

10 YEARS



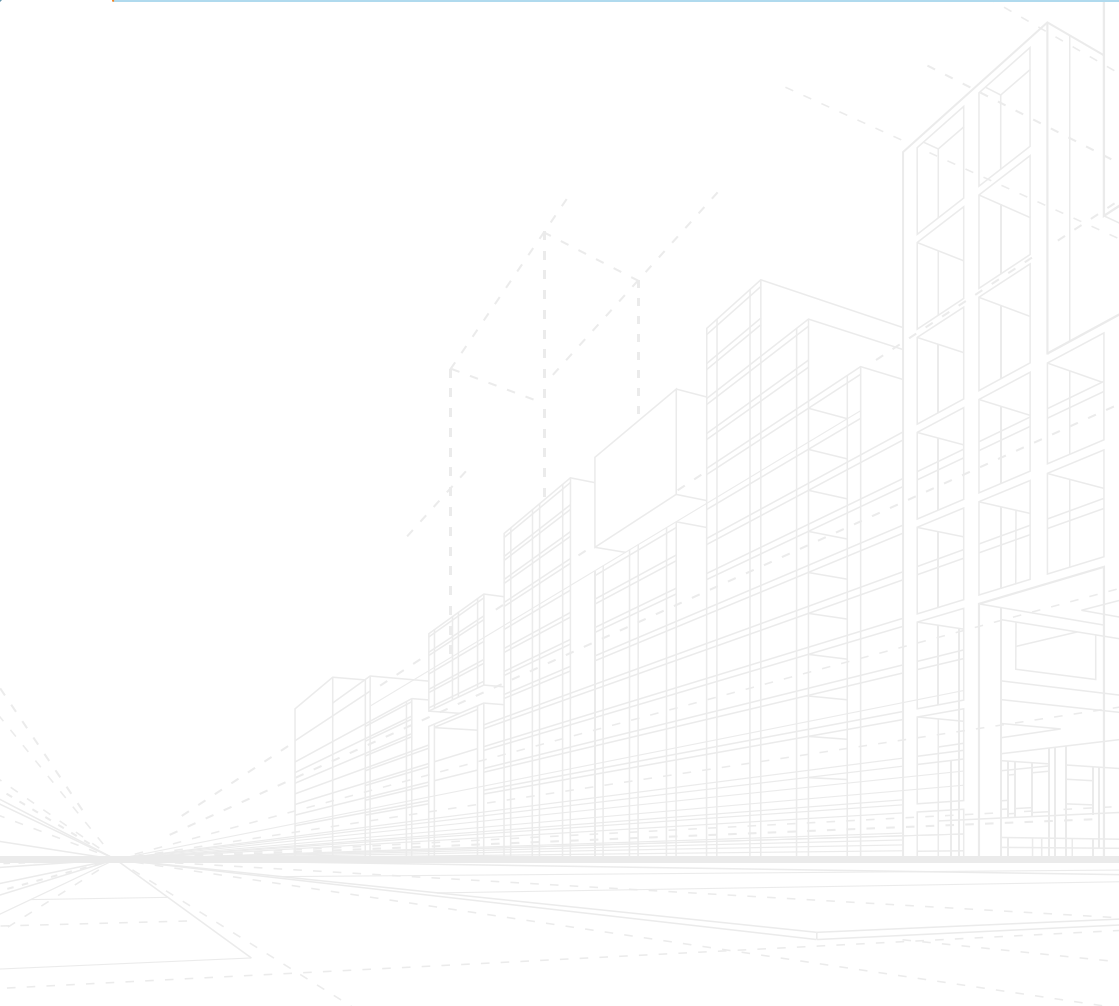
DELTA
PROPERTY FUND

Condensed Audited
Consolidated and
Separate Financial
Statements
for the year ended 28 February 2022

WHO WE ARE

Delta is a JSE main board listed Real Estate Investment Trust (“REIT”) with an independently valued property portfolio of R7.9 billion.

The Company is black managed and continues to be the dominant sovereign listed property fund in South Africa. Delta offers access to a unique portfolio of mainly government and parastatal tenanted buildings providing secure income streams and large single tenant occupancy.



COMMENTARY

Introduction

Delta is emerging as a turnaround story, despite an external environment that continued to be unforgiving. While the economy remained under pressure resulting in record high vacancies, Delta's sovereign underpinned portfolio showed resilience.

As part of our focus has been to reintroduce discipline in the business, we have enhanced internal controls, made changes to the reporting lines and bolstered our staff complement and competencies predominantly through the hiring of new and senior talent. Our employee engagement survey showed applaudable outcomes.

The resilience of a sovereign focused portfolio was evident as we improved our collection rate from 87.0% in 2021 to 112.7% over the period, plus successfully reduced arrears by 45%, including write-offs.

The Board has approved a refined strategy, focused on portfolio optimisation, which continues to be centred around disposals in the short to medium term and portfolio refinement in the medium to long term. In keeping with this strategy, the Domus building measuring 5 454m², was disposed of for R25 million, in the period under review, with the imminent conclusion of the sale of Delta House measuring 11 439 m² for an agreed purchase price of R74 million the total value disposed of is just short of R100 million. Additional disposals are being negotiated for seven buildings measuring 64 501m² post the reporting period.

While we are pleased with our progress and strategy execution in the reporting period, vacancies, which have increased, are a focal point. In response to this, more resources (human capital and financial) are being mobilised to complement the new leasing strategies supported by a more robust broker strategy and enhanced incentives.

Financial Results

SA REIT Funds from Operations per share ("FFO per share") increased by 17.8% from 31.33 cents per share to 36.91 cents per share and further supported by cash flow from operations of R254.7 million compared to R235.7 million in the prior year.

Rental income (including recoveries), as well as net property income, decreased by 4.0% and 8.1% respectively, mainly as a result of the reversions in the Polokwane portfolio.

Investment property (including non-current assets held for sale) reduced by 4.1% from R8.2 billion to R7.9 billion. This is due to the slow recovery of the economy, which is evident in the capitalisation rates, exit rates and the increased vacancy factors used in valuing the portfolio. The investment in Grit decreased substantially as a result of its share price reducing by 31.4% from USD70 cents per share at 28 February 2021 to USD48 cents per share at year-end. This was slightly mitigated by a favourable increase in the exchange rate that increased from R15.55/USD1 at year-end from R14.54/USD1 in the prior year.

Interest-bearing borrowings decreased by R210.5 million attributable to amortisations and the disposal of Domus in May 2021. The loan-to-value increased from 56.5% to 57.0% following the downward valuation being offset by the amortisations.

COMMENTARY (continued)

Letting and vacancy

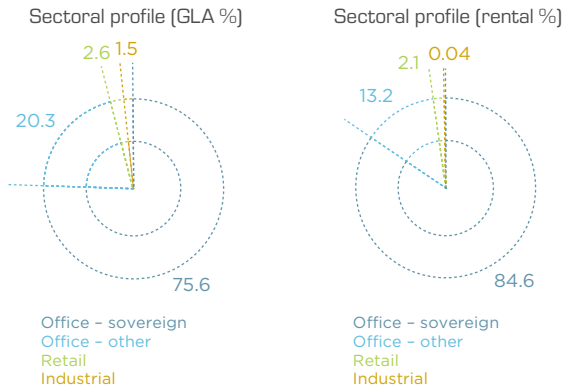
A significant win in the past year has been the renewal of 70 548m² gross lettable area (GLA) and the conclusion of leases with a combined GLA of 17 586m². The majority of these leases relate to non-government commercial tenants followed by retail and state-owned enterprise tenants. Of the leases signed, two-thirds have a tenure of three years and the balance a tenure of between 12 and 18 months.

Expired month-to-month leases dating as far back as October 2017, with a GLA of 178 109.70m² were negotiated in the period and 126 233m² were concluded post year-end.

Vacancies have increased during the period from 23.6% to 31.3%. Disposals during the period after the year-end are expected to contribute to the reduction of vacancies. Furthermore, tenders with a GLA of over 200 000m² were submitted to various government departments in the period under review and are awaiting tender adjudication.

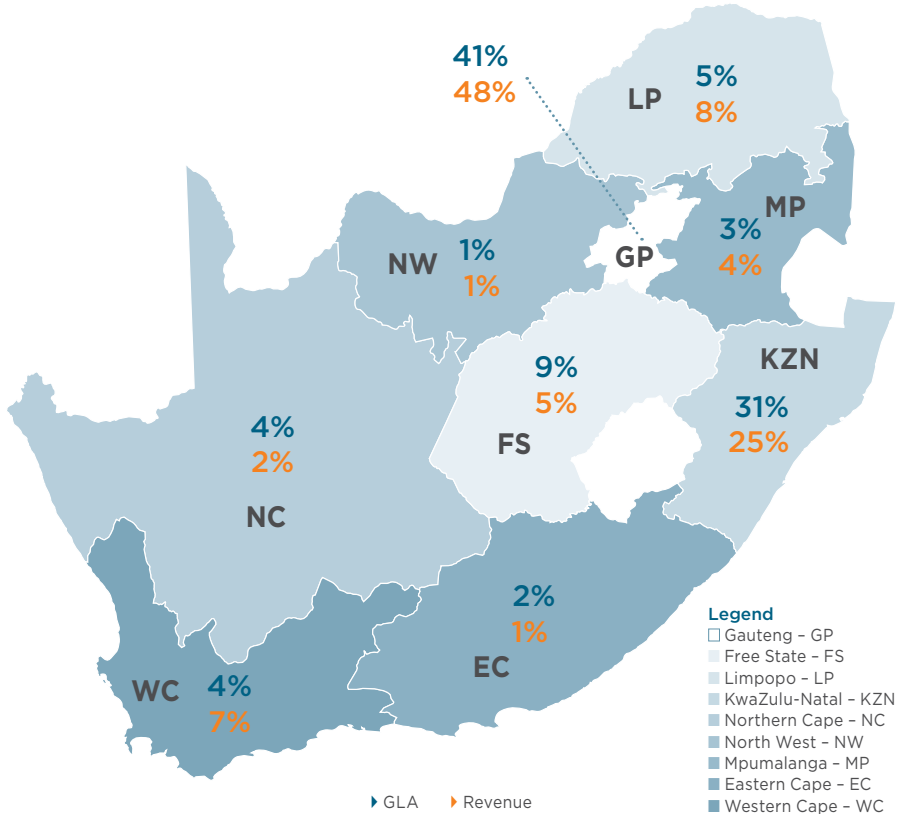
The weighted average rental across the portfolio decreased to R107.00/m² from R130.31.98/m² in the prior comparative period because of rental escalations offset by rental reversions predominantly related to the Polokwane portfolio.

Delta's property portfolio has 99 properties totalling 904 531m² and valued at R7.9 billion. The segmental and geographical break down as at 28 February 2022 is as follows:



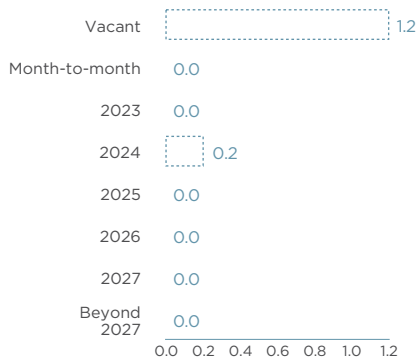
Geographical split

Geographical split by GLA and Revenue

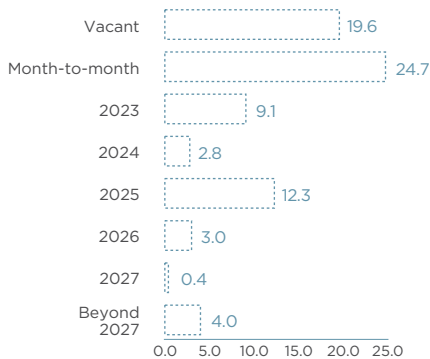


COMMENTARY (continued)

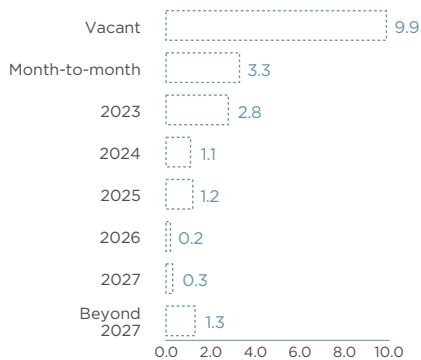
Industrial (%)



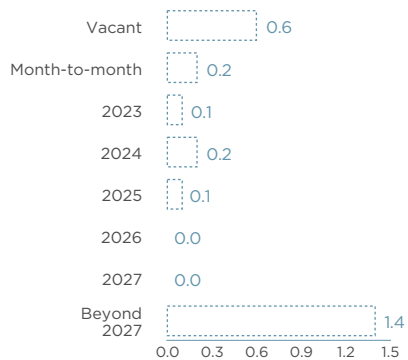
Office – government (%)



Office – other (%)



Retail (%)



Major Capital Projects

Our efforts on legacy tenant installation and capex continued in the second half of the financial year, playing a key role in ensuring the renewal of leases. We are pleased that our focus and effort on rebuilding trust with our largest tenant, the Department of Public Works and Infrastructure (“DPWI”), and our capex programme yielded positive results. These efforts will be underpinned by the ongoing delivery against capital expenditure commitments, which has resulted in several key tenants reviewing their decisions to vacate and who are currently engaging on three and five-year leases with Delta.

Funding

During the reporting period the Group concluded negotiations with Standard Bank and renewed its maturing debt facilities for a three-year period. The Standard Bank facility is split into two tranches. Tranche 1 is an interest only facility and tranche 2 is an amortising facility. Tranche 1 attracts interest at three-month JIBAR plus 2.65% margin and tranche 2 is at prime plus 30 basis points.

The engagement to extend the maturing debt with Nedbank and Investec is currently ongoing. The Nedbank facilities were extended during the period for four months to June 2022 and it is expected that the subsequent renewal will be concluded for a longer period. The Investec facility was extended to June 2022, with the longest-term facility extended to June 2023. The successful negotiations with our funders resulted in an improved average debt expiry period, which increased slightly from 0.7 years to 1.2 years.

The weighted average cost of debt was reduced from 8.2% in the prior period to 7.4% as a result of the low interest rate environment. The total debt facilities reduced by 4.4% attributable to capital repayments amounting to approximately R210.5 million and the sale of Domus in May 2021. The Interest cover ratio remains at 1.9 times cover when compared to the prior period.

The Group’s loan-to-value (“LTV”) moved from 56.7% to 57.0% as a result of the reduction in the valuation of the portfolio.

Going concern

The Board has carried out a thorough review of the going concern assessment of the Group and Company and having considered the solvency and liquidity, scenario analysis, the business plans and the key assumptions utilised, the Board concluded that the Group is in a sound financial position to meet its foreseeable cash requirements and accordingly is able to continue trading as a going concern

The Board acknowledges the material uncertainty related to unforeseen events or conditions that may affect the execution of the business plans of the Group, that may cast significant doubt on the Company and Group’s ability to continue as a going concern and therefore, that it may be unable to realise its assets and discharge its liabilities in the normal course of business.

Notwithstanding the acknowledgement of these material uncertainties and having considered the validity of the principal assumptions set out above, including continued support from the Group’s principal financiers, the Board has concluded that the Company and Group are able to discharge liabilities in the normal course of business and is therefore of the opinion that the going concern assumption is appropriate in the preparation of the financial statements.

Dividend

The SA REIT FFO (previously distributable earnings) per share amounts to 36.91 cents per share (2021: 31.33 cents). With the decision to continue to allocate cash resources to fund capex and tenant installation obligations, the Board resolved not to declare a dividend at this stage. This decision will continue to be reviewed at each reporting period.

COMMENTARY (continued)

Provision of financial assistance

Delta shareholders are referred to Special Resolution Number 3, of the annual general meeting held on 26 August 2021 relating to the provision of direct or indirect financial assistance in terms of section 45 of the Companies Act, No 71 of 2008 ("the Companies Act") to related or inter-related companies, which was approved by the requisite majority number of shareholders.

Further to the above, Delta shareholders are notified in terms of section 45(5)(a) of the Companies Act, that the Board of directors of the Company ("the Board") passed a resolution on 26 August 2021 ("the Board resolution") granting financial assistance to the following related companies:

- ▶ Delta Property Asset Management Proprietary Limited – R16.7 million in the ordinary course of business.
- ▶ Hestitrix Proprietary Limited – R246.4 million in the ordinary course of business.
- ▶ K2014000273 Proprietary Limited – R196.8 million in the ordinary course of business.
- ▶ 277 Vermeulen Street Properties Proprietary Limited – R63.3 million in the ordinary course of business.
- ▶ Hendisa Investments Proprietary Limited – R33 614 in the ordinary course of business.

The financial assistance provided, as detailed above, is greater than one-tenth of 1% of Delta's net worth as at the date of the Board resolution. The Board further confirms that immediately after providing the financial assistance, the Company continued to satisfy the Solvency and Liquidity Test as contemplated in section 4 of the Companies Act and that the terms and conditions of the financial assistance are fair and reasonable to the Company.

Basis of preparation and accounting policies

The condensed audited financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), the Financial Pronouncements as issued by the Financial Reporting Standards Council, the JSE Listings Requirements and the requirements of the Companies Act of South Africa. The accounting policies applied in the preparation the financial results are in terms of IFRS and are consistent with those applied in the previous annual financial statements published on 24 May 2022. The results for the year ended 28 February 2022 were prepared under the supervision of the Chief Financial Officer, Marelise de Lange.

Reference to the independent auditor's report

These condensed annual financial statements are extracted from the consolidated and separate financial statements, but are not audited. The consolidated annual financial statements for the year ended 28 February 2022 were audited by BDO South Africa Incorporated, who expressed an unmodified opinion thereon. The audited consolidated annual financial statements for the year ended 28 February 2022 and the auditor's report thereon are available for inspection at the Company's registered office.

The directors take full responsibility for the preparation of these condensed annual financial statements and confirm that the financial information has been correctly extracted from the consolidated annual financial statements.

The auditor's report does not necessarily report on all of the information contained in these condensed annual financial statements. Shareholders are therefore advised that in order to obtain a full understanding of the nature of the auditor's engagement, they should obtain a copy of the auditor's report together with the accompanying financial information from the Company's registered office or on our website <https://www.deltafund.co.za/financials/>

Changes to directorate and Company Secretary during the period

During the review period, Ms Nombuso Afolayan resigned as an independent non-executive director from the Board with effect from 05 July 2021. Ms Afolayan joined the Board in 2016 and also served as a member of the Audit, Risk and Compliance Committee. The Board thanks Ms Afolayan for her valued contribution over many years and wishes her well as she focuses on her career.

Ms Patricia Stock was appointed as an independent non-executive director of the Company and member of the Audit, Risk and Compliance Committee with effect from 7 July 2021. Ms Stock is a qualified chartered accountant (CA(SA)), a chartered director (CD(SA)) and member of the IoDSA. She has more than 14 years' operational and senior management experience, has served on various boards, both in the public and private sector and discharged various committee chairmanship roles. The Board looks forward to Ms Stock adding significant value to Delta and further strengthening the Board, both in terms of experience and diversity, given her extensive managerial and audit experience.

Ms Maditshaba Mahlari was appointed as Delta's Company Secretary with effect from 1 December 2021, however, she resigned from Delta with effect from 1 April 2022. FluidRock Co Sec Proprietary Limited, which provided its services as Company Secretary to Delta from 5 July 2021 to 30 November 2021 was re-appointed Company Secretary with effect from 1 April 2022.

PROSPECTS

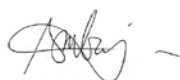
Notwithstanding macro-economic headwinds and legacy challenges within the portfolio, the Group expects some of its initiatives to provide some greenshoots in the short to medium term. Focus will remain on significantly reducing the number of month-on-month leases in the portfolio, continuing to pursue longer-term renewals and delivering on the capital recycling programme and portfolio optimisation.

By order of the Board



P Langeni
Chairman

24 May 2022



S Mbanjwa
CEO

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

as at 28 February 2022

	Notes	Group		Company	
		2022 R '000	2021 R '000	2022 R '000	2021 R '000
Assets					
Non-current assets					
Investment property		7 101 110	8 227 800	6 902 610	7 934 100
Fair value of investment property	4	7 001 462	8 123 987	6 803 186	7 830 715
Straight line rental income accrual		99 648	103 813	99 424	103 385
Property, plant and equipment		10 280	11 228	2 101	903
Investment in subsidiaries		—	—	62 274	62 274
Investment in listed security	10	110 984	157 072	110 984	157 072
Loans due from subsidiaries		—	—	351 095	288 754
		7 222 374	8 396 100	7 429 064	8 443 103
Current assets					
Loans receivable		12 563	10 372	12 563	10 372
Current tax receivable		—	526	—	—
Trade and other receivables		334 133	330 171	329 109	321 623
Cash and cash equivalents		7 820	49 562	5 100	46 190
		354 516	390 631	346 772	378 185
Non-current assets held-for-sale	5	787 090	—	717 090	—
Total assets		8 363 980	8 786 731	8 492 926	8 821 288
Equity					
Share capital		4 868 461	4 868 461	4 868 461	4 868 461
NCI		(10 831)	(6 800)	—	—
Accumulated loss		(1 509 394)	(1 364 424)	(1 393 099)	(1 290 106)
Total equity		3 348 236	3 497 237	3 475 362	3 578 356
Liabilities					
Non-current liabilities					
Derivative financial instruments	14	49 562	114 442	49 562	114 442
Interest-bearing borrowings		1 351 718	802 879	1 351 718	802 879
Lease liabilities		34 203	32 853	2 786	1 639
Loans due to subsidiaries		—	—	51 560	4 190
Other financial liabilities		4 916	5 844	4 916	5 844
		1 440 399	956 018	1 460 542	928 994
Current liabilities					
Interest-bearing borrowings		3 193 372	3 952 703	3 193 372	3 952 703
Lease liabilities		3 991	7 219	562	1 262
Trade and other payables		246 178	204 430	233 325	191 068
Current tax payable		124 033	161 737	122 367	160 959
Bank overdraft		7 771	7 387	7 396	7 947
		3 575 345	4 333 476	3 557 022	4 313 939
Total liabilities		5 015 744	5 289 494	5 017 564	5 242 933
Total equity and liabilities		8 363 980	8 786 731	8 492 926	8 821 288

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

for the year ended 28 February 2022

	Notes	Group		Company	
		2022 R'000	2021 R'000	2022 R'000	2021 R'000
Revenue					
Rental income	9	1 388 704	1 445 893	1 367 359	1 403 998
Straight line rental income accrual		521	(37 624)	678	(33 210)
		1 389 225	1 408 268	1 368 037	1 370 788
Property operating expenses		(571 345)	(556 656)	(582 992)	(563 303)
Net property rental and related income		817 880	851 613	785 045	807 485
Other income		1 205	708	1 490	1 326
Dividend income		9 023	13 809	9 023	13 809
Gain/(loss) on foreign exchange movements		2 579	(3 709)	2 579	(3 709)
Administration expenses		(97 824)	(116 433)	(68 570)	(98 344)
Net operating profit		732 863	745 988	729 567	720 567
Fair value adjustments	15	(412 624)	(636 895)	(394 207)	(653 163)
ECL provisions	7	928	429	(10 377)	(24 871)
Profit from operations	7	321 167	109 522	324 983	42 533
Finance costs		(411 473)	(435 308)	(407 600)	(431 516)
Interest income		23 078	21 696	60 710	58 063
(Loss) before taxation		(67 228)	(304 090)	(21 907)	(330 920)
Taxation		(81 773)	(152 016)	(81 086)	(148 727)
(Loss) for the year		(149 001)	(456 106)	(102 993)	(479 647)
Other comprehensive income:		—	—	—	—
Total comprehensive (loss) for the year		(149 001)	(456 106)	(102 993)	(479 647)
Loss for the year attributable to:					
Owners of the parent		(144 970)	(454 456)	(102 993)	(479 647)
Non-controlling interest		(4 031)	(1 652)	—	—
		(149 001)	(456 107)	(102 993)	(479 647)
Total comprehensive loss attributable to:					
Owners of the parent		(144 970)	(454 456)	(102 993)	(479 647)
Non-controlling interest		(4 031)	(1 652)	—	—
Basic and diluted loss per share:					
Basic and diluted loss per share (cents)	6	(20.30)	(63.63)		

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 28 February 2022

Group (R'000)	Share capital	Accumulated loss	Non-controlling interest	Total equity
Balance as at 1 March 2020	4 868 461	(909 968)	(5 148)	3 953 345
Total comprehensive loss for the year	—	(454 456)	(1 652)	(456 108)
Loss for the year	—	(454 456)	(1 652)	(456 108)
Balance at 28 February 2021	4 868 461	(1 364 424)	(6 800)	3 497 237
Total comprehensive loss for the year	—	(144 970)	(4 031)	(149 001)
Loss for the year	—	(144 970)	(4 031)	(149 001)
Balance at 28 February 2022	4 868 461	(1 509 394)	(10 831)	3 348 236
Company (R'000)				
Balance as at 1 March 2020	4 868 461	(810 459)	—	4 058 002
Total comprehensive loss for the year	—	(479 647)	—	(479 647)
Loss for the year	—	(479 647)	—	(479 647)
Balance at 28 February 2021	4 868 461	(1 290 106)	—	3 578 355
Total comprehensive loss for the year	—	(102 993)	—	(102 993)
Loss for the year	—	(102 993)	—	(102 993)
Balance at 28 February 2022	4 868 461	(1 393 099)	—	3 475 362

CONSOLIDATED STATEMENT OF CASH FLOW

for the year ended 28 February 2022

	Notes	Group		Company	
		2022 R'000	2021 R'000	2022 R'000	2021 R'000
Cash flows from operating activities					
Cash generated from operations	8	773 017	705 264	761 377	672 789
Interest received		1 652	21 696	1 652	44 907
Dividend received		—	13 809	—	13 809
Finance costs		(400 453)	(462 402)	(393 593)	(462 402)
Taxation paid		(119 477)	(42 680)	(118 339)	(42 680)
Net cash inflow from operating activities		254 739	235 687	251 097	226 423
Cash flows from investing activities					
Acquisition of property, plant and equipment		(439)	(452)	—	(452)
Capital expenditure on investment property		(93 340)	(37 596)	(92 836)	(27 923)
Proceeds on disposal of investment property		—	14 966	—	14 966
Settlement of loans with related parties		—	30	—	30
Settlement of loans receivable		5 000	—	5 000	—
Repayments of loan from subsidiaries		—	—	(37 849)	(57 322)
Loan advances to subsidiaries		—	—	39 521	53 605
Proceeds on disposal of property, plant and equipment		—	112	—	112
Net cash outflow from investing activities		(88 779)	(22 940)	(86 164)	(16 984)
Cash flows from financing activities					
Proceeds from other financial liabilities current		—	5 750	—	5 750
Repayment of lease liabilities		(3 738)	(6 484)	(1 124)	(1 141)
Repayment of interest-bearing borrowings		(285 407)	(189 098)	(285 407)	(189 099)
Advance of interest-bearing borrowings		81 060	—	81 060	—
Net outflow from financing activities		(208 085)	(189 832)	(205 471)	(184 490)
Net movement in cash and cash equivalents		(42 126)	22 915	(40 538)	24 949
Cash at the beginning of the year		42 175	19 260	38 243	13 294
Total cash at the end of the year		49	42 175	(2 295)	38 243

NOTES TO THE GROUP FINANCIAL STATEMENTS

1. NON-CURRENT ASSETS HELD-FOR-SALE AND DISCONTINUED OPERATIONS

A non-current asset or a disposal group comprising assets and liabilities is classified as held-for-sale if it is expected that its carrying amount will be recovered principally through sale rather than through continuing use, it is available for immediate sale and the sale is highly probable to occur within one year. For the sale to be highly probable, the appropriate level of management must be committed to a plan to sell the asset or disposal group.

Where the Group is committed to a sales plan involving the loss of control of a subsidiary, it classifies all the assets and liabilities of that subsidiary as held-for-sale when the criteria set out above and detailed in IFRS 5: Non-current Assets Held-for-Sale and Discontinued Operations are met, regardless of whether the Group will retain a non-controlling interest in its former subsidiary after the sale.

Non-current assets and disposal groups held-for-sale are measured at the lower of their carrying amount and fair value less costs of disposal, with any impairment losses recognised in profit or loss. Any impairment loss on a disposal group is allocated first to goodwill, and then to the remaining assets on a pro rata basis. However, certain items, such as financial assets within the scope of IFRS 9: Financial Instruments, deferred tax assets and investment property, which is measured in accordance with the fair value model, continue to be measured in accordance with the Group's accounting policies.

Assets classified as held-for-sale are not depreciated or amortised, and any equity-accounted investee or a portion thereof is no longer equity-accounted.

Non-current assets held-for-sale are presented separately from other assets and liabilities on the statement of financial position. Prior periods are not reclassified.

2. EVENTS AFTER THE REPORTING PERIOD

The subsequent events below were carefully assessed to ensure that all material events have been disclosed.

Change in Company Secretary

On 31 March 2022, Ms Maditshaba Mahlari resigned as the Company Secretary. Fluidrock Cosec Proprietary Limited has been appointed as the Company Secretary effective 1 April 2022.

3. GOING CONCERN

The preparation of financial statements in accordance with IFRS requires, based on the Conceptual Framework of IFRS, that the financial statements be prepared on the underlying assumption that the entity ("entity" being the Company and the Group) is a going concern. This assumption presumes that an entity will continue in operation in the foreseeable future or, if that presumption is not valid, disclosure and a different basis of reporting are required. The Board of directors ("Board") believes that as of the date of this report, this presumption is still appropriate and accordingly the financial statements have been prepared on the going concern basis. The Board has based this assumption on the considerations more fully explained throughout this note.

Ability of the Company and Group to continue as a going concern

IAS 1 Preparation of Financial Statements requires management to make an assessment of the Company and Group's ability to continue as a going concern. To this extent, IAS 1 states that when management is aware, in making its assessment, of material uncertainties related to events or conditions that may cast significant doubt upon the entity's ability to continue as a going concern, such uncertainties should be disclosed. In conducting this assessment, management has taken into consideration the following factors:

- ▶ The Group and Company reported a net loss of R149.0 million and R102.9 million for the 2022 reporting period, respectively. This loss is mainly attributed to the revaluation of investment property to its amended fair values. These challenges have, in part, been balanced by the performance of the investment property portfolio, which remains strong. The position significantly improved from the prior period with a net loss of R456.1 million and R479.7 million for the Group and Company respectively
- ▶ The Group and Company's total assets of R8.4 billion and R8.5 billion exceed the total liabilities of R5.0 billion and R5.0 billion at 28 February 2022, respectively.
- ▶ The Group and Company had a loan to value ratio of 57.0% and 55.7% respectively in comparison to 56.5% and 55.8% in the prior reporting period. These ratios have exceeded the covenants set by the lenders of 50%. The Group and Company had an interest cover ratio of 1.9 and 2.1 times respectively in comparison to 1.9 and 2.0 times in the prior reporting period. The Group's interest cover ratio is slightly below the covenants set by the lenders, while the Company's interest cover ratio exceeded the covenant set by the lenders.
- ▶ The Group's and Company's current liabilities of R3.6 billion and R3.5 billion respectively, exceeded its current assets by R2.4 billion and R2.5 billion respectively at 28 February 2022. This is mainly due to the structural tenure of the Group's funding facilities. Management has engaged with lenders in this regard and the following actions have been agreed:
 - The Group will reduce its debt exposure to acceptable levels by disposing of assets that are non-core to the business.
 - The funders remain supportive of the business.
 - The expedited filling of increased vacancies and the extension of expiring leases.
 - A strategic plan to support the above initiatives.

Solvency

At 28 February 2022, independent valuations of the investment property portfolio indicate that their fair values exceed the external debt of the Group. The loan-to-value ratio of 57.0% indicates that should the Group need to dispose of properties to lower its external debt levels; the quantum of required disposals is considered achievable in the current market conditions.

NOTES TO THE GROUP FINANCIAL STATEMENTS (continued)

3. GOING CONCERN (continued)

Liquidity

In assessing the Group's liquidity, management prepared a cash flow forecast up until 31 May 2023, taking into consideration its turnaround plan and other initiatives which, if successfully implemented, indicate that the Group will have sufficient cash resources for the foreseeable future which is defined as 12 months from the date of publishing these financial statements. Operational cash flows are strong and evident from the cash flow statement.

Cash flows and liquidity are monitored on a daily basis by management with oversight from the Board. Management has considered a number of estimates, judgements and assumptions in performing the liquidity assessments, the most significant of which are listed and expanded upon below:

- ▶ Continued positive engagement and support from the Group's lenders including amending and extending repayment terms of facilities beyond scheduled maturity dates despite exceeding certain loan covenant ratios.
 - The Standard Bank facility comprising two tranches, has been extended for three years to November 2024.
 - Nedbank agreed to extend facilities for a further four months to June 2022. Currently engaging to extend for a longer period.
 - Investec facility extended to June 2022, with the longest-term facility extended to July 2023. Engagements are ongoing to renew the facilities for a longer period.
- ▶ The reduction in debt through the sale of properties. These have been earmarked as indicated in note 15.
- ▶ Continued performance of the property portfolio within expected vacancy not greater than 25%.

Conclusion

The Board is of the view that given the significant headroom in the fair value of the assets over the fair value of the liabilities, the Group and Company remain solvent as at 28 February 2022 and at the date of this report.

The ability of the Group to repay debt as it becomes due is dependent on the timing and quantum of cash flows from operations according to forecasts prepared by management, including scenario analyses, the ability to realise cash through the sale of properties identified as non-core to the business and the ability to extend loan facilities beyond scheduled maturity dates.

The Board has no intention to cease trading, curtail operations or liquidate properties in excess of those already earmarked for sale, other than the orderly disposals that may be necessary to reduce debt. The Board remains focused on and committed to the operations of the Group and the repayment of debt.

The Board acknowledges the material uncertainty related to unforeseen events or conditions that may affect the execution of the business plans of the Group, that may cast significant doubt on the Company and Group's ability to continue as a going concern and therefore, that it may be unable to realise its assets and discharge its liabilities in the normal course of business.

Notwithstanding the acknowledgement of these material uncertainties and having considered the validity of the principal assumptions set out above including continued support from the Group's principal financiers, the Board has concluded that the Company and Group are able to discharge liabilities in the normal course of business and is therefore of the opinion that the going concern assumption is appropriate in the preparation of the financial statements.

4. INVESTMENT PROPERTY

	Notes	Group		Company	
		2022 R'000	2021 R'000	2022 R'000	2021 R'000
Carrying amount					
Cost		8 326 200	9 862 489	8 036 301	9 428 545
Fair value adjustments		(1 324 738)	(1 738 502)	(1 233 115)	(1 597 830)
Balance at end of year		7 001 462	8 123 987	6 803 186	7 830 715
Movement for the year:					
Balance at beginning of year		8 123 987	8 639 496	7 830 715	8 372 436
Fair value adjustments		(428 237)	(493 785)	(409 820)	(510 054)
Disposals [^]		(24 671)	(55 100)	(24 671)	(55 100)
Capital expenditure		112 787	37 596	119 412	27 652
Commission capitalised		—	4 309	—	4 309
Commission Amortised		—	(8 529)	—	(8 529)
Transfer to non-current assets held-for-sale	5	(782 404)	—	(712 450)	—
Balance at end of year		7 001 462	8 123 987	6 803 186	7 830 715
Reconciliation to valuations:					
Fair value of investment property		7 001 462	8 123 987	6 803 186	7 830 715
Straight-line rental income accrual		99 648	103 813	99 424	103 385
Valuations at end of year		7 101 110	8 227 800	6 902 610	7 934 100

[^] The proceeds from the disposal are not reflected on the statement of cash flows as the amount was paid directly into the Group's debt facility.

Direct property operating expenses including repairs and maintenance arising from properties that did not generate rental income during the period amounts to R8.5 million.

Direct property operating expenses including repairs and maintenance arising from properties that generated rental income during the period amounts to R452.4 million.

The Investment Property includes two right-of-use assets, being Hestrix Proprietary Limited (Block GDTi) and K2014000273 Proprietary Limited (Capital Towers).

NOTES TO THE GROUP FINANCIAL STATEMENTS (continued)

5. NON-CURRENT ASSETS HELD-FOR-SALE

	Group		Company	
	2022 R'000	2021 R'000	2022 R'000	2021 R'000
Carrying Amount				
Cost	1 606 012	—	1 469 999	—
Fair value adjustments	(823 608)	—	(757 549)	—
Balance at end of year	782 404	—	712 450	—
Movement for the year				
Balance at beginning of year	—	—	—	—
Transfer from investment property	782 404	—	712 450	—
Cost	1 514 586	—	1 389 023	—
Fair value adjustments	(823 608)	—	(757 549)	—
Capital expenditure	91 159	—	79 302	—
Lease commission costs	267	—	1 674	—
Disposals	—	—	—	—
Balance at end of year	782 404	—	712 450	—
Reconciliation to valuations				
Fair value of investment property	782 404	—	712 450	—
Straight-line rental income accrual	4 686	—	4 640	—
Valuation at end of year	787 090	—	717 090	—

The amounts relating to cost, fair value adjustment, capital expenditure and lease commission costs represent the re-allocated amounts from Investment Property to Non-current Assets held-for-sale at year-end and not the movement in those categories for the current year.

5. NON-CURRENT ASSETS HELD-FOR-SALE (continued)

The Following investment properties have been classified as non-current assets held-for-sale

Building	Location	GLA
13 Elliot Street	Kimberley	4 400
22 and 24 George Lubbe – SAPS Vehicle	Bloemfontein	6 200
5/7 Elliot	Kimberley	2 300
ABSA United	Bloemfontein	6 129
African Life	Bloemfontein	8 567
Anchor House	Bloemfontein	2 645
Beaconsfield	Kimberley	5 801
C.N.A	Bloemfontein	2 489
Campus	Kimberley	4 700
Capital Towers	Pietermaritzburg	11 102
Delta House	Pretoria	11 439
Du Toitspan	Kimberley	9 485
Ford Drury	Bloemfontein	10 476
Katleho	Bloemfontein	5 910
Laboria	Bloemfontein	3 995
Nedbank	Bloemfontein	2 746
Old Mutual	Bloemfontein	3 055
SA Eagle	Bloemfontein	3 689
SARS Kimberley	Kimberley	2 950
Sediba Fountains Towers & VLU	Bloemfontein	10 947
Thuto House	Bloemfontein	2 111
Trustfontein	Bloemfontein	6 369
WB Centre	Kimberley	7 639
Lobedu House	Johannesburg	5 375
3 Simba Road	Johannesburg	3 696
Enterprise Park – Leeuwkop	Johannesburg	11 860

The investment properties classified as held-for-sale are properties that the directors have decided will be recovered through sale rather than through continuing use. Disposal proceeds will be applied against debt settlement and capital investment into the core portfolio.

Non-current assets held-for-sale have been pledged as security for interest-bearing borrowings and were fair valued at financial year-end in terms of IAS 40. The fair value adjustments on investment property, which are excluded from the calculation of distributable earnings, are included in profit and loss and categorised as level 3 under the fair value hierarchy in note 12 based on the inputs to the valuation technique used.

The directors are committed to the disposal of non-current assets held-for-sale and envisage conclusion of sale agreements within 12 months following financial year-end.

The requirements of IFRS 5 have been met in appropriately classifying these assets as held-for-sale.

NOTES TO THE GROUP FINANCIAL STATEMENTS (continued)

6. EARNINGS AND HEADLINE EARNINGS

	Group	
	2022 R'000	2021 R'000
Loss attributable to owners of the parent	(144 970)	(454 456)
Change in fair values of investment properties	428 837	517 137
Headline earnings attributable to owners of the parent	283 867	62 681
Shares in issue at beginning and end of the year	714 229 718	714 229 718
Number of shares in issue	714 229 718	714 229 718
Weighted average number of shares in issue	714 229 718	714 229 718
Basic and diluted loss and headline earnings per share (cents)		
Basic and diluted loss per share	(20.30)	(63.63)
Basic and diluted headline earnings per share	39.74	8.78

The Group has no dilutionary instruments in issue. No shares were issued during the year.

7. PROFIT FROM OPERATIONS

	Group		Company	
	2022 R'000	2021 R'000	2022 R'000	2021 R'000
Profit from operations is stated after recognising:				
Dividend income from listed investment	9 023	13 809	9 023	13 809
Profit from operations is stated after charging:				
Fair value adjustments	15 (412 624)	(636 895)	(394 207)	(653 163)
Municipal expenses	331 394	334 982	325 855	326 197
Service contracts	91 254	81 632	88 457	79 770
Repairs and maintenance	32 376	25 641	31 915	24 192
Asset management fees	—	—	16 767	17 971
Property management services	3 354	4 851	24 047	24 962
Depreciation of property, plant and equipment	2 952	3 788	286	585
Directors' emoluments	7 999	13 821	7 999	13 821
Commissions	3 389	4 103	4 537	4 094
External audit fees	5 478	1 399	5 478	1 399
Tax and secretarial services	484	50	484	50
Internal audit fees	625	244	625	244
Increase/(decrease) in expected credit loss allowances	(83 982)	111 828	(72 288)	137 307
	(928)	(429)	10 377	24 872
ECL provisions - subsidiary loans	—	—	11 305	25 301
ECL provisions - financial guarantee	(928)	(429)	(928)	(429)
ECL provisions - loan receivable	(7 190)	24	(7 190)	24
ECL provision - trade receivables	(75 864)	112 233	(75 475)	112 412

8. CASH GENERATED FROM OPERATIONS

	Notes	Group		Company	
		2022 R'000	2021 R'000	2022 R'000	2021 R'000
Cash generated from operations					
Loss before taxation		(67 228)	(304 091)	(21 907)	(330 919)
Adjustments - non-cash flow items:					
Depreciation of property, plant and equipment		2 952	3 788	363	585
Tax penalty		—	15 529	—	15 529
Unrealised loss on foreign exchange differences		(2 579)	3 709	(2 579)	3 709
Dividend income from subsidiaries and listed investment		(9 023)	(13 809)	(9 023)	(13 809)
Interest income		(23 078)	(21 696)	(60 710)	(58 063)
Finance costs		411 473	435 308	407 600	431 516
Fair value adjustments	15	412 624	636 895	394 207	653 163
ECL allowance - inter-company loans		—	—	11 305	24 872
ECL allowance - financial guarantee		(928)	(429)	(928)	—
ECL allowance - impairment of loans		7 190	2 160	7 190	2 160
Deferred tax		2 252	—	—	—
Straight-line rental income accrual		(521)	37 624	(678)	33 210
Amortisation of letting commission		(3 389)	—	(4 537)	—
Operating profit before working capital changes		729 745	794 988	720 303	761 953
Changes in working capital:		43 272	(89 724)	41 074	(89 162)
Increase in trade and other receivables		(3 962)	(56 119)	(7 485)	(57 386)
Decrease in trade and other payables		47 234	(33 605)	48 559	(31 777)
Cash generated from operations*		773 017	705 264	761 377	672 789

* In the prior year, repayments of loan from subsidiaries and loan advances to subsidiaries were classified under cash flows from financing activities. These have been re-classified in the current financial period to cash flows from investing activities.

NOTES TO THE GROUP FINANCIAL STATEMENTS (continued)

9. RENTAL INCOME

	Group		Company	
	2022 R'000	2021 R'000	2022 R'000	2021 R'000
Contractual	1 016 930	1 090 092	1 002 822	1 064 020
Recoveries	244 467	242 569	238 901	229 432
Parking	100 992	97 219	99 723	95 104
Storage	20 602	10 727	20 354	10 304
Antennae	4 714	5 134	4 560	4 987
Turnover rental	781	—	781	—
Signage	218	151	218	151
	1 388 704	1 445 893	1 367 359	1 403 998

Rental income comprises gross rental income and recoveries from tenants.

10. INVESTMENT IN LISTED SECURITY

	Group		Company	
	2022 R'000	2021 R'000	2022 R'000	2021 R'000
Grit Real Estate Income Group Limited	110 984	157 072	110 984	157 072
Reconciliation of investment in Grit				
Balance at beginning of year	157 072	277 734	157 072	277 734
Disposal of shares	—	(37 250)	—	(37 250)
Current year fair value adjustment of investment	(48 667)	(67 548)	(48 667)	(67 548)
Current year forex value adjustment of investment	2 579	(15 864)	2 579	(15 864)
Balance at end of year	110 984	157 072	110 984	157 072

	Group		Company	
	2022 R'000	2021 R'000	2022 R'000	2021 R'000
USD/ZAR	15.55	14.54	15.55	14.54
Share price (USD)	0.48	0.70	0.48	0.70
Dividends per share (USD)	0.025	0.015	0.025	0.015
Dividend income (R000's)	9 023	13 809	9 023	13 809
Percentage holding	3.11%	4.49%	3.11%	4.49%
Number of shares held	14 869 210	14 869 210	14 869 210	14 869 210
Number of shares in issue	477 577 858	331 235 546	477 577 858	331 235 546

Grit is an African focused property income fund listed on the Stock Exchange of Mauritius ("SEM") and London Stock Exchange ("LSE"). All Dividends received from Grit are applied to Investec facilities.

During the period Grit had a capital raise of which Delta did not participate in. This resulted in the lower holding observed.

The changes in fair value to the carrying value of this investment is recognised in profit and loss according to the requirements of IFRS 9.

This investment is categorised as level 1 under the fair value hierarchy in note 12.

11. RELATED PARTIES

Parties are considered related if one party has the ability to exercise control or significant influence over the other party in making financial or operational decisions. All transactions with related parties are at arm's length.

Relationships

Subsidiaries	Delta Property Asset Management ("DPAM") Atterbury Parkdev Consortium Proprietary Limited Choice Decisions 300 Proprietary Limited Hendisa Investments Proprietary Limited K2014000273 Proprietary Limited Phamog Properties Proprietary Limited 277 Vermeulen Street Properties Proprietary Limited Hestitrix Proprietary Limited
Board of Directors	S Mbanjwa – Chief Executive Officer (appointed 1 February 2022) M de Lange – Chief Financial Officer S Masinga – Executive Director (change of role effective 1 February 2022) P Langeni - Chairman* N Khan* D Motau* P Stock* JJ Njeke* C Rampheri*
Common directors	Afropulse Group Proprietary Limited Cornwall Crescent Proprietary Limited Somnipoint^

* Non-executives.

^ With the resignation of the previous executives, August 2020, Somnipoint ceased to be a related party.

NOTES TO THE GROUP FINANCIAL STATEMENTS (continued)

RELATED PARTIES (continued)

Related party	Group		Company	
	2022 R'000	2021 R'000	2022 R'000	2021 R'000
Atterbury Parkdev Consortium				
Loan payable	—	—	(1 917)	(1 917)
Choice Decisions 300				
Loan payable	—	—	(2 177)	(2 177)
Hendisa Investments				
Loan receivable	—	—	34	34
Hestitrix				
Loan receivable	—	—	246 436	235 931
Interest income	—	—	(17 816)	(17 843)
K2014000273				
Loan receivable	—	—	196 855	178 493
Interest income	—	—	(14 167)	(13 156)
Phamog Properties				
Loan payable	—	—	(96)	(96)
277 Vermeulen Street Properties				
Loan receivable	—	—	63 312	16 551
Interest income	—	—	(4 505)	(3 745)
Delta Property Asset Management				
Loan receivable	—	—	16 679	15 521
Trade and other receivables	—	—	43	55
Trade and other payables	—	—	(1 398)	(1 525)
Interest income	—	—	(1 467)	(1 811)
Asset management fees paid*	—	—	16 767	17 971
Property management fees paid*	—	—	21 144	20 896
Recoveries and letting commission	—	—	18 820	12 046
Somnipoint				
Interest income	—	(2 634)	—	(2 634)
Afropulse				
Secondment Fee - Executive	4 130	2 181	4 130	2 181
Directors' Fee - Non-executive	—	40	—	40

* The fees are not paid in cash but reduced against the loan.

12. FAIR VALUE HIERARCHY

IFRS 13 requires that an entity disclose, for each class of financial instrument and investment property measured at fair value, the level in the fair value hierarchy into which the fair value measurements are categorised in their entirety.

The fair value hierarchy reflects the significance of the inputs used in making fair value measurements.

The level in the fair value hierarchy within which the fair value measurement is categorised in its entirety shall be determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety.

The fair value hierarchy has the following levels:

- ▶ Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities.
- ▶ Level 2 – inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- ▶ Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

2022 (R'000)	Notes	Level 1	Level 2	Level 3	Fair value
Assets					
Investment property	4	—	—	7 101 110	7 101 110
Listed Security	10	110 984	—	—	110 984
Non-current assets held-for-sale	5	—	—	787 090	787 090
		110 984	—	7 888 200	7 999 184
Liabilities					
Derivative Financial Instruments	14	—	49 562	—	49 562
		—	49 562	—	49 562

		Balance at the beginning of the year	Additions/ (disposals)	Loss in profit or loss for the year	Balance at end of year
Level 3 reconciliation					
Investment property	4	8 227 800	(698 453)	(428 237)	7 101 110
Non-current assets held-for-sale		—	787 090	—	787 090
		8 227 800	88 637	(428 837)	7 888 200

2021 (R'000)		Level 1	Level 2	Level 3	Fair value
Assets					
Investment property	4	—	—	8 227 800	8 227 800
Listed security	10	157 072	—	—	157 072
		157 072	—	8 227 800	8 384 872
Liabilities					
Derivative Financial Instruments	14	—	114 442	—	114 442
		—	114 442	—	114 442
Level 3 reconciliation					
Investment property	4	8 780 933	(50 819)	(502 314)	8 227 800

There have been no transfers between level 1, level 2 and level 3 during the year.

NOTES TO THE GROUP FINANCIAL STATEMENTS (continued)

13. CONDENSED SEGMENTAL INFORMATION

The Group has five reportable segments based on the type of property, i.e. retail, office government, office other and industrial. Where a property has more than one tenant, the segment is classified based on the majority tenant type. For each strategic business segment, the entity's executive management team reviews internal management reports on a monthly basis. All operating segments are located in South Africa.

The accounting policies of the segments are the same as those applied in the Group. There were no inter-segment sales during the period.

The following summary describes the operations in each of the entity's reportable segments:

2022 (R'000)	Head office	Industrial	Office Government	Office - Other	Retail	Total
Revenue						
Rental income	—	1 470	1 076 822	276 831	33 581	1 388 704
Straight line rental income accrual	—	111	(751)	(121)	1 282	521
Property operating expenses	20 930	(5 257)	(381 799)	(179 253)	(25 966)	(571 345)
Net property rental and related income	20 930	(3 676)	694 272	97 457	8 897	817 880
Total assets	155 915	58 569	1 242 976	6 591 256	315 261	8 363 980
Total liabilities	4 954 058	716	48 593	7 521	4 856	5 015 744

The following summary describes the operations in each of the entity's reportable segments:

2021 (R'000)	Head office	Industrial	Office Government	Office - Other	Retail	Total
Revenue						
Rental income	(2 825)	6 919	1 100 748	312 151	28 900	1 445 893
Straight-line rental income accrual	—	(103)	(38 179)	(1 478)	2 136	(37 624)
Property operating expenses	(43 478)	(2 361)	(329 105)	(166 940)	(14 772)	(556 656)
Net property rental and related income	(46 303)	4 455	733 464	143 733	16 263	851 612
Total assets	136 952	69 579	6 653 215	1 623 234	303 751	8 786 731
Total liabilities	1 110 227	16 812	3 038 616	988 147	135 692	5 289 494

14. DERIVATIVE FINANCIAL INSTRUMENTS

	Group		Company	
	2022 R'000	2021 R'000	2022 R'000	2021 R'000
Standard Bank of South Africa Limited				
Non-current liabilities				
Interest rate swap	(40 236)	(82 226)	(40 236)	(82 226)
Nedbank Limited				
Non-current liabilities				
Interest rate swap	(9 326)	(32 216)	(9 326)	(32 216)
	(49 562)	(114 442)	(49 562)	(114 442)

Interest rate swap - future cash flows are discounted using the Johannesburg Interbank Agreed Rate ("JIBAR") swap curve.

The Group uses a combination of interest rate swaps, and fixed bank facilities to hedge its exposure to interest rate risk. The Group pays the nominal interest rate and receives three-month JIBAR as the floating rate. As at year-end, the Group does not expect the bank loans to transition to alternative interest rate benchmarks. The table below reflects the Group's interest rate swaps at financial year-end:

Bank	Nominal interest rate %	Maturity	Group		Company	
			2022 R'000	2021 R'000	2022 R'000	2021 R'000
Standard Bank interest rate swap	7.64	Mar-24	350 000	350 000	350 000	350 000
Standard Bank interest rate swap	7.65	Jan-24	650 000	650 000	650 000	650 000
Nedbank interest rate swap	4.95	Aug-23	200 000	200 000	200 000	200 000
Nedbank interest rate swap	5.84	Aug-23	200 000	200 000	200 000	200 000
Nedbank interest rate swap	6.81	Aug-23	460 000	460 000	460 000	460 000
			1 860 000	1 860 000	1 860 000	1 860 000

NOTES TO THE GROUP FINANCIAL STATEMENTS (continued)

15. FAIR VALUE ADJUSTMENTS

	Notes	Group		Company	
		2022 R'000	2021 R'000	2022 R'000	2021 R'000
Investment property	4	(428 323)	(493 785)	(409 906)	(510 054)
Investment property disposed		(514)	(23 351)	(514)	(23 351)
Fair value adjustment to investment property		(428 837)	(517 137)	(410 420)	(533 405)
Investment in listed security	10	(48 667)	(67 548)	(48 667)	(67 548)
Derivative financial instruments	14	64 880	(52 210)	64 880	(52 210)
		(412 624)	(636 895)	(394 207)	(653 163)

16. CONTINGENT LIABILITY

Orthotouch Proprietary Limited (in business rescue) ("Orthotouch") has instituted a second action against Delta Property Fund Limited ("Delta") out of the High Court of South Africa, following the dismissal in April 2021 of an initial action that was instituted by Orthotouch in 2019. The present action seeks payment from Delta of R177.5 million arising from alleged penalties in relation to Delta's purchase of Orthotouch's Bloemfontein property portfolio. Delta has entered an appearance to defend the present action, but Orthotouch has not taken steps to pursue the action. We have been advised by our attorney ("Bowmans") that, in its assessment Delta has strong prospects of defeating the claim. It is difficult to estimate the legal costs to defend the action, which are calculated on time spent. However, current legal cost estimates range between R2 million to R3 million (if the matter proceeds to trial). Delta will seek to recover the legal costs from Orthotouch. Bowmans has advised that it is uncertain as to the recoverability of these costs, as Orthotouch is in business rescue.

SA REIT FUNDS FROM OPERATIONS (PREVIOUSLY DISTRIBUTABLE EARNINGS)

	Group		
	2022 R'000	2021 R'000	
Loss per IFRS Statement	A	(144 970)	(454 456)
Fair value adjustment loss/(gain) to:			
- Investment property	428 323	517 137	
- Debt and equity instrument held at fair value	48 667	67 548	
Straight-lining operating lease adjustments	(521)	37 624	
Adjustment to dividends from equity interests held	—	—	
	B	476 469	622 309
Adjustment arising from investing activities			
Gains or losses on disposal of:			
Investment property, plant and equipment	514	—	
Debt and Equity Instruments – Grit	—	—	
Foreign exchange and hedging activities	C	514	—
Fair value adjustments on derivative financial instruments employed solely for hedging purposes	(64 879)	52 210	
Reclassification of currency translation reserve upon disposal of a foreign operation	—	—	
Foreign exchange gains or losses relating to capital items - realised and unrealised	(2 579)	3 709	
	D	(67 458)	55 919
Other adjustments:			
Tax impact of the above adjustments	—	—	
Adjustment made from equity-accounted entities	(928)	—	
Non-controlling interest in respect of the above adjustments	—	—	
	E	(928)	—
SA REIT: A+B+C+D+E	263 627	223 773	
Number of shares in issue ('000)	714 230	714 230	
SA REIT funds from operations per share (cents)	36.91	31.33	



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