

heartwood[®]

PROPERTIES

HEARTWOOD PROPERTIES LIMITED

Incorporated in the Republic of South Africa

Registration Number: 2017/654253/06

ISIN: ZAE400000044

CTSE Share Code: 4AHWP

(“Heartwood Properties” or “the Company”)

NOTICE OF ANNUAL GENERAL MEETING AND DECLARATION OF ORDINARY CASH DIVIDEND

1. NOTICE OF ANNUAL GENERAL MEETING

- 1.1. Notice is hereby given that the annual general meeting (“AGM”) of the shareholders of Heartwood Properties will be held on **Tuesday, 28 June 2022**, at **12:00**, for purposes to transact the formal business as set out in the notice of AGM.
- 1.2. The notice of AGM, incorporating the full annual financial statements for the year ended 28 February 2022 (“**Annual Report**”), was dispatched to shareholders on Tuesday, 31 May 2022. The Annual Report is available for download at <http://www.heartwoodproperties.co.za>.
- 1.3. The date on which shareholders must be recorded as such in the share register of the Company to be eligible to attend, participate and vote at the AGM is Friday, 24 June 2022, with the last day to trade being Friday, 24 June 2022.
- 1.4. The AGM of Heartwood Properties will be held in electronic format only, as permitted by the exchange operated by Cape Town Stock Exchange Proprietary Limited (“**CTSE**”), the provisions of the Companies Act, No 71 of 2008, as amended (“**Companies Act**”) and the memorandum of incorporation of the Company.
- 1.5. Shareholders are encouraged to connect to the AGM through the CTSE Registry Portal. The CTSE Registry Portal permits for both voting and questions by shareholders. Further details of the electronic participation guidelines are set out in the notice of AGM, including how eligible shareholders can vote online. Should shareholders require any assistance in this regard, please contact the Company’s transfer secretary, being CTSE Registry (“**Transfer Secretary**”) on 011 100 8352 or by email at admin@ctseregistry.co.za, as soon as possible, but practically by no later than **12:00** on Monday, 27 June 2022.
- 1.6. The Transfer Secretary and Company Secretary will assist shareholders with the requirements for electronic meeting participation. The Transfer Secretary and Company Secretary is obliged to validate such requests and confirm the identity of the shareholder in terms of section 63(1) of the Companies Act and thereafter, if validated, provide further details on using the electronic facility.
- 1.7. Shareholders are further encouraged to submit any questions by emailing the Company Secretary, Chris Wilson (chris.wilson@kilgetty.co.za). These questions will be addressed via the electronic participation channel at the AGM.

2. DECLARATION OF ORDINARY CASH DIVIDEND

- 2.1. Shareholders of Heartwood Properties are hereby advised that the board of directors of Heartwood Properties has, for the year-end period ended 28 February 2022, declared a final gross cash dividend of 1.52 cents per Heartwood Properties share (“**Heartwood Properties Ordinary Dividend**”).

2.2. The Heartwood Properties Ordinary Dividend will be payable to Shareholders who are recorded as such in the Company's share register at the close of business on the record date specified in the timetable in paragraph 2.3 below. The number of ordinary shares in issue as at the date of declaration of the Heartwood Properties Ordinary Dividend is 131 051 161 (one hundred thirty-one million fifty-one thousand one hundred sixty-one).

2.3. The salient dates and times applicable to the Heartwood Properties Ordinary Dividend is as follows:

Declaration Date	Tuesday, 31 May 2022
Finalisation Date	Monday, 6 June 2022
Public Holiday	Thursday, 16 June 2022
Last day to trade cum dividend	Friday, 17 June 2022
Record Date	Friday, 17 June 2022
Shares commence trading ex-dividend	Monday, 20 June 2022
Payment Date	Monday, 20 June 2022

2.4. In accordance with paragraph 11.49 and 11.50 of the CTSE Listing Requirements, the following additional information is disclosed:

- 2.4.1. the local dividend withholding tax rate is 20% (twenty percent) and applicable to shareholders not exempted as such;
- 2.4.2. shareholders holding their Heartwood Properties Share from a foreign jurisdiction might be subject to a different withholding tax rate;
- 2.4.3. the Heartwood Properties Ordinary Dividend will be paid from retained earnings;
- 2.4.4. the gross Heartwood Properties Ordinary Dividend amount to be used in determining the dividends tax is [1.52]cents per Heartwood Properties Share. The Heartwood Properties Ordinary Dividend amount is payable in full to shareholders exempt from dividends tax;
- 2.4.5. the dividends tax to be withheld by the Company is equal to 0.304 cents per Heartwood Properties Share;
- 2.4.6. the net Heartwood Properties Ordinary Dividend amount is 1.216 cents per Heartwood Properties Share for shareholders not exempt from dividends tax;
- 2.4.7. Heartwood Properties has 131 051 161 (one hundred thirty-one million fifty-one thousand one hundred sixty-one) ordinary shares in issue as at the date of this declaration announcement; and
- 2.4.8. the Company has no treasury shares.

2.5. Tax implications:

- 2.5.1. Heartwood Properties' income tax reference number is: 9627959175; and
- 2.5.2. To the extent that Shareholders are in any doubt as to the tax implications of the Heartwood Properties Ordinary Dividend, such shareholders are encouraged to consult their professional advisors for individual advice.

2.6. Payment of the Heartwood Properties Ordinary Dividend:

Shareholders are advised that the payment of the Heartwood Properties Ordinary Dividend will be done via the CTSE Registry Services Proprietary Limited ("**CTSE Registry**") platform into Shareholders' share trading accounts.

2.7. Shareholders who have opened a share trading account with an authorised user are hereby reminded that for the dividends to be paid to their respective bank accounts, an instruction to do so should be given to the authorised user before any payments will be made.

31 May 2022

External Issuer Agent

Pallidus