

Delta Property Fund Limited  
(Incorporated in the Republic of South Africa)  
(Registration number 2002/005129/06)  
Share code: DLT ISIN: ZAE000194049  
("Delta" or "the Company")  
REIT status approved

**Termination of existing asset management agreement and  
cautionary announcement**

**1. Termination of asset management agreement**

Delta shareholders are advised that Delta's board of directors intend to action the termination clause in its existing asset management agreement with MPI Property Asset Management Proprietary Limited ("MPIPAM") ("Existing Manco Agreement"). The board is of the view that ongoing differences among the shareholders of MPIPAM are not in the best interest of Delta shareholders. It is anticipated that the termination will be concluded in terms of the provisions of the Existing Manco Agreement, which permits Delta to terminate the Existing Manco Agreement on notice if approved by Delta shareholders and subject to the payment of the relevant termination fee. Such fee is not anticipated to be material to Delta but the actual termination fee payable can only be calculated after the date on which the termination becomes effective.

Delta, simultaneously intends to enter into an asset management agreement ("New Manco Agreement") with a new asset management company ("New Manco"), the details of which are currently being finalised. The New Manco will comply with the requirements of the Department Of Public Works for purposes of its leases with Delta. It is fundamental that the terms of the New Manco Agreement will be equally favourable to Delta than those contained in the Existing Manco Agreement.

Termination of the Existing Manco Agreement and adoption of the New Manco Agreement are subject to shareholder approval in terms of the JSE Listings Requirements and accordingly, Delta is in the process of preparing a circular, incorporating a notice of general meeting, to provide Delta shareholders with further detail and to convene a general meeting of Delta

shareholders to consider and, if deemed acceptable, approve the resolutions required to terminate the Existing Manco Agreement and approve the New Manco Agreement.

## **2. Cautionary announcement**

In light of the above, Delta shareholders are advised to exercise caution when dealing in the Company's securities until a further announcement is made.

12 February 2015

Johannesburg

Investment bank and sponsor

Nedbank Capital

Legal advisor

Bowman Gilfillan Inc.

Communications advisor

Instinctif Partners