing requirements of 4 Africa Exchange Proprietary Limited, notice is hereby given of the following off-market dealings in Heartwood Properties securities by directors of the Company.
- 1.2. The Directors have accepted an allocation of (i) Performance Units and (ii) Retention Units (collectively "Award Units") in terms of the Heartwood Properties Long-Term Incentive Scheme ("LTI") as follows:

|   |  |
|---|--|
| <b>NAME OF DIRECTOR:</b>  | John Whall   |
| <b>COMPANY OF WHICH I AM A DIRECTOR /<br/>PRESCRIBED OFFER:</b>   | Director of Heartwood Properties                                     |
| <b>STATUS: EXECUTIVE / NON-EXECUTIVE</b>  | Executive  |
| <b>DATE OF ACCEPTANCE OF AWARD UNITS:</b>   | 13 August 2021   |
| <b>VESTING DATE OF AWARD UNITS:</b>   | July 2024  |
| <b>PHANTOM VALUE PER UNIT:</b>  | R0.89  |
| <b>NATURE OF TRANSACTION:</b>   | Off-market acceptance of conditional Award Units in terms of the LTI |
| <b>NATURE AND EXTENT OF DIRECTOR'S /<br/>PRESCRIBED OFFICER'S INTEREST IN THE<br/>TRANSACTION:</b>                          | Direct beneficial  |
| <b>CONFIRMATION THAT CLEARANCE HAS<br/>BEEN GIVEN IN TERMS OF PARAGRAPH<br/>11.40.8 OF THE 4AX LISTING<br/>REQUIREMENTS</b> | Yes, clearance has been granted                                      |

|   |                                  |
|---|----------------------------------|
| <b>NAME OF DIRECTOR:</b>  | Koba Dumas                       |
| <b>COMPANY OF WHICH I AM A DIRECTOR /<br/>PRESCRIBED OFFER:</b> | Director of Heartwood Properties |
| <b>STATUS: EXECUTIVE / NON-EXECUTIVE</b>                        | Executive                        |

|   |  |
|---|--|
| <b>DATE OF ACCEPTANCE OF AWARD UNITS:</b>   | 13 August 2021   |
| <b>VESTING DATE OF AWARD UNITS:</b>   | July 2024  |
| <b>PHANTON VALUE PER UNIT:</b>  | R0.89  |
| <b>NATURE OF TRANSACTION:</b>   | Off-market acceptance of conditional Award Units in terms of the LTI |
| <b>NATURE AND EXTENT OF DIRECTOR'S / PRESCRIBED OFFICER'S INTEREST IN THE TRANSACTION:</b>                      | Direct beneficial  |
| <b>CONFIRMATION THAT CLEARANCE HAS BEEN GIVEN IN TERMS OF PARAGRAPH 11.40.8 OF THE 4AX LISTING REQUIREMENTS</b> | Yes, clearance has been granted                                      |

**Notes:**

- 1) The Award Units will vest on the vesting date specified above.
- 2) Pursuant to the terms of the LTI, the settlement of the Award Units will be by way of (i) either cash or shares in Heartwood Properties ("**Shares**"), or (ii) a combination of both, at the Remuneration Committee of the Company's discretion.
- 3) The total number of Award Units that will be issued to executive directors pursuant to the exercise of the Award Units will be determined in accordance with, inter alia, a formula based on the growth in the phantom value per Award Unit from the date of grant of the Award Units, to the date of exercise. Accordingly, the total monetary value and total number of Shares to be issued, if applicable, will only be determined on a future date.
- 4) A further announcement will be published on 4AXNS upon exercise of the Award Units by each director, disclosing the exact number of Shares issued, if applicable, in accordance with the 4AX Listings Requirements.

**2. Amendments to previous Award Units**

- 2.1. Shareholders are referred to the announcement released on 4AX news service on 01 July 2021, in relation to the acceptance of award units under the Heartwood Properties LTI and are advised that the members of the Remuneration Committee have resolved to amend the phantom value price per unit for July 2023 from R0.68 to R0.71.
- 2.2. The rationale for the amendment to the LTI in respect of the phantom value price is to reflect a phantom value price equal to the audited net asset value per share as at the Company's most recent year end as opposed to a 3-year average audited net asset value per share.

17 August 2021

**4AX EXTERNAL ISSUER AGENT:**

**Palidus**  
CAPITAL