DELTA PROPERTY FUND

Revised Notice of Annual General Meeting

for the year ended 28 February 2021

CONTENTS

LETTER TO SHAREHOLDERS

Dear Shareholder

Revised Notice of Annual General Meeting and form of proxy

Following the notice sent out on 30 June 2021, there have been some changes in the directorate of Delta Property Fund Limited ("Delta") which have necessitated us issuing a revised notice of Annual General Meeting ("AGM"). The AGM will be conducted entirely by electronic communication, as permitted by the Companies Act and the Company's Memorandum of Incorporation ("MOI"), on Thursday, 26 August 2021 at 09:00.

The enclosed notice of AGM is accompanied by the following annexures:

- Summarised audited financial statements with explanatory notes, commentary and directors' report
- Shareholder information
- Remuneration report
- A form of proxy
- An electronic participation form

The summarised audited financial statements constitute a summary of the group's audited annual financial statements for the period ended 28 February 2021 that are available on the Delta website, www.deltafund.co.za.

The board of directors is responsible for this notice of AGM and they have apprised themselves of the materiality, accuracy and balance of disclosures in this notice of AGM.

In an effort to support environmental initiatives and align with the increasing trend towards online reporting, Delta's full integrated report is available on the Delta website, www.deltafund.co.za.

Sincerely

16 July 2021

Delta's Company Secretary

REVISED NOTICE OF ANNUAL GENERAL MEETING

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

This document is important and requires your immediate attention. If you are in any doubt as to what action you should take in respect of the following resolutions, please consult your central securities depository participant ("CSDP"), broker, banker, attorney, accountant or other professional adviser immediately.

If you have sold or otherwise transferred all your shares in Delta, please send this document together with the accompanying form of proxy at once to the relevant transferee or to the stockbroker, bank or other person through whom the sale or transfer was effected, for transmission to the relevant transferee.

Notice is hereby given of the Annual General Meeting of shareholders of Delta to be conducted entirely by electronic communication on Thursday, 26 August 2021 at 09:00 ("the AGM"), as permitted by the Companies Act, No 71 of 2008, as amended ("the Companies Act"), the Company's MOI, and the JSE Listings Requirements.

Purpose

The purpose of the AGM is to transact the business set out in the agenda below.

Impact of COVID-19 outbreak on the AGM

The company has elected to hold the AGM entirely by way of electronic communication as a result of the COVID-19 pandemic and the resultant lockdown and restrictions on public gatherings pursuant to the regulations issued in terms of section 27(2) of the Disaster Management Act, No 57 of 2002.

To this end, the Company has retained the services of The Meeting Specialists Proprietary Limited ("TMS") to host the AGM remotely on an interactive electronic platform, in order to facilitate remote participation by shareholders. TMS has also been appointed as the scrutineers for the AGM.

Please note that the electronic communication facility will only allow Delta shareholders to listen in and raise questions during the allocated time. Delta shareholders will **not** be able to vote using this facility.

Please see page 10 for further details regarding the electronic participation instructions and guidelines. Should you have any questions then please send an email to the meeting facilitators, TMS, at proxy@tmsmeetings.co.za.

Agenda

(a) To receive the audited annual financial statements of the Company, including the reports of the directors and the Audit, Risk and Compliance Committee for the year ended 28 February 2021. The Summarised audited financial statements and directors' report are included with this notice of AGM. The integrated annual report which contains the consolidated annual financial statements, the aforementioned reports, including the audit opinion, are available on the Company's website at www.deltafund.co.za, or may be requested and obtained in person, at no charge, at the registered office of Delta during office hours.

(b) To receive the report of the Social and Ethics Committee for the financial year ended 28 February 2021, as required in terms of Regulation 43 of the Companies Regulations, 2011 ("the Regulations"), as set out on pages 61 to 67 of the integrated annual report.

(c) To consider and, if deemed fit, approve, with or without modification, the following ordinary and special resolutions:

Ordinary resolutions

1. Directors' re-election, resignation and appointment

In accordance with the Company's MOI one-third of the Company's non-executive directors are required to retire by rotation and, if eligible, are able to offer themselves for re-election.

(a) To note the resignation of Nombuso Norah Afolayan (independent non-executive director) with effect from 5 July 2021

(b) To re-elect Davina ("Dumo") Nodumo Motau (independent non-executive director)

(c) To re-elect Mfundiso Johnson Ntabankulu (JJ) Njeke (independent non-executive director)

(d) To ratify the election of Patricia Stock (independent non-executive director)

An overview of each director's age and experience and brief *curricula vitae* are available on page 70 of this document, and on the Company's website, www.deltafund.co.za.

The Company accordingly wishes to propose the ordinary resolutions 1 to 3 as set out below:

Ordinary resolution 1

"Resolved that Davina ("Dumo") Nodumo Motau, who retires in terms of the Company's MOI and who, being eligible, offers herself for re-election, be re-elected as an independent non-executive director of the Company."

Ordinary resolution 2

"Resolved that Mfundiso Johnson Ntabankulu (JJ) Njeke, who retires in terms of the Company's MOI and who, being eligible, offers himself for re-election, be re-elected as an independent non-executive director of the Company."

Ordinary resolution 3

"Resolved to ratify the election of Patricia Stock as an independent non-executive director of the Company with effect from 7 July 2021."

A 50% (fifty percent) majority of votes cast by those shareholders present or represented and voting at the AGM is required for ordinary resolutions 1 to 3 to be adopted.

REVISED NOTICE OF ANNUAL GENERAL MEETING continued

2. Reappointment of auditors

In terms of section 90 of the Companies Act, the auditors of a public company are required to be appointed at the Company's AGM. The purpose of ordinary resolution 4 is to confirm the reappointment of BDO South Africa Inc. as independent auditors of the Company, as nominated by the Audit, Risk and Compliance Committee and as required under section 90 of the Companies Act, for the ensuing financial year, and to confirm that the directors shall be empowered to ratify their remuneration, as determined by the committee in terms of the committee charter, which amount shall be approved and endorsed by the directors. This will be the last year of their appointment as they are subject to rotation in terms of IRBA regulations.

Ordinary resolution 4

"Resolved that the appointment of BDO South Africa Inc. as independent auditors of the Company, with Mr Bradley Jackson as the designated audit partner, until the conclusion of the next AGM be confirmed, and that their remuneration be determined by the Audit, Risk and Compliance Committee in terms of the committee charter, which amount the directors shall be empowered to ratify."

A 50% (fifty percent) majority of votes cast by those shareholders present or represented and voting at the AGM is required for this resolution to be adopted.

3. Appointment of Audit, Risk and Compliance Committee members for the year ending 28 February 2022

Note: For avoidance of doubt, all reference to the Audit, Risk and Compliance Committee of the Company is a reference to the Audit Committee as contemplated in the Companies Act.

In terms of section 94 of the Companies Act, the Audit Committee must constitute three members who must be appointed by shareholders at the Company's AGM, all of whom must, in terms of the Governance Principles of the King IV Code for Corporate Governance™ in South Africa ("King IV™")*, be independent non-executive directors. It is accordingly proposed to reappoint the members of the Audit, Risk and Compliance Committee, proposed by the Nomination Committee as set out below, for the year ending 28 February 2022. The current members are JJ Njeke, who is the chair of the committee, Caswell Rampheri and Patricia Stock. Noted that Nombuso Afolayan had resigned on 5 July 2021 and Patricia Stock was appointed in her stead on 7 July 2021.

A brief *curriculum vitae* of each member of the Audit, Risk and Compliance Committee is available on page 70 of this document and on the Company's website, www.deltafund.co.za.

Ordinary resolution 5

"Resolved that, subject to the passing of ordinary resolution 2, JJ Njeke, who is an independent non-executive director, be reappointed as a member and chair of the Company's Audit, Risk and Compliance Committee for the year ending 28 February 2022."

Ordinary resolution 6
"Resolved that, subject to the passing of ordinary resolution 3, Patricia Stock, who is an independent non-executive director, be appointed as a member of the Company's Audit, Risk and Compliance Committee with effect from 7 July 2021 for the year ending 28 February 2022."

Ordinary resolution 7
"Resolved that Caswell Rampheri, who is an independent non-executive director, be reappointed as a member of the Company's Audit, Risk and Compliance Committee for the year ending 28 February 2022."

A 50% (fifty percent) majority of votes cast by those shareholders present or represented and voting at the AGM is required for these resolutions 5 to 7 to be adopted.

4. Approval of remuneration policy

In terms of King IV™, shareholders should (a) approve the Company's remuneration policy; and (b) approve the implementation of this policy, through separate non-binding advisory votes. The purpose of non-binding advisory ordinary resolutions 8 and 9 is therefore to indicate to the Board, the shareholders' approval of the Company's remuneration policy and its implementation.

Non-binding advisory ordinary resolution 8 – VOTE ON REMUNERATION POLICY
"Resolved that, through a non-binding advisory vote, the Company's remuneration policy, as set out in the integrated annual report and on pages 54 to 71 of this document, be and is hereby approved."

Non-binding advisory ordinary resolution 9 – VOTE ON IMPLEMENTATION OF REMUNERATION POLICY
"Resolved that, through a non-binding advisory vote, the implementation of remuneration in accordance with the Company's remuneration policy, as set out in the implementation section of the remuneration policy in the integrated annual report and on pages 54 to 71 of this document, be and is hereby approved."

These resolutions have been separated in line with the King IV™ requirements. Should 25% or more of shareholders vote against these resolutions, the Company will extend an invitation to such dissenting shareholders to engage with the Company to discuss their reasons. The manner and time of such engagement will be specified in the voting results announcement of the AGM. The overall objective of the remuneration policy is to guide the Board in its decision-making process, in particular in the determination of the executive and non-executive remuneration.

5. Authority to action all ordinary and special resolutions

Ordinary resolution 10
"Resolved that any one director of the Company or the Company Secretary be and is hereby authorised to do all such things as are necessary and to sign all such documents issued by the Company so as to give effect to all ordinary resolutions and special resolutions passed at the AGM with or without amendment."

A 50% (fifty percent) majority of votes cast by those shareholders present or represented and voting at the AGM is required for this resolution to be adopted.

REVISED NOTICE OF ANNUAL GENERAL MEETING continued

6. Remuneration of non-executive directors

Special resolution 1: approval of non-executive directors' remuneration for their services as directors

"Resolved that the fees payable by the Company to the non-executive directors for their services as directors (in terms of section 66 of the Companies Act) be and are hereby approved for the financial year ending 28 February 2022 and for a period of two years from the passing of this resolution or until its renewal, whichever is the earliest, as follows:

Annual fee	Proposed 2022 R	**2021 R**
Board Chair	669 500	**650 000**
Non-executive director	300 792	**292 031**
Audit, Risk and Compliance Committee chair	150 442	**146 061**
Audit, Risk and Compliance Committee member	102 543	**99 556**
Remuneration Committee chair	88 870	**86 282**
Remuneration Committee member	65 080	**63 185**
Nomination Committee chair	88 870	**Note 1**
Nomination Committee member	65 080	**Note 1**
Asset and Liability Committee and Investment Committee chair	150 396	**146 016**
Asset and Liability Committee and Investment Committee member	102 543	**99 556**
Transformation, Social, Ethics and Sustainability Committee chair	88 870	**86 282**
Transformation, Social, Ethics and Sustainability Committee member	64 944	**63 052**

Note 1: The Remuneration and Nominations Committee were combined in prior years but during the year ending 28 February 2021 it was agreed that they be split into two separate committees. The fee recommendation is that each committee gets paid based on the fee structure that was previously paid to the combined committee.

The annual escalation in fees to be based on the Consumer Price Index and to be agreed by the Remuneration Committee."

The fees proposed for the financial year ending 28 February 2022 reflect an increase of 3% on the 2021 financial year fees.

The reason for and effect of special resolution 1

To obtain shareholder approval by way of a special resolution in accordance with section 66 of the Companies Act, for the payment by the Company of remuneration to each of the non-executive directors of the Company for services rendered as directors for a period of two years from the passing of this resolution or until its renewal, whichever is the earliest, in the amount set out in special resolution 1.

A 75% (seventy-five percent) majority of votes cast by those shareholders present or represented and voting at the AGM is required for this resolution to be adopted.

7. Approval of financial assistance

Special resolution 2: approval of financial assistance in terms of section 44 of the Companies Act

"Resolved that, to the extent required by the Companies Act, the Board of the Company may, subject to compliance with the requirements of the Company's MOI, the Companies Act and the JSE Listings Requirements, each as presently constituted and as amended from time to time, authorise the Company, in terms of section 44 of the Companies Act, to provide direct or indirect financial assistance, by way of a loan, guarantee, the provision of security or otherwise, to any person, for the purpose of, or in connection with, the subscription of any debt securities, issued or to be issued by the Company or a related or inter-related company, or for the purchase of any debt securities of the Company or of a related or inter-related company.

"Such authority shall endure until the next AGM of the Company for the year ending 28 February 2022."

Reason for and effect of special resolution 2

In terms of section 44 of the Companies Act, shareholders are required to approve by way of a special resolution any direct or indirect financial assistance, by way of a loan, guarantee, the provision of security or otherwise, to any person, for the purpose of, or in connection with, the subscription of any debt securities, issued or to be issued by the Company or a related or inter-related company, or for the purchase of any debt securities of the Company or of a related or inter-related company. Given that such financial assistance exists between the companies within the Group and may be required in future, shareholders are requested to consider and grant such general authority which shall be renewed at most every 2 (two) years.

The purpose of this special resolution is to grant the directors of the Company the authority to authorise the Company to provide direct or indirect financial assistance as contemplated in section 44 of the Companies Act.

A 75% (seventy-five percent) majority of votes cast by those shareholders present or represented and voting at the AGM is required for this resolution to be adopted.

REVISED NOTICE OF ANNUAL GENERAL MEETING continued

Special resolution 3: approval of financial assistance in terms of section 45 of the Companies Act

"Resolved that to the extent required by the Companies Act, the Board of the Company may, subject to compliance with the requirements of the Company's MOI, the Companies Act and the JSE Listings Requirements, each as presently constituted and as amended from time to time, authorise the Company to provide direct or indirect financial assistance, in terms of section 45 of the Companies Act, by way of loan, guarantee, the provision of security or otherwise, to any of its present or future subsidiaries and/or any other company or corporation that is or becomes related or inter-related to the Company for any purpose or in connection with any matter, including, but not limited to, the acquisition of or subscription for any option or any securities issued or to be issued by the Company or a related or inter-related company, or for the purchase of any securities of the Company or a related or inter-related company.

Such authority shall endure until the next AGM of the Company for the year ending 28 February 2022."

Reason for and effect of special resolution 3

In terms of section 45 of the Companies Act, shareholders are required to approve, by way of a special resolution, any financial assistance to related or inter-related parties. Given that such financial assistance exists between the companies within the Group and may be required in future, shareholders are requested to consider and grant such general authority which shall be renewed every 2 (two) years at most.

The purpose of this special resolution is to grant the directors of the Company the authority to authorise the Company to provide direct or indirect financial assistance as contemplated in section 45 of the Companies Act to any one or more related or inter-related companies or within the Group.

A 75% (seventy-five percent) majority of votes cast by those shareholders present or represented and voting at the AGM is required for this resolution to be adopted.

8. Other business

To transact such other business as may be transacted at an AGM or raised by shareholders with or without advance notice to the Company.

Voting and proxies

1. The date on which shareholders must be recorded as such in the share register maintained by the transfer secretaries of the Company ("the Share Register") for purposes of being entitled to receive this notice is Friday, 9 July 2021.

2. The date on which shareholders must be recorded in the Share Register for purposes of being entitled to attend and vote at this AGM is Friday, 20 August 2021, with the last day to trade being Tuesday, 17 August 2021.

3. Meeting participants will be required to provide proof of identification to the reasonable satisfaction of the Chair of the AGM and must accordingly submit a copy of their identity document, passport, or driver's licence and letter of representation and electronic participation form (EPF) to the transfer secretaries at proxy@computershare.co.za. If in doubt as to whether any document will be regarded as satisfactory proof of identification, meeting participants should contact the transfer secretaries for guidance.
4. Certificated and own-name dematerialised shareholders are advised that they must complete a form of proxy in order for their vote/s to be valid. The form of proxy for certificated and own-name dematerialised shareholders is included in this document.
5. A shareholder of the Company entitled to participate in and vote at the AGM is entitled to appoint one or more proxies to attend, speak and to vote in their stead. The proxy need not be a shareholder of the Company.
6. On a show of hands, every shareholder of the Company present or represented by proxy shall have one vote only. On a poll, every shareholder of the Company present or represented by proxy shall have one vote for every share in the Company held by such shareholder. As the meeting will cater for electronic participation only, it will not be desirable nor practical for voting to take place by way of show of hands. Accordingly, the Chairman has already determined that all voting will be by way of poll via the proxy forms that will be submitted.
7. A form of proxy is attached for the convenience of certificated and own-name dematerialised shareholders holding shares in the Company who cannot participate in the AGM but wish to be represented thereat.
8. Such shareholders must complete and return the attached form of proxy and lodge it with the transfer secretaries of the Company.
9. Dematerialised shareholders who have not elected own-name registration in the sub-register of the Company through a CSDP and who wish to exercise their vote at the AGM, must timeously 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. Such shareholders are advised that they must provide their CSDP or broker with separate voting instructions in respect of the shares.
10. Dematerialised shareholders who have not elected own-name registration in the sub-register of the Company through a CSDP and who wish to participate in the AGM, must instruct the CSDP or broker to provide them with the necessary letter of representation to do so.

REVISED NOTICE OF ANNUAL GENERAL MEETING continued

11. Forms of proxy may also be obtained on request from the Company's registered office. The completed forms of proxy must be deposited at, posted, or emailed to the transfer secretaries, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 (Private Bag X9000, Saxonwold, 2132) ("Computershare"), to be received at least 48 hours prior to the AGM, which AGM is at 09:00 on Thursday, 26 August 2021. Any form of proxy not delivered to the transfer secretaries by this time may be submitted to the transfer secretaries via email at proxy@computershare.co.za at any time before the appointed proxy/ies exercise/s any shareholder rights at the AGM.

Electronic participation in the 2021 AGM

All shareholders who wish to participate in the AGM will do so by way of electronic participation and are required to complete an Electronic Participation Form (EPF) and forward it to TMS. The EPF must be received by TMS by no later than Monday, 23 August 2021 for TMS to arrange for the shareholder (or representative or proxy) to provide reasonably satisfactory identification to the Company Secretary for the purposes of section 63(1) of the Companies Act and for the Scrutineers to provide the shareholder (or representative or proxy) with details on how to access the AGM by means of electronic participation. The written notification should contain the following:

- a certified copy of the shareholder's identification document or passport if the shareholder is an individual;
- the letter of representation (in a non-voting capacity) if such shareholder is a dematerialised shareholder who has not elected own-name registration;
- a certified copy of a resolution of letter of representation given by the holder if you are a company or juristic person, and certified copies of identity documents or passports of the persons who passed the resolution; and
- a completed EPF containing a valid email address and/or telephone number.

TMS is obliged, in terms of section 63(1) of the Companies Act, to validate (in correspondence with the Company Secretary and, in particular, the Transfer Secretaries, and your CSDP) each such shareholder's entitlement to participate in the AGM, before providing it with the necessary means to electronically access the AGM.

Participants who have complied with the notice requirement above, will be contacted between Tuesday, 24 and Wednesday, 25 August 2021 to be provided with the relevant connection details through which they or their proxy(ies) can participate via electronic communication and of the process for participation via a unique link to the email/cellphone number provided in the notification.

It is recommended that shareholders log into the online platform at least 15 minutes prior to the scheduled start time for the AGM. Should shareholders require assistance with accessing the online platform, they can call the following helpline: +27 81 711 4255.

Shareholders will be able to view a live webcast of the AGM and ask directors questions online in written format or verbally.

Participation at the AGM

Certificated shareholders and dematerialised shareholders with own-name registration are entitled to attend (via the virtual meeting platform) the AGM and are entitled to appoint a proxy or proxies to attend (via the virtual meeting platform) in their stead. The person so appointed need not be a shareholder of the Company.

Dematerialised shareholders who have not elected own-name registration and who wish to attend (via the virtual meeting platform) the AGM must instruct their CSDP or broker timeously in order that such CSDP or broker issues them with the necessary letter of representation for such shareholder to electronically participate in the AGM, in a non-voting capacity.

Voting remotely through the electronic platform will **not** be allowed or possible. Shareholders are reminded that they are still able to vote normally via proxy as outlined above, despite participating in the AGM either electronically or not at all.

Aside from the costs incurred by Delta as a result of the hosting by TMS of the AGM, by way of a remote interactive electronic platform, which shareholders can choose to access, shareholders will be liable for their own network charges in relation to electronic participation in the AGM. Any such charges will not be for the account of the JSE, Delta and/or TMS.

None of the JSE, Delta or TMS can be held accountable in the case of loss of network connectivity or other network failure due to insufficient airtime, internet connectivity, internet bandwidth and/or power outages which prevent any such shareholder from participating in the AGM.

By agreeing to participate in the AGM, the shareholder acknowledges that the electronic communication services are provided by third parties and indemnifies Delta against any loss, injury, damage, penalty or claim arising in any way from the use or possession of the electronic services, whether or not the problem is caused by any act or omission on the part of the shareholder or anyone else. In particular, but not exclusively, the shareholder acknowledges that they will have no claim against Delta, whether for consequential damages or otherwise, arising from the use of the electronic services or any defect in it or from total or partial failure of the electronic services and connections linking the shareholder via the electronic services to the AGM.

Delta cannot guarantee there will not be a break in electronic communication that is beyond the control of the Company.

By order of the Board

16 July 2021

Company Secretary

REVISED NOTICE OF ANNUAL GENERAL MEETING continued

Registered office

Silver Stream Office Park
10 Muswell Road South
Bryanston, 2021
(Postnet Suite 210
Private Bag X21, Bryanston, 2021)

Transfer secretaries

Hand deliveries of proxies to:

Computershare Investor Services Proprietary Limited

Rosebank Towers, 15 Biermann Avenue

Rosebank, 2196

Postal deliveries to:

Computershare Investor Services Proprietary Limited

Private Bag X9000

Saxonwold, 2132

Email deliveries to: proxy@computershare.co.za

Scrutineers

Hand deliveries EPFs and LORs to:

The Meeting Specialists Proprietary Limited

JSE Building, One Exchange Square

Gwen Lane, Sandown, 2196

Postal deliveries to:

The Meeting Specialists Proprietary Limited

PO Box 62043

Marshalltown, 2107, South Africa

Email deliveries to: proxy@tmsmeetings.co.za
or call The Meeting Specialists on +27 11 520 7950/1/2

FORM OF PROXY

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

Certificated and own-name dematerialised shareholders are advised that they must complete a form of proxy for certificated and own-name dematerialised shareholders in order for their vote/s to be valid.

This form of proxy is for use by the holders of the Company's certificated shares ("certificated shareholders") and/or dematerialised shares held through a CSDP or broker who have selected own-name registration and who cannot attend but wish to be represented at the Annual General Meeting of the Company on Thursday, 26 August 2021 at 09:00 (Central African time) or any adjournment if required. Additional forms of proxy are available at the Company's registered office.

The forms of proxy are not for the use by holders of the Company's dematerialised shares who have not selected own-name registration. Such shareholders must contact their CSDP or broker timeously if they wish to attend and vote at the AGM and request that they be issued with the necessary authorisation to do so, or provide the CSDP or broker timeously with their voting instructions should they not wish to attend the AGM but wish to be represented thereat, in order for the CSDP or broker to vote in accordance with their instructions.

I/We

(full name in print)

Telephone number:

Cellphone number:

Email:

of (address)

being a member/members of the above mentioned Company, hereby appoint:

1. or failing him/her,

2. or failing him/her,

3. the Chair of the AGM,

as my/our proxy to act for me/us at the AGM (and any adjournment thereof) convened for purposes of considering and, if deemed fit, passing, with or without modification, the resolutions ("resolutions") to be proposed thereat and at each adjournment thereof, and to vote for and/or against the resolutions, and/or to abstain from voting for and/or against the resolutions, in respect of the shares registered in my/our name in accordance with the following instructions:

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

FORM OF PROXY continued

Ordinary resolutions	For	Against	Abstain
1 To re-elect Dumo Motau as an independent non-executive director			
2 To re-elect JJ Njeke as an independent non-executive director			
3 To ratify the appointment of Patricia Stock as an independent non-executive director			
4 To reappoint BDO South Africa Inc. as independent auditors to the Company			
5 To reappoint JJ Njeke as a member and Chair of the Company's Audit, Risk and Compliance Committee for the year ending 28 February 2022			
6 To appoint, subject to the passing of ordinary resolution 3, Patricia Stock as a member of the Company's Audit, Risk and Compliance Committee with effect from 7 July 2021 for the year ending 28 February 2022			
7 To reappoint Caswell Rampheri as a member of the Company's Audit, Risk and Compliance Committee for the year ending 28 February 2022			
8 Non-binding advisory vote to approve the remuneration policy			
9 Non-binding advisory vote on implementation of the remuneration policy			
10 To authorise any one director or the Company Secretary to action all ordinary and special resolutions			
Special resolutions			
1 To approve the non-executive directors' remuneration for their services as directors			
2 To approve the granting of financial assistance in terms of section 44 of the Companies Act			
3 To approve the granting of financial assistance in terms of section 45 of the Companies Act			

Signed at on the of 2021

Signature(s)

Assisted by (where applicable) (state capacity and full name)

Each shareholder is entitled to appoint one or more proxies (who need not be a shareholder of the Company) to attend, speak and vote in place of that shareholder at the Annual General Meeting.

Please read notes on the following page.

NOTES TO THE FORM OF PROXY

Certificated and own-name dematerialised shareholders are advised that they must complete a form of proxy for certificated and own-name dematerialised shareholders in order for their vote/s to be valid.

1. The form of proxy must only be used by certificated ordinary shareholders or dematerialised ordinary shareholders who hold dematerialised shares with own-name registration.

2. Dematerialised shareholders are reminded that the onus is on such shareholder to communicate with their CSDP or broker.

3. A shareholder entitled to attend and vote at the AGM may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space provided, with or without deleting "the Chair of the meeting". The person whose name stands first on the form of proxy and who is present at the AGM will be entitled to act as proxy to the exclusion of such proxy(ies) whose names follow.

4. A shareholder is entitled to one vote on a show of hands and, on a poll, one vote in respect of each share held. A shareholder's instructions to the proxy must be indicated by inserting the relevant number of votes exercisable by the shareholder in the appropriate box(es). Failure to comply with this will be deemed to authorise the proxy to vote or to abstain from voting at the AGM as they deem fit in respect of all the shareholder's votes.

5. A vote given in terms of an instrument of proxy shall be valid in relation to the AGM notwithstanding the death, insanity or other legal disability of the person granting it, or the revocation of the proxy, or the transfer of the shares in respect of which the proxy is given, unless notice as to any of the aforementioned matters shall have been received by the registrars not less than 48 (forty-eight) hours before the commencement of the AGM.

6. The Chair of the AGM may reject or accept any form of proxy which is completed and/or received other than in compliance with these notes.

7. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the AGM and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so.

8. Documentary evidence establishing the authority of a person signing the form of proxy in a representative capacity must be attached to this form of proxy, unless previously recorded by the Company or unless this requirement is waived by the Chair of the AGM.

9. A minor or any other person under legal incapacity must be assisted by their parent or guardian, as applicable, unless the relevant documents establishing their capacity are produced or have been registered with the Company.

10. Where there are joint holders of shares:
    - any one holder may sign the form of proxy; and
    - the vote(s) of the senior shareholders (for that purpose seniority will be determined by the order in which the names of shareholders appear in the Company's register of shareholders) who tender a vote (whether in person or by proxy) will be accepted to the exclusion of the vote(s) of the other joint shareholder(s).

11. The Chair of the AGM may reject or accept any form of proxy which is completed and/or received otherwise than in accordance with these notes, provided that, in respect of acceptances, the Chairman is satisfied as to the manner in which the shareholder concerned wishes to vote.

12. Forms of proxy should be lodged with, posted by mail to, or emailed to Computershare Investor Services Proprietary Limited:

    Hand deliveries to:
    Computershare Investor Services Proprietary Limited
    Rosebank Towers, 15 Biermann Avenue
    Rosebank, 2196

    Postal deliveries to:
    Computershare Investor Services Proprietary Limited
    Private Bag X9000
    Saxonwold, 2132

    Email deliveries to: proxy@computershare.co.za

    Proxies are to be received by no later than 09:00 on Tuesday, 24 August 2021 (or 48 hours before any adjournment of the AGM which date, if necessary, will be notified on SENS). Any form of proxy not delivered to the transfer secretaries by this time may be handed to the Chair of the AGM prior to the commencement of the AGM, at any time before the appointed proxy exercises any shareholder rights at the AGM.

13. Any alteration or correction made to this form of proxy, other than the deletion of alternatives, must be initialled by the signatory(ies).

ELECTRONIC PARTICIPATION IN THE DELTA PROPERTY FUND LIMITED VIRTUAL ANNUAL GENERAL MEETING TO BE HELD ON 26 AUGUST 2021

The annual general meeting

- Shareholders or their proxies who wish to participate in the annual general meeting via electronic communication ("**Participant**s"), must apply to the Company's meeting scrutineers to do so by delivering the form below ("**the application**") to the offices of the Company's meeting scrutineers, The Meeting Specialists Proprietary Ltd ("**TMS**") JSE Building, One Exchange Square, 2 Gwen Lane, Sandown, 2196, by no later than 09:00 on Monday, 23 August 2021.
- The application may also be posted, at the risk of the Participant, to TMS, PO Box 62043, Marshalltown, 2107, so as to be received by the meeting scrutineers by no later than the time and date set out above.
- Shareholders or their proxies may also submit their requests to TMS via email to proxy@tmsmeetings.co.za
- Shareholders who have dematerialised their shares, other than those shareholders who have dematerialised their shares with 'own name' registration, should contact their Central Securities Depository Participant ("**CSDP**") or broker in the manner and time stipulated in their agreement with their CSDP or Broker:
  - to furnish them with their voting instructions; and
  - in the event that they wish to participate in the meeting, to obtain the necessary authority to do so.
- Participants will not be able to vote during the annual general meeting. All votes need to be submitted via proxy as per the notice of the meeting.
- Each shareholder, who has complied with the requirements below, will be contacted between Tuesday, 24 August 2021 and Thursday, 26 August 2021 via email/mobile with a unique link to allow them to participate in the virtual annual general meeting.
- The cost of the Participant's phone call or data usage will be at his/her own expense and will be billed separately by his/her own telephone service provider.
- The cut-off time, for administrative purposes, to participate in the meeting will be 08:00 on Thursday, 26 August 2021.
- The Participant's unique access credentials will be forwarded to the email/cell number provided below.

Application form

Name and surname of shareholder	
Name and surname of shareholder representative (if applicable)	
ID number of shareholder or representative	
Email address	
Cell number	
Telephone number	
Name of CSDP or Broker (if shares are held in dematerialised format)	
SCA number/Broker account number or own name account number	
Number of shares	

Signature	
Date	

By signing this form, I agree and consent to the processing of my personal information above for the purpose of participation in the annual general meeting.

Terms and conditions for participation at the Delta Property Fund Limited annual general meeting to be held on 26 August 2021 via electronic communication

- The cost of dialling in using a telecommunication line/webcast/web-streaming to participate in the annual general meeting is for the expense of the Participant and will be billed separately by the Participant's own telephone service provider.
- The Participant acknowledges that the telecommunication lines/webcast/web-streaming are provided by a third party and indemnifies Delta Property Fund Limited, the JSE Limited and TMS and/or their third party service providers against any loss, injury, damage, penalty or claim arising in any way from the use or possession of the telecommunication lines/webcast/web-streaming, whether or not the problem is caused by any act or omission on the part of the Participant or anyone else. In particular, but not exclusively, the Participant acknowledges that he/she will have no claim against Delta Property Fund Limited, the JSE Limited and TMS and/or its third party service providers, whether for consequential damages or otherwise, arising from the use of the telecommunication lines/webcast/web-streaming or any defect in it or from total or partial failure of the telecommunication lines/webcast/web-streaming and connections linking the telecommunication lines/webcast/web-streaming to the annual general meeting.

ELECTRONIC PARTICIPATION IN THE DELTA PROPERTY FUND LIMITED VIRTUAL ANNUAL GENERAL MEETING TO BE HELD ON 26 AUGUST 2021 continued

- Once the Participant has received the link, the onus to safeguard this information remains with the Participant.
- The application will only be deemed successful if this application form has been fully completed and signed by the Participant and delivered or e-mailed to TMS at proxy@tmsmeetings.co.za

Shareholder name:

Signature:

Date:

ANNEXURE A: SUMMARISED AUDITED FINANCIAL STATEMENTS

for the year ended 28 February 2021

COMMENTARY

RESPONSIBILITY STATEMENT

The directors take full responsibility for the preparation of the abridged report which has been correctly extracted from the underlying audited annual financial statements.

BASIS OF PREPARATION AND ACCOUNTING POLICIES

The abridged audited consolidated annual financial statements for the year ended 28 February 2021 have been prepared in accordance with the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and 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 have been consistently applied in the preparation of these annual financial results and are in terms of International Financial Reporting Standards ("IFRS").

AUDITORS' CONCLUSION REPORT

This abridged report is extracted from audited information, but is not itself audited.

The directors take full responsibility for the preparation of the abridged report, which has been correctly extracted from the underlying audited annual financial statements.

The consolidated and separate financial statements of Delta Property Fund Limited for the year ended 28 February 2021 have been audited by the independent external auditor BDO South Africa Incorporated, who expressed a qualified opinion.

Details relating to the nature of the qualified opinion relate to:

- As a result of a lack of shareholding information for the companies which the Group transacted with, we were unable to obtain sufficient audit evidence to substantiate the completeness of related parties and related party balances, as disclosed in the related party note 34 to the consolidated and separate financial statements. As a consequence, we were unable to determine whether any adjustments were required to the financial statements with respect to the related party disclosure.
- The report on the audit of the consolidated and separate financial statements is available for inspection at the company's registered office.

ANNEXURE A: SUMMARISED AUDITED FINANCIAL STATEMENTS continued

for the year ended 28 February 2021

DIRECTORS' REPORT

CORPORATE OVERVIEW

Delta is a listed REIT. As a REIT, the Company derives rental income from investments in office and retail properties, and distributions from other listed property securities.

NATURE OF BUSINESS

Delta is the dominant sovereign-listed property fund in South Africa. The primary focus of the Fund is long-term investment in quality rental income-generating properties situated in strategic nodes attractive to sovereign entities. Delta is a majority black-owned and managed property fund.

GOVERNANCE

The Board remains aligned with the King IV recommendations and as previously reported continues its ongoing exploration of the six capitals (financial, manufactured, human, intellectual, natural, and social and relationship) and how to link them appropriately into the strategy.

REVIEW OF ACTIVITIES AND FINANCIAL RESULTS

The results of the Group and the Company are commented on in the Chairman's Statement and Leadership report are set out in the financial statements included in the integrated report.

IFRS

The financial statements are prepared in accordance with IFRS and the requirements of the Companies Act of South Africa.

DIVIDEND

No dividends were declared during the 2021 financial year.

SHARE CAPITAL

Delta's share capital is outlined in note 18 to the annual financial statements.

SHAREHOLDER ANALYSIS

Refer to pages 50 to 52 of this report for the shareholder analysis.

DIRECTORATE

Significant changes occurred in the Board composition.

On 14 June 2020, the Board advised shareholders of the untimely passing of Mr I Macleod, an independent non-executive director. Ms P Langeni was appointed as the non-executive Deputy Chairman of the Board and Ms S Masinga as a non-executive director with effect from 6 July 2020. Mr JB Magwaza elected not to make himself available for re-election to the Board and retired from the Board at the Annual General Meeting on 31 August 2020. Ms P Langeni was formally appointed by the Board following the Annual General Meeting as the Chairman of the Board on 31 August 2020.

On 24 August 2020, Mr S Nomvete (Chief Executive Officer) and Mr S Maharaj (Chief Financial Officer) resigned from the Company with immediate effect and Mr O Tshabalala (Chief Operating Officer) elected to not complete his notice period, following his resignation on 1 July 2020. On 24 August 2020 Ms S Masinga was appointed as the Interim Chief Executive Officer and Ms M de Lange as the Interim Chief Financial Officer.

With Ms M de Lange assuming an executive role, she stepped down as a member of the Audit, Risk and Compliance Committee and Mr MCR Rampheri was appointed as a member of the committee. Following the retirement of Mr JB Magwaza, Ms P Langeni was appointed as the chairman of the Nomination Committee. The Remuneration and Nomination Committee was split into two separate committees.

Ms M de Lange has since been appointed as permanent Chief Financial Officer with effect from 1 January 2021.

On 3 November 2020, Mr JJ Njeke tendered his resignation from the Board with effect from 31 December 2020. On 14 December 2020, Mr Njeke withdrew his resignation, which was accepted by the Board. Mr Njeke continues to serve on the Board as the lead independent director and chairman of the Audit, Risk and Compliance Committee.

DIRECTORS' REPORT continued

As at the date of this report, the Board composition is as follows:

Executive directors

- S Masinga – Interim CEO
- M de Lange – CFO

Non-executive directors

- P Langeni – Chairman
- N Khan
- DN Motau*
- NN Afolayan*
- MJN Njeke* Lead independent director
- MCR Rampheri*

* *Independent.*

DIRECTORS' INTERESTS

The interest of the directors in the shares of the Company at the date of this report was as follows:

	Direct beneficial holding	**Indirect beneficial holding**	**Total 2021**	Direct beneficial holding	Indirect beneficial holding	Total 2020
Executive directors						
S Masinga[2]	**70 000**	**10 937 908**	**11 007 908**	70 000	10 937 908	11 007 908
Non-executive directors						
P Langeni[2]	**570 000**	**10 937 908**	**11 507 908**	570 000	10 937 908	11 507 908
N Khan[2]	**550 000**	**32 484 616**	**33 034 616**	550 000	32 484 616	33 034 616
D Motau	**1 860**	**-**	**1 860**	1 860	–	1 860
	1 191 860	**54 360 432**	**55 552 292**	1 191 860	54 360 432	55 552 292

[2] *As part of a B-BBEE transaction Cornwall Crescent Proprietary Limited ("Cornwall"), Cornwall purchased Delta shares from Redefine Properties Limited (off market) utilising a vendor loan.*
Nature and term of obligation: *loan debt finance over a five-year term. Transaction date 29 June 2017 for N Khan, S Masinga and P Langeni.*
Amount of financial obligation: *the total amount owing by Cornwall as at 28 February 2021 is R1 691 659 189. S Masinga holds 6.75% (10 937 908 shares) of Cornwall = R114 186 995 of the total owed.*
P Langeni holds 6.75% (10 937 908 shares) of Cornwall = R114 186 9951 of the total owed.
N Khan holds 20% (32 408 616 shares) of Cornwall = R338 331 838 of the total owed.
Number of securities offered as security/guarantee: *100 percent of the Delta shares owned by Cornwall are held under guarantee for the facility. The number of shares is per the share register being 162 043 079.*

All changes in the directors' interests between financial year-end and the date of approval of the annual financial statements have been recorded above.

ANNEXURE A: SUMMARISED AUDITED FINANCIAL STATEMENTS continued

for the year ended 28 February 2021

DIRECTORS' REPORT continued

DIRECTORS' EMOLUMENTS AND SERVICE CONTRACTS

The executive directors have service contracts with the Company which include a three-month notice period. The non-executive directors sign a formal letter of appointment on acceptance of their Board position. All the directors' emoluments are disclosed on pages 67 to 69 of this report.

DIRECTORS' INTERESTS IN CONTRACTS ASSET MANAGEMENT

With the changes to the Board and the resignation on 24 August 2020 of S Nomvete the former CEO, as at the date of this report none of the Board members have an interest in the Asset Management contract.

The fee payable by Delta to DPAM for all asset management and operational management services is a monthly fee equal to half of 0.35% of the aggregate of the market capitalisation and the borrowings of Delta ("enterprise value").

PROPERTY MANAGEMENT

From 1 September 2016, property management services have been provided by DPAM. A management fee is payable to DPAM by Delta equal to 1.85% of monthly collections from tenants.

INSURANCE

Delta has appropriate insurance cover against crime risks as well as professional indemnity.

PROMOTION OF ACCESS TO INFORMATION ACT

There were no requests for information lodged with the Company in terms of the Promotion of Access to Information Act, No 2 of 2000.

SUBSEQUENT EVENTS

Refer to note 3 of the annual financial statements for a list of material events which have occurred between the end of the reporting date and the date of this report.

GOING CONCERN

The Board has carried out a thorough review of the going concern assessment of the Group and Company, as disclosed in the going concern note in the financial statements, and having considered the solvency and liquidity, scenario analyses, the business plans and the key assumptions utilised have 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 (refer note 4 of the annual financial statements).

The Board acknowledges the material uncertainty related to unforeseen events or conditions that may affect the orderly 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 the material uncertainties and having considered the validity of the principal assumptions set out above and the continued support from the Group's principal financiers the Board has concluded that the Company and Group are able to discharge its 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

REBUILDING TRUST

The Board recognises that alleged irregularities perpetrated by the previous executive management resulted in significant concerns, raised by shareholders and stakeholders of the fund, that impacted the reputation and credibility of the fund.

DIRECTORS' REPORT continued

Significant focus has and will continue to be placed on enhancing governance and internal control processes through the various Board committees with emphasis on conflict of interest, delegation of authority and financial reporting controls, in order to rebuild trust with key stakeholders.

Refer to the Audit, Risk and Compliance Committee report included in the integrated report for more details.

FINANCIAL REPORTING

Following the forensic investigations and internal process reviews conducted, the Board initiated, and Management oversaw a comprehensive internal accounting review process that revealed a number of accounting irregularities and misstatements that resulted in the withdrawal and reissue of the previous financial year's annual financial statements.

The internal accounting review identified areas that required improved and/or more formalised internal controls over financial reporting at both an entity and process level. The deficiencies identified have been reported to the Audit, Risk and Compliance Committee as well as the external auditors throughout the internal accounting review process. The Audit, Risk and Compliance Committee has in turn overseen the compensating controls and procedures that were put in place to ensure that adequate measures are taken, where appropriate, to provide reasonable assurance that the annual financial statements fairly present in all material respects the financial position, performance and cash flows of the Group and the Company in accordance with International Financial Reporting Standards and the JSE Listings Requirements.

The Board and Management have embarked on a remediation plan to ensure that all required internal controls over financial reporting are appropriately designed and implemented at the appropriate level of precision and coverage as soon as practicably possible. The remediation plans have been elaborated on in the Audit, Risk and Compliance Committee report.

COMPANY SECRETARY AND REGISTERED OFFICE

Paula Nel, the Company Secretary, has resigned from the Group with her last day being 30 June 2021. Fluidrock Governance Group (Pty) Ltd has been appointed as the Company Secretary with effect from 1 July 2021. The address of the Company Secretary is that of the Company's registered office, which is Silver Stream Office Park, 10 Muswell Road South, Bryanston, Johannesburg, 2021.

SPECIAL RESOLUTIONS PASSED

No additional special resolutions were passed during FY2021 other than those passed at Delta's AGM held on 31 August 2020.

PREPARATION OF FINANCIAL STATEMENTS

The annual financial statements have been audited in compliance with section 30(ii)(a) of the Companies Act of South Africa and the Company's Memorandum of Incorporation and were prepared under the supervision of the CFO, Ms M de Lange CA(SA).

ANNEXURE A: SUMMARISED AUDITED FINANCIAL STATEMENTS continued

for the year ended 28 February 2021

STATEMENT OF FINANCIAL POSITION

		Group		Company	
	Notes	**2021 R'000**	2020 R'000	**2021 R'000**	2020 R'000
Assets					
Non-current assets					
Investment property		**8 227 800**	8 780 933	**7 934 100**	8 509 031
Fair value of investment property	3	**8 123 987**	8 639 496	**7 830 715**	8 372 436
Straight-line rental income accrual	3	**103 813**	141 437	**103 385**	136 595
Property, plant and equipment		**11 228**	13 566	**903**	1 120
Investment in subsidiaries		**-**	-	**62 274**	62 274
Investment in listed security	4	**157 072**	277 734	**157 072**	277 734
Loans due from subsidiaries		**-**	-	**288 754**	289 314
		8 396 100	9 072 233	**8 443 103**	9 139 473
Current assets					
Loan receivable		**10 372**	12 562	**10 372**	12 562
Current tax receivable		**526**	-	**-**	-
Trade and other receivables		**330 171**	274 052	**321 623**	264 236
Cash and cash equivalents		**49 562**	46 412	**46 190**	44 193
		390 631	333 026	**378 185**	320 991
Total assets		**8 786 731**	9 405 259	**8 821 288**	9 460 464
Equity					
Share capital		**4 868 461**	4 868 461	**4 868 461**	4 868 461
Non-controlling interest		**(6 800)**	(5 148)		-
Retained loss		**(1 364 424)**	(909 968)	**(1 290 106)**	(810 459)
Total equity		**3 497 237**	3 953 345	**3 578 355**	4 058 002
Liabilities					
Non-current liabilities					
Derivative financial instruments		**114 442**	58 427	**114 442**	58 427
Interest-bearing borrowings		**802 879**	1 019 509	**802 879**	1 019 509
Lease liabilities		**32 853**	37 156	**1 639**	2 626
Loans due to subsidiaries		**-**	-	**4 190**	4 190
Other financial liabilities		**5 844**	6 273	**5 844**	6 273
		956 018	1 121 365	**928 994**	1 091 025
Current liabilities					
Interest-bearing borrowings		**3 952 703**	4 014 568	**3 952 703**	4 014 568
Lease liabilities		**7 219**	9 400	**1 262**	1 209
Trade and other payables		**204 430**	238 034	**191 068**	222 844
Derivative financial instruments	5	**-**	3 805	**-**	3 805
Current tax payable		**161 737**	37 590	**160 959**	38 112
Bank overdraft		**7 387**	27 152	**7 947**	30 899
		4 333 476	4 330 549	**4 313 939**	4 311 437
Total liabilities		**5 289 494**	5 451 914	**5 242 933**	5 402 462
Total equity and liabilities		**8 786 731**	9 405 259	**8 821 288**	9 460 464

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

		Group		Company	
	Notes	**2021 R'000**	2020 R'000	**2021 R'000**	2020 R'000
Revenue					
Rental Income	6	**1 445 893**	1 486 020	**1 403 998**	1 458 832
Straight-line rental income accrual		**(37 624)**	(30 383)	**(33 210)**	(27 987)
		1 408 269	1 455 637	**1 370 788**	1 430 845
Property operating expenses		**(556 656)**	(476 138)	**(563 303)**	(495 539)
Net property rental and related income		**851 613**	979 499	**807 485**	935 306
Other income		**708**	2 499	**1 326**	2 499
Dividend income	9	**13 809**	42 878	**13 809**	49 251
Loss on foreign exchange movements		**(3 709)**	(19 326)	**(3 709)**	(19 326)
Administration expenses		**(116 433)**	(93 514)	**(98 344)**	(65 017)
Net operating profit		**745 988**	912 036	**720 567**	902 713
Fair value adjustments	7	**(636 895)**	(1 140 432)	**(653 163)**	(1 082 576)
ECL provisions		**429**	(67 754)	**(24 871)**	(101 056)
Profit/(loss) from operations		**109 522**	(296 150)	**42 533**	(280 919)
Finance costs	8	**(435 308)**	(571 530)	**(431 516)**	(567 451)
Interest income	9	**21 696**	20 463	**58 063**	56 316
Loss before taxation		**(304 090)**	(847 217)	**(330 920)**	(792 054)
Taxation		**(152 016)**	(93 071)	**(148 727)**	(93 071)
Loss for the year		**(456 106)**	(940 288)	**(479 647)**	(885 125)
Total comprehensive loss for the year		**(456 106)**	(940 288)	**(479 647)**	(885 125)
Loss for the year attributable to:					
Owners of the parent		**(454 456)**	(935 800)	**(479 647)**	(885 125)
Non-controlling interest		**(1 652)**	(4 488)	**-**	-
Total comprehensive loss attributable to:					
Owners of the parent		**(454 456)**	(935 800)	**(479 647)**	(885 125)
Non-controlling interest		**(1 652)**	(4 488)	**-**	-
Basic and diluted earnings					
Basic and diluted loss per share		**(63.63)**	(131.02)	**-**	-

ANNEXURE A: SUMMARISED AUDITED FINANCIAL STATEMENTS continued

for the year ended 28 February 2021

STATEMENT OF CHANGES IN EQUITY

Group (R'000)	Share capital	Retained income	Non-controlling interest	Total equity
Balance at 1 March 2019	4 868 461	227 002	(660)	5 094 803
Total comprehensive loss for the year	-	(935 800)	(4 488)	(940 288)
Loss for the year	-	(935 800)	(4 488)	(940 288)
Dividends paid	-	(201 170)	-	(201 170)
Balance at 28 February 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

Company (R'000)				
Balance at 1 March 2019	4 868 461	275 836	-	5 144 297
Loss for the year	-	(885 125)	-	(885 125)
Dividends paid	-	(201 170)	-	(201 170)
Balance 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

STATEMENT OF CASH FLOWS

	Notes	Group 2021 R'000	Group 2020 R'000	Company 2021 R'000	Company 2020 R'000
Cash flows from operating activities					
Cash generated from operations	11	**705 264**	896 129	**672 789**	882 610
Interest received		**21 696**	14 428	**44 907**	50 281
Dividend received		**13 809**	42 878	**13 809**	49 251
Finance costs		**(462 402)**	(487 265)	**(462 402)**	(485 788)
Taxation paid		**(42 680)**	(57 354)	**(42 680)**	(57 328)
Net cash inflow from operating activities		**235 687**	408 816	**226 423**	439 026
Cash flows from investing activities					
Acquisition of property, plant and equipment		**(452)**	(102)	**(452)**	(102)
Proceeds on disposal of property, plant and equipment		**112**	–	**112**	–
Capital expenditure on investment property		**(37 596)**	(22 938)	**(27 923)**	(22 570)
Proceeds on disposal of investment property		**14 966**	49 106	**14 966**	49 106
Proceeds on disposal of investment in listed shares (Grit)		**-**	104 351	**-**	104 351
Repayment of loans with related parties		**30**	227	**30**	227
Repayment of loan receivable		**-**	5 000	**-**	5 000
Net cash inflow from investing activities		**(22 940)**	135 644	**(13 267)**	136 012
Cash flows from financing activities					
Dividends paid		**-**	(201 286)	**-**	(201 286)
Increase in interest-bearing borrowing		**5 750**	105 587	**5 750**	105 587
Repayment of lease liabilities		**(6 484)**	(728)	**(1 141)**	(728)
Repayment of interest-bearing borrowings		**(189 098)**	(319 803)	**(189 099)**	(319 803)
Repayment of loans from subsidiaries		**-**	–	**(57 322)**	(68 978)
Loan advances to subsidiaries		**-**	–	**53 605**	53 004
Repayment of other financial liabilities		**-**	(28 792)	**-**	(28 792)
Net cash outflow from financing activities		**(189 832)**	(445 022)	**(188 207)**	(460 996)
Net movement in cash and cash equivalents		**22 915**	99 438	**24 949**	114 042
Cash and cash equivalents at beginning of year		**19 260**	(80 178)	**13 294**	(100 748)
Cash and cash equivalents at end of year		**42 175**	19 260	**38 243**	13 294

ANNEXURE A: SUMMARISED AUDITED FINANCIAL STATEMENTS continued
for the year ended 28 February 2021

NOTES TO THE GROUP ANNUAL FINANCIAL STATEMENTS
ACCOUNTING POLICIES

1. EVENTS AFTER THE REPORTING PERIOD

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

Disposal of properties
At the date of this report, one sale agreement has been concluded for the sale of the Domus building, situated at 57 Kasteel Road, Lynnwood Glen, Pretoria, for R25 million as announced on SENS on 12 February 2021. Further interest has been shown in other assets of the Group, such as the Free State, Kimberley and Nelspruit assets. Once sale agreements have been concluded for specific assets, the details of the transactions will be disclosed.

Investment in Grit Real Estate Income Group Limited
The value of the Grit shares held by Delta decreased from R157 million to R145.8 million as at 31 May 2021. This relates to a decrease in the share price from USD0.70 per share to USD0.53 per share. The exchange rate also decreased from R15.09/$1 to R13.72/$1.

Governance changes
Refer to the Director's report for changes made to the Board of Delta.

Litigation and recovery of funds
The following ligation matters arose since 28 February 2021:

- Somnipoint litigation
  - During the 2015 financial year, Delta entered into an agreement with Somnipoint to acquire the asset held in Somnipoint. A R45 million refundable deposit was agreed to be paid to Somnipoint. The asset was presented to the Investment Committee, and was subsequently declined. The deposit was not refunded. The common directors in Somnipoint and Delta at the time were Messrs S Nomvete (former CEO) and JB Magwaza (former Chairman) of Delta Property Fund. In February 2020, the asset held in Somnipoint was disposed of and as a result the loan has been impaired.
  - The Board has instituted legal proceedings to recover the amounts due from the shareholders of Somnipoint. Mr JB Magwaza settled R5.0 million on 6 April 2021 of the portion of the loan relating to him.

NOTES TO THE GROUP ANNUAL FINANCIAL STATEMENTS continued

2. 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 R456.1 million and R479.6 million for the 2021 reporting period, respectively. This loss is mainly attributed to the write down 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 Group and Company's total assets of R8.8 billion and R8.8 billion exceed the total liabilities of R5.3 billion and R5.2 billion at 28 February 2021, respectively.
- The Group and Company had a loan to value ratio of 56.5% and 55.8% respectively in comparison to 55.7% and 54.9% 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 1.90 and 2.03 times respectively in comparison to 1.75 and 1.86 times in the prior reporting period. This is below the lender requirement for the Group.
- The Group's and Company's current liabilities of R4.3 billion exceeded its current assets by R3.9 billion at 28 February 2021. 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.

ANNEXURE A: SUMMARISED AUDITED FINANCIAL STATEMENTS continued

for the year ended 28 February 2021

NOTES TO THE GROUP ANNUAL FINANCIAL STATEMENTS continued

2. GOING CONCERN (continued)

Solvency

At 28 February 2021, independent valuations of the investment property portfolio indicate that their fair values exceed the external debt of the Group. While the Group intends to hold these assets for their income-generating potential, the loan to value ratio of 56.5% indicates that should the Group needs to dispose of properties to lower its external debt levels; the quantum of required disposals is considered achievable in the current market conditions.

Liquidity

In assessing the Group's liquidity, management prepared a cash flow forecast up until 28 February 2022, 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.

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 extension of facilities beyond scheduled maturity dates despite exceeding certain loan covenant ratios.
- The reduction in debt through the sale of properties.
- Continued performance of the property portfolio within expected vacancy not greater than 21%.

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 2021 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.

NOTES TO THE GROUP ANNUAL FINANCIAL STATEMENTS continued

2. GOING CONCERN (continued)

Conclusion (continued)

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.

ANNEXURE A: SUMMARISED AUDITED FINANCIAL STATEMENTS continued

for the year ended 28 February 2021

NOTES TO THE GROUP ANNUAL FINANCIAL STATEMENTS continued

3. INVESTMENT PROPERTY

	Group		Company	
	2021 R'000	2020 R'000	**2021 R'000**	2020 R'000
Carrying amount				
Cost	**9 862 489**	9 911 977	**9 428 545**	9 487 976
Fair value adjustments	**(1 738 502)**	(1 272 481)	**(1 597 830)**	(1 115 540)
Balance at end of year	**8 123 987**	8 639 496	**7 830 715**	8 372 436
Movement for the year:				
Balance at beginning of year	**8 639 496**	9 604 224	**8 372 436**	9 305 585
Leasehold land capitalised		31 305		4 563
Fair value adjustments	**(493 785)**	(1 017 357)	**(510 054)**	(959 500)
Capital expenditure	**37 596**	14 768	**27 653**	15 190
Commission capitalised	**4 309**	17 187	**4 309**	17 154
Commission amortised*	**(8 529)**	(10 631)	**(8 529)**	(10 556)
Disposals	**(55 100)**	–	**(55 100)**	–
Balance at end of year	**8 123 987**	8 639 496	**7 830 715**	8 372 436
Reconciliation to valuations:				
Fair value of investment property	**8 123 987**	8 639 496	**7 830 715**	8 372 436
Straight-line rental income accrual	**103 813**	141 437	**103 385**	136 595
Valuations at end of year	**8 227 800**	8 780 933	**7 934 100**	8 509 031

Investment properties have been encumbered as security for interest-bearing borrowings as follows:

- Investment properties with a market value of R1.5 billion (2020: R1.6 billion) are mortgaged to the Standard Bank of South Africa Limited to secure borrowing facilities amounting to R0.8 billion (2020: R0.9 billion).
- Investment properties with a market value of R4.6 billion (2020: R4.8 billion) are mortgaged to Nedbank Limited to secure borrowing facilities amounting to R3 billion (2020: R3.3 billion).
- Investment properties and shares in Grit with a market value of R1.5 billion (2020: R1.6 billion) and R0.2 billion (2020: R0.3 billion) respectively are mortgaged and ceded to Investec Limited to secure borrowing facilities amounting to R0.8 billion (2020: R0.9 billion).
- Investment property with a market value of R0.7 billion (2020: R0.6 billion) is ceded to the Bank of China for borrowing facilities in respect of a second and third continuous mortgage bond amounting to R0.2 billion (2020: R0.2 billion).

** Forensic investigation as referred to in the reissued financial statements for the year ended 29 February 2020 revealed various broker commissions paid to brokers without valid broker mandates. Some were paid to companies the directors of which were directly or indirectly acquaintances of the previous executive team. These commissions were not previously disclosed to the Board. These commissions have been written off.*

NOTES TO THE GROUP ANNUAL FINANCIAL STATEMENTS continued

3. INVESTMENT PROPERTY (continued)

Investment property valuation

A detailed register of investment property owned by the Group is available for inspection by shareholders at the registered office of the Company. Investment property is leased to tenants (mainly sovereign) on an operating lease basis for a fixed term period with fixed annual escalations and subject to fair value assessment on an annual basis.

A panel of independent external valuers are appointed to conduct the Group's year-end market valuations. The Group provided the valuers with property and other information required in the valuation of the properties. Among other inputs, the independent valuers applied current market-related assumptions to the risks in rental streams of properties. Once the valuations have been completed by the independent valuers, it was reviewed internally and presented at different forums within the Group. The Investment Committee, a sub-committee of the Board of directors, provides final approval of the valuations.

The valuers have recent experience valuing properties in both the relevant geographic location and the relevant property category.

All the valuers are registered valuers in terms of Section 19 of the Property Valuers Professional Act (Act No 47 of 2000). The independent valuers are as follows:

Company name	**Lead valuer**	**Qualification of valuer**
HDV Valuations	Heather Fouché	NDip Real Estate – Professional Valuer (MRICS) (without restrictions)
Valuation DNA	Hendrik JP Fouché	Professional Valuer (without restrictions), ND Real Estate (Property Valuation), NHD Construction (Quantity Surveying), Member of the South African Council for the Property Valuers Profession, Member of the South African Institute of Valuers
Realworx Property Valuations	Stanton Alberts	Professional Associate Valuer (without restrictions)
Real Insight	Theuns Behrens	NDip (Prop Val), Professional Associate Valuer (without restrictions)
CBRE Excellerate	Siddeeq Omar (Senior Valuer)	MSc Real Estate, Professional Associated Valuer, RICS Registered Valuer (without restrictions)
JLL	Shaun Crous	MRICS/RICS Registered Valuer(without restrictions)

The independent valuations were performed using the discounted cash flow and income capitalisation methodology. These methods are based on open market values with consideration given to the future earnings potential and applying an appropriate discount rate to the property.

ANNEXURE A: SUMMARISED AUDITED FINANCIAL STATEMENTS continued

for the year ended 28 February 2021

NOTES TO THE GROUP ANNUAL FINANCIAL STATEMENTS continued

3. INVESTMENT PROPERTY (continued)

At the reporting date, the key assumptions and unobservable inputs used in determining fair value were in the following ranges for the Group's portfolio of properties:

	Group		Company	
	2021	2020	**2021**	2020
Expected market rental growth	**1% - 5%**	4% - 6%	**4% - 5%**	4% - 6%
Expected expense growth	**6% - 7.5%**	6% - 8%	**6% - 7.5%**	6% - 8.%
Vacancy rate	**0 - 12 months**	0 - 12 months	**0 - 12 months**	0 - 12 months
Rent-free periods	**0 - 6 months**	0 - 12 months	**0 - 12 months**	0 - 12 months
Office - sovereign				
Number of buildings	**80**	81	**77**	81
Discount rate	**12% - 18%**	13.75% - 18.25%	**12% - 18%**	13.75% - 18.25%
Market capitalisation rate	**9% - 13%**	9.25% - 14%	**10.5% - 11%**	9.25% - 14%
Office - other				
Number of buildings	**15**	15	**15**	15
Discount rate	**12% - 18%**	14% - 16.5%	**12% - 18%**	14% - 16.5%
Market capitalisation rate	**9% - 13%**	9.75% - 12%	**9% - 13%**	9.75% - 12%
Retail				
Number of buildings	**3**	3	**3**	3
Discount rate	**15% - 16.5%**	14.50% - 15%	**15% - 16.5%**	14.50% - 15%
Market capitalisation rate	**10% - 11.5%**	10% - 11%	**10% - 11.5%**	10.00% - 11%
Industrial				
Number of buildings	**2**	3	**2**	3
Discount rate	**13% - 16%**	14.75% - 15.25%	**13% - 16%**	14.75% - 15.25%
Market capitalisation rate	**10.5% - 11%**	10.25% - 10.75%	**10.5% - 11%**	10.25% - 10.75%

The fair value adjustments on investment property, which are excluded from the calculation of SA REIT funds from operations (previously distributable earnings), are included in profit and loss and categorised as level 3 under the fair value hierarchy based on the inputs to the valuation technique used.

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NOTES TO THE GROUP ANNUAL FINANCIAL STATEMENTS continued

3. INVESTMENT PROPERTY (continued)

The valuations of the investment properties are sensitive to changes in the unobservable inputs used in such valuations. Changes to one of the unobservable inputs, while holding the other inputs constant, would have the following effects on the fair value of investment property and fair value adjustment in profit or loss:

		Group		Company	
	% Change	**2021 R'000**	2020 R'000	**2021 R'000**	2020 R'000
Increase in discount rate	0.25	**(131.8)**	(148.0)	**(127.2)**	(143.4)
Decrease in discount rate	0.25	**136.2**	153.2	**131.4**	148.4
Increase in capitalisation rate	0.25	**(186.2)**	(202.7)	**(179.4)**	(196.4)
Decrease in capitalisation rate	0.25	**195.0**	212.5	**187.9**	205.9

The Group's leasehold land obligations as lessee meets the definition of investment property per IAS 40 and is subsequently measured to fair value.

The fair value of investment property held by the Group as leasehold land reflects expected cash flows including variable lease payments that are expected to become payable.

IFRS 16 requires a lessor to disclose information about how it manages its risk associated with any rights that it retains in leased assets. Residual value risk is the possibility that investment property can only be resold or re-leased at a price below its residual value. The Group manages such risk by performing independent valuations annually, as disclosed above, which takes into account risks associated in the assessment of fair market value. Accordingly, the independent valuation exercise performed mitigates the residual risk associated with investment property.

ANNEXURE A: SUMMARISED AUDITED FINANCIAL STATEMENTS continued

for the year ended 28 February 2021

NOTES TO THE GROUP ANNUAL FINANCIAL STATEMENTS continued

4. INVESTMENT IN LISTED SECURITY

	Group		Company	
	2021 R'000	2020 R'000	**2021 R'000**	**2020 R'000**
Grit Real Estate Income Group Limited	**157 072**	277 734	**157 072**	277 734
Reconciliation of investment in Grit				
Balance at beginning of year	**277 734**	461 822	**277 734**	461 822
Current year Forex adjustment of investment	**(15 864)**	–	**(15 864)**	–
Disposal of shares	**(37 250)**	(104 350)	**(37 250)**	(104 350)
Current year fair value adjustment of investment	**(67 548)**	(79 738)	**(67 548)**	(79 738)
Balance at end of year	**157 072**	277 734	**157 072**	277 734

Grit is an African focused property income fund previously listed on the JSE and currently listed on the Stock Exchange of Mauritius ("SEM") and London Stock Exchange ("LSE"). Delta holds 4.49% (2020: 5.7%) of Grit shares in issue, while 14.4% was disposed of during the year for R37.3 million. The proceeds were utilised to settle debt facilities geared against these shares. This investment was fair valued at year-end to R15.09 per share (2020: R15.99 per share), which resulted in a negative fair value adjustment at Group and Company of R67.6 million (2020: R79.8 million). The changes in fair value of this investment is recognised in profit and loss according to the requirements of IFRS 9. During the year Grit delisted from the JSE, moved to a premium listing on the LSE and retained their listing on the SEM.

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

NOTES TO THE GROUP ANNUAL FINANCIAL STATEMENTS continued

5. DERIVATIVE FINANCIAL INSTRUMENTS

	Group		Company	
	2021 R'000	2020 R'000	**2021 R'000**	2020 R'000
Standard Bank of South Africa Limited				
Non-current liabilities				
Interest rate swap	**(82 226)**	(38 823)	**(82 226)**	(38 823)
Nedbank				
Non-current liabilities				
Interest rate swap	**(32 216)**	(19 604)	**(32 216)**	(19 604)
Current liabilities				
Interest rate swap		(3 805)		(3 805)
	(114 442)	(62 232)	**(114 442)**	(62 232)
Non-current liabilities	**(114 442)**	(58 427)	**(114 442)**	(58 427)
Current liabilities	**-**	(3 805)	**-**	(3 805)
	(114 442)	(62 232)	**(114 442)**	(62 232)

ANNEXURE A: SUMMARISED AUDITED FINANCIAL STATEMENTS continued

for the year ended 28 February 2021

NOTES TO THE GROUP ANNUAL FINANCIAL STATEMENTS continued

5. DERIVATIVE FINANCIAL INSTRUMENTS (continued)

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. The table below reflects the Group's interest rate swaps at financial year-end:

Bank	Nominal interest rate %	Maturity	Group 2021 R'000	Group 2020 R'000	Company 2021 R'000	Company 2020 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*	8.025	Aug 20	**-**	160 000	**-**	160 000
Nedbank interest rate swap*	7.705	Dec 20	**-**	200 000	**-**	200 000
Nedbank interest rate swap*	8.075	Jun 21	**-**	200 000	**-**	200 000
Nedbank interest rate swap*	7.885	Feb 22	**-**	300 000	**-**	300 000
Nedbank interest rate swap*	7.885	Apr 22	**-**	160 000	**-**	160 000
Nedbank interest rate swap*	4.95	Aug 23	**200 000**	–	**200 000**	–
Nedbank interest rate swap*	5.84	Aug 23	**200 000**	–	**200 000**	–
Nedbank interest rate swap*	6.81	Aug 23	**460 000**	–	**460 000**	–
			1 860 000	2 020 000	**1 860 000**	2 020 000

** Swaps valued at R160 million from Nedbank have expired, while a remaining R860 million have been consolidated/restructured into similar terms than previous, with lower nominal rates.*

NOTES TO THE GROUP ANNUAL FINANCIAL STATEMENTS continued

6. RENTAL INCOME

	Group		Company	
	2021 R'000	2020 R'000	**2021 R'000**	2020 R'000
Contractual	**1 090 092**	1 114 840	**1 064 020**	1 086 537
Parking	**97 219**	101 272	**95 104**	99 096
Antennae	**5 134**	5 138	**4 987**	5 001
Storage	**10 727**	10 579	**10 304**	10 185
Signage	**151**	453	**151**	453
Recoveries	**242 569**	253 738	**229 432**	257 560
	1 445 893	1 486 020	**1 403 998**	1 458 832

Rental income comprises gross rental income and recoveries from tenants.

Lease maturity analysis

	Group		Company	
	2021 R'000	2020 R'000	**2021 R'000**	2020 R'000
Operating lease payments receivable as lessor				
– Year one	**507 826**	452 474	**499 973**	430 255
– Year two	**383 134**	268 710	**381 918**	266 260
– Year three	**268 065**	175 445	**268 012**	174 668
– Year four	**94 061**	121 987	**94 003**	121 740
– Year five	**34 865**	50 160	**34 803**	50 102
– Later than five years	**102 409**	124 111	**102 237**	123 876
	1 390 360	1 192 887	**1 380 946**	1 166 901

Minimum lease payments receivable comprise contractual rental income due in terms of signed lease agreements on investment property. This excludes the straight-line rental income accrual adjustments.

ANNEXURE A: SUMMARISED AUDITED FINANCIAL STATEMENTS continued

for the year ended 28 February 2021

NOTES TO THE GROUP ANNUAL FINANCIAL STATEMENTS continued

7. FAIR VALUE ADJUSTMENTS

	Group		Company	
	2021 R'000	2020 R'000	**2021 R'000**	2020 R'000
Investment property	**(493 785)**	(1 017 357)	**(510 054)**	(959 500)
Investment property disposed	**(23 351)**	(3 414)	**(23 351)**	(3 415)
Fair value adjustment to investment property	**(517 137)**	(1 020 771)	**(533 405)**	(962 915)
Investment in listed security	**(67 548)**	(79 738)	**(67 548)**	(79 738)
Derivative financial instruments	**(52 210)**	(39 923)	**(52 210)**	(39 923)
	(636 895)	(1 140 432)	**(653 163)**	(1 082 576)

8. FINANCE COSTS

	Group		Company	
	2021 R'000	2020 R'000	**2021 R'000**	2020 R'000
Interest-bearing borrowings	**414 041**	513 512	**414 041**	513 512
Debt structuring fees amortised	**15 325**	45 749	**15 325**	45 749
Interest on lease liabilities	**4 236**	4 237	**346**	432
Bank overdraft	**-**	6 272	**-**	6 272
Other	**1 707**	1 760	**1 804**	1 486
	435 308	571 530	**431 516**	567 451

NOTES TO THE GROUP ANNUAL FINANCIAL STATEMENTS continued

9. INVESTMENT INCOME

	Group		Company	
	2021 R'000	2020 R'000	**2021 R'000**	2020 R'000
Dividend income from subsidiaries and listed investment				
Dividend income	**13 809**	42 878	**13 809**	49 251
Dividend income	**13 809**	42 878	**13 809**	49 251
Interest income				
Bank and cash guarantee	**1 974**	2 879	**1 974**	2 879
Loans to subsidiaries	**-**	–	**36 556**	33 442
Loans receivable	**-**	–	**-**	845
Trade receivable	**19 445**	12 280	**19 256**	13 846
Bank and cash deposits	**277**	5 304	**277**	5 304
Interest income	**21 696**	20 463	**58 063**	56 316

ANNEXURE A: SUMMARISED AUDITED FINANCIAL STATEMENTS continued

for the year ended 28 February 2021

NOTES TO THE GROUP ANNUAL FINANCIAL STATEMENTS continued

10. INTEREST IN JOINT OPERATION

Silverstream Office Park

The Company and Redefine Properties Limited entered into a co-ownership agreement (50:50) with joint control in respect of Building 3 located in Silver Stream Business Park in Bryanston. This co-ownership is classified as a joint operation in terms of IFRS 11 and the Group recognises its 50% proportionate share of the assets, liabilities, income and expenses of the entity.

Summarised financial information of the 50% portion of Delta.

	Group		Company	
	2021 R'000	2020 R'000	**2021 R'000**	2020 R'000
Rental income	**6 941**	12 835	**6 941**	12 835
Property expenses	**(2 550)**	(1 907)	**(2 550)**	(1 907)
Net property income	**4 391**	10 928	**4 391**	10 928
Investment property value	**42 950**	48 000	**42 950**	48 000

Delta Property Asset Management

As DPAM is consolidated following the assessment in terms of IFRS 10, 50% of the rental paid by DPAM to the joint operation is eliminated against the rental income received upon consolidation.

NOTES TO THE GROUP ANNUAL FINANCIAL STATEMENTS continued

11. CASH GENERATED FROM OPERATIONS

	Group		Company	
	2021 R'000	2020 R'000	**2021 R'000**	2020 R'000
Loss before taxation	**(304 091)**	(847 220)	**(330 919)**	(792 054)
Adjustments:				
Depreciation of property, plant and equipment	**3 788**	698	**585**	698
Tax penalty	**15 529**	–	**15 529**	–
Unrealised loss on foreign exchange movements	**3 709**	22 069	**3 709**	22 069
Dividend income from subsidiaries and listed interest income	**(13 809)**	(42 878)	**(13 809)**	(49 251)
Interest income	**(21 696)**	(20 463)	**(58 063)**	(56 316)
Finance costs	**435 308**	571 529	**431 516**	567 451
Fair value adjustments	**636 895**	1 140 431	**653 163**	1 082 576
ECL allowance	**1 731**	32 558	**27 032**	65 860
Impairment of loan receivable from Grit	**-**	1 266	**-**	1 266
Straight-line rental income accrual	**37 624**	30 383	**33 210**	27 987
Operating profit before working capital changes	**794 988**	888 373	**761 953**	870 286
Changes in working capital:	**(89 724)**	7 756	**(89 164)**	12 324
Trade and other receivables	**(56 119)**	67 542	**(57 387)**	(47 387)
Trade and other payables	**(33 605)**	(59 786)	**(31 777)**	59 711
Cash generated from operations	**705 264**	896 129	**672 789**	882 610

ANNEXURE A: SUMMARISED AUDITED FINANCIAL STATEMENTS continued
for the year ended 28 February 2021

NOTES TO THE GROUP ANNUAL FINANCIAL STATEMENTS continued

12. 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	Atterbury Parkdev Consortium Proprietary Limited Choice Decisions 300 Proprietary Limited Hendisa Investments Proprietary Limited Hestitrix Proprietary Limited K2014000273 Proprietary Limited Phamog Properties Proprietary Limited 277 Vermeulen Street Properties Proprietary Limited Delta Property Asset Management Proprietary Limited
Members of key management	SH Nomvete – Chief Executive Officer (resigned) S Maharaj – Chief Financial Officer (resigned) ON Tshabalala – Chief Operating Officer (resigned) S Masinga – Interim Chief Executive Officer (appointed 24 August 2020) M de Lange – Chief Financial Officer (appointed 24 August 2020)
Common directors	Shameless Way Trading Proprietary Limited Somnipoint Proprietary Limited Afropulse

NOTES TO THE GROUP ANNUAL FINANCIAL STATEMENTS continued

12. RELATED PARTIES (continued)

	Group		Company	
Related party	**2021 R'000**	2020 R'000	**2021 R'000**	2020 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	**-**	–	**235 391**	241 430
Interest income	**-**	–	**(17 843)**	(18 460)
Dividend income	**-**	–		–
K2014000273				
Loan receivable	**-**	–	**178 493**	150 290
Interest income	**-**	–	**(13 156)**	(12 310)
Dividend income	**-**	–		–
Phamog Properties				
Loan payable	**-**	–		(96)
277 Vermeulen Street Properties				
Loan receivable	**-**	–	**16 551**	18 173
Interest income	**-**	–	**(3 745)**	(2 672)
Dividend income	**-**	–		(6 372)
Delta Property Asset Management				
Loan receivable	**-**	–	**15 521**	11 121
Trade and other receivables	**-**	–	**55**	62
Trade and other payables	**-**	–	**(1 525)**	(1 851)
Interest income	**-**	–	**(1 811)**	(2 557)
Asset management fees paid	**-**	–	**17 971**	21 947
Property management fees paid	**-**	–	**20 896**	19 475
Recoveries and reimbursement income	**-**	–		11 754
Shameless Way Trading				
Travel expenses	**-**	219		219
Somnipoint				
Loan receivable	**-**	26 018	**-**	26 018
Interest income	**(2 634)**	(2 634)	**(2 634)**	(2 634)
Afropulse				
Directors fee – Executive	**2 181**	–	**2 181**	–
Directors fee – Non-executive	**40**	–	**40**	–

ANNEXURE A: SUMMARISED AUDITED FINANCIAL STATEMENTS continued
for the year ended 28 February 2021

NOTES TO THE GROUP ANNUAL FINANCIAL STATEMENTS continued

13. FAIR VALUE HIERARCHY

Interest rate swaps

The fair value is calculated as the present value of the estimated future cash flows. Estimates of the future floating-rate cash flows are based on quoted swap rates, futures prices and interbank borrowing rates. Estimated cash flows are discounted using a yield curve constructed from similar sources, which reflects the relevant benchmark interbank rate used by market participants for this purpose when pricing interest rate swaps. The fair value estimate is subject to a credit risk adjustment that reflects the credit risk of the Group and of the counterparty. This is calculated based on credit spreads derived from current credit default swap or bond prices.

14. CONTINGENT LIABILITY

Orthotouch

Orthotouch (Pty) Limited has instituted legal proceedings against the Fund by way of summons, issued out of the High Court of South Africa in which it seeks payment from Delta of an amount of R210.3 million arising from alleged penalties calculated in relation to the purchase of the Bloemfontein property portfolio.

The Group strongly denies the alleged claim as formulated on various grounds and has defended the action. We have been advised by our attorneys ("Bowmans") that the Group has very good prospects of success having regard to the claim as formulated, together with the transaction and performance by the Group. It is difficult to estimate the legal costs which are calculated on time spent. However, current estimates range between R800 000 and upwards of R1.5 million depending on the time taken to conclude the matter. The Group will seek to recover the legal costs from Orthotouch should we succeed in defending the claim.

15. SEGMENTAL INFORMATION

The Group has five reportable segments based on the type of property, i.e. retail, office government, office other, 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 Chief Financial Officer 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.

NOTES TO THE GROUP ANNUAL FINANCIAL STATEMENTS continued

15. SEGMENTAL INFORMATION (continued)

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
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	16 264	851 613
Other income	(38)	-	391	343	12	708
Dividend income	13 809	-	-	-	-	13 809
Loss on foreign exchange movements	(3 709)	-	-	-	-	(3 709)
Administration expenses	(93 293)	(157)	(14 724)	(8 152)	(107)	(116 433)
Net operating profit/(loss)	(129 534)	4 298	719 131	135 924	16 169	745 988
Fair value adjustments	(143 110)	(27 347)	(314 442)	(147 740)	(4 256)	(636 895)
ECL provisions	429	-	-	-	-	429
Profit/(loss) from operations	(272 215)	(23 049)	404 689	(11 816)	11 913	109 522
Finance costs	(434 822)	(1)	(455)	(217)	187	(435 308)
Interest income	2 063	2	14 632	3 983	1 016	21 696
Loss/profit before taxation	(704 974)	(23 048)	418 866	(8 050)	13 116	(304 090)
Taxation	(152 016)	-	-	-		(152 016)
(Loss)/profit for the year	(856 990)	(23 048)	418 866	(8 050)	13 116	(456 106)
Reportable segment assets and liabilities						
Assets						
Fair value of investment property	-	70 850	5 782 700	2 021 451	248 986	8 123 987
Straight-line rental income accrual	-	-	64 100	20 999	18 714	103 813
Other assets	136 952	(1 271)	806 415	(419 216)	36 051	558 931
Total assets	136 952	69 579	6 653 215	1 623 234	303 751	8 786 731
Liabilities						
Total liabilities	1 110 227	16 812	3 038 616	988 147	135 692	5 289 494

ANNEXURE A: SUMMARISED AUDITED FINANCIAL STATEMENTS continued

for the year ended 28 February 2021

15. SEGMENTAL INFORMATION (continued)

2020 (R'000)	Head Office	Industrial	Office Government	Office other	Retail	Total
Rental income	–	14 774	1 099 566	332 355	39 325	1 486 020
Straight-line rental income accrual	–	103	(32 429)	(632)	2 575	(30 383)
Property operating expenses	–	(3 345)	(312 118)	(143 736)	(16 939)	(476 138)
Net property rental and related income	–	11 532	755 019	187 987	24 961	979 499
Other income	701	–	1 107	423	268	2 499
Dividend income	42 878	–	–	–	–	42 878
Loss on foreign exchange movements	(19 326)	–	–	–	–	(19 326)
Administration expenses	(87 155)	(22)	(4 439)	(1 768)	(130)	(93 514)
Net operating profit/(loss)	(62 902)	11 510	751 687	186 642	25 099	912 036
Fair value adjustment to investment properties	(3 415)	(36 603)	(725 351)	(242 375)	(13 027)	(1 020 771)
Fair value adjustment to investment in Grit	(79 738)	–	–	–	–	(79 738)
Fair value adjustment to derivative financial instruments	(39 923)	–	–	–	–	(39 923)
ECL provisions	(67 754)	–	–	–	–	(67 754)
Profit/(loss) from operations	(253 732)	(25 093)	26 336	(55 733)	12 072	(296 150)
Finance costs	(570 231)	–	(404)	(819)	(76)	(571 530)
Interest income	6 238	–	11 058	3 062	105	20 463
Loss/profit before taxation	(817 725)	(25 093)	36 990	(53 490)	12 101	(847 217)
Taxation	(93 071)	–	–	–	–	(93 071)
(Loss)/profit for the year	(910 796)	(25 093)	36 990	(53 490)	12 101	(940 288)
Reportable segment assets and liabilities						
Assets						
Fair value of investment property	–	108 197	6 120 450	2 157 527	253 322	8 639 496
Straight-line rental income accrual	–	103	102 283	22 473	16 578	141 437
Other assets	314 556	(97)	500 252	(234 504)	44 119	624 326
	314 556	108 203	6 722 985	1 945 496	314 019	9 405 259
Liabilities						
Total liabilities	473 905	32 387	3 497 433	1 291 288	156 901	5 451 914

SUPPLEMENTARY INFORMATION

for the year ended 28 February 2021

SA REIT FUNDS FROM OPERATIONS (PREVIOUSLY DISTRIBUTABLE EARNINGS)

		Group	
		2021 R'000	2020 R'000
Profit or loss per IFRS Statement	A	**(454 456)**	(935 800)
Adjusted for:			
Accounting and specific adjustments:			
Fair value adjustment loss/(gain) to:			
Fair value adjustment loss/(gain) to:			
– Investment property		**517 137**	1 017 357
– Debt and equity instrument held at fair value		**-**	–
Straight-lining operating lease adjustments		**37 624**	30 383
Adjustment to dividends from equity interests held		**-**	(3 813)
	B	**554 761**	1 043 927
Adjustment arising from investing activities			
Gains or losses on disposal of:			
Investment property, plant and equipment		**-**	–
Debt and Equity Instruments-Grit		**67 548**	79 738
Foreign exchange and hedging activities	C	**67 548**	79 738
Fair value adjustments on derivative financial instruments employed solely for hedging purposes		**52 210**	39 923
Reclassification of currency translation reserve upon disposal of a foreign operation		**-**	–
Foreign exchange gains or losses relating to capital items - realised and unrealised		**3 709**	22 069
	D	**55 919**	61 992
Other adjustments:			
Tax impact of the above adjustments		**-**	–
Adjustment made from equity-accounting entities		**-**	–
Non-controlling interest in respect of the above adjustments		**-**	–
	E	**-**	–
SA REIT: A+B+C+D+E		**223 773**	249 857
Number of shares in issue ('000)		**714 230**	714 230
SA REIT funds from operations per share (cents)		**31.33**	34.98

ANNEXURE B: SHAREHOLDERS INFORMATION

as at 28 February 2021

SHAREHOLDERS' PROFILE

Shareholder spread	Number of shareholdings	% of total shareholdings	Number of shares	% of issued capital
1 - 1 000	1 291	40,71%	245 465	0,03%
1 001 - 10 000	808	25,48%	3 672 971	0,51%
10 001 - 100 000	712	22,45%	26 362 096	3,69%
100 001 - 1 000 000	282	8,89%	91 685 834	12,84%
Over 1 000 000	78	2,46%	592 263 352	82,92%
Total	**3 171**	**100,00%**	**714 229 718**	**100,00%**
Distribution of shareholders				
Assurance companies	6	0,19%	515 420	0,07%
Close corporations	34	1,07%	16 303 266	2,28%
Collective investment schemes	28	0,88%	136 949 377	19,17%
Control accounts	1	0,03%	1	0,00%
Custodians	20	0,63%	45 848 653	6,42%
Foundations and charitable funds	16	0,50%	1 491 646	0,21%
Hedge funds	1	0,03%	1 000 000	0,14%
Investment partnerships	7	0,22%	2 943 584	0,41%
Managed funds	5	0,16%	7 363 207	1,03%
Organs of state	3	0,09%	67 962 956	9,52%
Private companies	76	2,40%	203 183 238	28,45%
Public companies	1	0,03%	4 269	0,00%
Retail shareholders	2 809	88,58%	157 251 258	22,02%
Retirement benefit funds	28	0,88%	43 465 474	6,09%
Scrip lending	1	0,03%	204	0,00%
Stockbrokers and nominees	10	0,32%	7 566 132	1,06%
Trusts	125	3,94%	22 381 033	3,13%
Total	**3 171**	**100,00%**	**714 229 718**	**100,00%**
Shareholder type				
Non-public shareholders	10	0,32%	217 595 371	30,47%
Directors and associates of the Company (direct holdings)	3	0,09%	1 051 860	0,15%
Directors and associates of the Company (indirect holdings)	6	0,19%	54 500 432	7,63%
Holders holding more than 10%				
Cornwall Crescent (Pty) Ltd	1	0,03%	162 043 079	22,69%
Public Shareholders	3 161	99,68%	496 634 347	69,53%
Total	**3 171**	**100,00%**	**714 229 718**	**100,00%**

Fund managers with a holding greater than 3% of the issued shares	Number of shares	% of issued capital
Bridge Fund Managers	98 531 462	13,80%
Public Investment Corporation	67 962 956	9,52%
Kagiso Asset Management	34 898 984	4,89%
Total	**201 393 402**	**28,20%**
Beneficial shareholders with a holding greater than 3% of the issued shares		
Cornwall Crescent (Pty) Ltd	162 043 079	22,69%
Nedbank Group	66 656 106	9,33%
Government Employees Pension Fund	61 736 120	8,64%
Saxo Bank	38 446 691	5,38%
Bridge Fund Managers	30 539 462	4,28%
Total	359 421 458	50,32%
Total number of shareholdings	3 171	
Total number of shares in issue	714 229 718	
Share price performance		
Opening price 02 March 2020	R0,42	
Closing price 15 December 2020	R0,35	
Closing high for period	R0,63	
Closing low for period	R0,21	
Number of shares in issue	714 229 718	
Volume traded during period	292 143 993	
Ratio of volume traded to shares issued (%)	40,90%	
Rand value traded during the period	R108 793 679	
Price/earnings ratio as at 26 February 2021	1,57	
Earnings yield as at 26 February 2021	63,71	
Dividend yield as at 26 February 2021	34,84	
Market capitalisation at 26 February 2021	R249 980 401	

ANNEXURE B: SHAREHOLDERS INFORMATION continued

as at 28 February 2021

SHAREHOLDING OF DIRECTORS

The interest of the directors in the shares of the Company at the date of this report was as follows:

	Direct beneficial holding	**Indirect beneficial holding**	**Total 2021**	Direct beneficial holding	Indirect beneficial holding	Total 2020
Executive directors						
S Masinga[2]	**70 000**	**10 937 908**	**11 007 908**	70 000	10 937 908	11 007 908
Non-executive directors						
P Langeni[2]	**570 000**	**10 937 908**	**11 507 908**	570 000	10 937 908	11 507 908
N Khan[2]	**550 000**	**32 484 616**	**33 034 616**	550 000	32 484 616	33 034 616
D Motau	**1 860**	**-**	**1 860**	1 860	–	1 860
	1 191 860	**54 360 432**	**55 552 292**	1 191 860	54 360 432	55 552 292

[2] *As part of a B-BBEE transaction Cornwall Crescent Proprietary Limited ("Cornwall"), Cornwall purchased Delta shares from Redefine Properties Limited (off market) utilising a vendor loan.*
Nature and term of obligation: *loan debt finance over a five-year term. Transaction date 29 June 2017 for N Khan, S Masinga and P Langeni.*
Amount of financial obligation: *the total amount owing by Cornwall as at 28 February 2021 is R1 691 659 189. S Masinga holds 6.75% (10 937 908 shares) of Cornwall = R114 186 995 of the total owed.*
P Langeni holds 6.75% (10 937 908 shares) of Cornwall = R114 186 9951 of the total owed.
N Khan holds 20% (32 408 616 shares) of Cornwall = R338 331 838 of the total owed.
Number of securities offered as security/guarantee: *100 percent of the Delta shares owned by Cornwall are held under guarantee for the facility. The number of shares is per the share register being 162 043 079.*

All changes in the directors' interests between financial year-end and the date of approval of the annual financial statements have been recorded above.

STATED CAPITAL AS AT 28 FEBRUARY 2021

	Group		Company	
	2021 R'000	2020 R'000	**2021 R'000**	2020 R'000
Authorised				
3 000 000 000 ordinary shares of no par value				
Issued				
714 229 718 ordinary shares of no par value (2020: 14 229 718 ordinary shares of no par value)	**4 868 461**	4 868 461	**4 868 461**	4 868 461
Movement for the year				
Balance at beginning of year	**4 868 461**	4 868 461	**4 868 461**	4 868 461
Distribution reinvestment		–		–
Capital issue expenses		–		–
Balance at end of year	**4 868 461**	4 868 461	**4 868 461**	4 868 461

The unissued shares are under the control of the directors. This authority remains in force until the next AGM of the Company.

SHAREHOLDERS' DIARY

	Date
Financial year-end	28 February 2021
Announcement of interim results	31 May 2021
Announcement of annual results 2021	30 June 2021
Annual report posted on website	30 June 2021

ANNEXURE C: REMUNERATION REPORT INCLUDING UPDATED DIRECTORS CVs

During the 2021 financial year, the Remuneration and Nomination Committee was split into two committees: the Remuneration Committee and the Nominations Committee. This report is the Remuneration Committee (Remco) report. The members of the Remuneration Committee changed during the year. Nooraya Khan remained as the Chair. JB Magwaza resigned after many years of excellent service. The Remco would like to thank JB for his invaluable guidance and assistance, Dumo Motau remained as a member of the committee. Phumzile Langeni and Johnson Njeke were appointed as members.

All the committee members, except Nooraya Khan and Phumzile Langeni, are independent non-executive directors. The Board has considered the fact that Nooraya Khan is not defined as independent, but believes she is well placed and provides valuable insight and skill and acts with independence of mind and in the best interest of the Company and shareholders in her role as a director and as the Remco Chair.

Phumzile Langeni is the Chairman of the Board and while not independent was appointed in that capacity. The lead independent non-executive director, JJ Njeke, was as a result also appointed as a member.

The committee has the delegated responsibility and authority to consider and make recommendations to the Board on, inter alia, the remuneration policy of the Company, the remuneration of the executives, payment of performance bonuses and long-term awards, short, and long-term incentive scheme designs and the presentation of the Annual Remuneration Report.

The committee develops and approves a work plan for each year and this ensures that all the required aspects are considered at the correct time during the financial year.

The CEO and CFO are invited to attend the Remco to present reports and provide context. They have no vote and are excused when aspects relating to their own remuneration is discussed.

The committee uses external market surveys and benchmarks to determine executive directors' remuneration and benefits as well as non-executive directors' fees.

The committee retains the services of an independent adviser, Khokhela Remuneration Advisors, to advise the Remco on best practice and processes and provide independent impartial advice aligned to the Company's strategy and interests of all stakeholders. The Remco is comfortable with the independence and quality of the advice provided by Khokhela. Khokhela was present at all the meetings.

PART 1: BACKGROUND STATEMENT

The Board of Delta and the Remco have pleasure in submitting the Remco report for the year ended 29 February 2021.

During the last year, as was reported in the reissued annual report for FY2020, the executive team resigned from the Company. No incentives (annual or long-term) were paid to the executives relating to the FY2021 year and furthermore, no termination payments were paid to the exiting executives. The malus and claw back policy was implemented during FY2021 and applies to all incentive remuneration made on or after 1 July 2019. The Company is exploring options on drawing back the 13th and 14th cheques paid for FY2020.

The focus of the Remco has been to continue improving the link between performance and remuneration especially at executive level. This focus will continue for the next few years until we believe we have achieved the desired status.

The development of scorecards for the new executives will be a key objective once they have both been appointed. Scorecards will be used to influence future increases and short-term incentive ("STI") payments.

A malus and claw back policy was introduced during FY2021 for the short-term incentive plan ("STIP") and long-term incentive plan ("LTIP"). The new policy is expanded on later in this report.

The non-binding advisory votes on the remuneration policy and implementation report for FY2020 were 66.28% for and 33.72% against and 68.13% for and 31.87% against respectively. As the against votes were more than 25%, the shareholders were invited to attend a meeting on 19 November 2020.

The major concerns expressed related to:

1. there were no performance measures that referenced peers and too many related to the budget. In their view this meant too many conditions were at the discretion of the Remco;
2. in their opinion, there is a move away from the use of distributions (DPS) to total shareholder return (TSR);
3. the individual scorecards were included with measurements and weightings, but the targets were excluded. This made it impossible to see how each executive had performed;
4. the design of a new scheme was to make the executive directors rich in another way;
5. the executives should be forced to forfeit any incentives due to them; and
6. money had been paid to executives as incentives and distributions made to shareholders in previous years instead of being retained for the purposes of refurbishing and repairing the buildings.

The Remco and the Board Chairs acknowledged the concerns raised and confirmed that no short-term incentives were paid to the executives for FY2020 as the gatekeeper was not exceeded. They further confirmed that only a 13th and 14th cheque was paid for the successful signing of leases.

The LTIP was underwater and hence no awards vested. As the executives resigned on 24 August 2020 their unvested awards were forfeited. There will also be zero vesting for any of the prior awards.

The Remco Chair indicated that the Company was looking at how to improve the STIP and LTIP from both the Company and shareholder perspective. She noted that the previous executive directors had left the Company and an interim executive team had taken over until a new team was recruited. The advice and concerns were noted and a commitment made to reflect on and consider these in any changes made to the STIP and/or LTIP.

The King IV guidelines have been followed in the preparation of this report, which includes:

- Part 1: The background statement.
- Part 2: The remuneration policy and strategy.
- Part 3: The implementation report, which provides detailed disclosure of the remuneration for executive and non-executive directors.

Parts 2 and 3 of this report will be put to a non-binding advisory vote at the 2021 AGM. Should both or either section receive 25% or more votes against the resolution, then the committee undertakes to engage with the shareholders to determine the reasons for the dissenting vote. The committee will review the reasons and

ANNEXURE C: REMUNERATION REPORT INCLUDING UPDATED DIRECTORS CVs continued

determine how to address any legitimate and reasonable objections and concerns raised. The committee will agree on the changes required and will implement or request the executives to implement the changes. The committee undertakes to provide feedback in the following: annual report.

The non-executive directors' ("NED") fees will be put to a binding vote.

PART 2: THE REMUNERATION POLICY

As per its terms of reference approved by the Board, the Remuneration Committee's ("Remco") objectives are to ensure that:

- the remuneration of the executives is competitive and stimulates sustainable performance and behaviour that creates shared growth value over the long term; and
- the remuneration is fair, responsible and sustainable.

The terms of reference of the committee are reviewed annually by the Board.

As regards remuneration matters specifically, the committee endeavours to ensure that:

- through its oversight role, the remuneration practices for staff of the Company are applied consistently and in accordance with the remuneration policy and they are compliant with the laws, governance principles and regulations of South Africa;
- quality staff are attracted, retained and rewarded within the Company;
- remuneration is regularly benchmarked against property funds listed on the JSE;
- variable remuneration is linked to performance and the remuneration policy is structured in such a way as to ensure this link is ongoing. This link will be continuously reviewed, necessitating transparent and continuous improvements to the design of the variable remuneration plans;
- employees are responsibly and fairly remunerated across the Company and that equal opportunity is afforded to all employees.

The members of the Remco for the year under review were:

- Nooraya Khan (Chairman of Remuneration Committee);
- Dumo Motau (independent member);
- Phumzile Langeni (Board Chairman); and
- Johnson Njeke (independent member).

By invitation:

- (CEO);
- (CFO);
- Nhlanhla Nyathikazi (HR representative);
- Paula Nel (Company Secretary); and
- Laurence Grubb (Khokhela Remuneration Advisors, independent adviser).

The committee met three times during the financial year, on 26 May 2020, 4 June 2020 and 26 August 2020.

The Remco members do not decide on their own remuneration; instead, they request that executive management proposes their fees, and fee structure (through independent advice and benchmarking, if required).

This is then tabled before the Board and thereafter to shareholders for approval by special resolution.

The objective of the remuneration policy

The purpose of the remuneration policy is to create a framework for managing and controlling remuneration, ensuring that Delta is able to effectively attract and retain the talent required to achieve its desired business results. The detailed policy sets out Delta's approach to remunerating all employees across all elements of remuneration, including guaranteed and variable pay. The desired outcomes from Delta's remuneration policy includes:

- enhanced internal fairness through consistent remuneration decision-making;
- appropriate and responsible remuneration;
- enhanced employer of choice profile; and
- create the desired corporate culture.

The remuneration policy, and its application, are reviewed on an ongoing basis to ensure that the pay outcomes are competitive and in accordance with regulatory requirements.

Remuneration philosophy

Delta's remuneration philosophy is to structure remuneration packages in such a way that long and short-term incentives are aimed at achieving the business objectives and delivering shareholder value. We believe that remuneration plays a key role in:

- facilitating the attraction and retention of all staff; and
- reinforcing the alignment of individual staff goals with Delta's strategic business objectives.

The following guiding principles underpin the performance-based remuneration philosophy, which applies to all staff:

- **Total remuneration:** Delta adopts guaranteed and variable pay to reward its staff. The variable pay currently comprises an STIP and an LTIP. Total remuneration comprise an appropriate balance of these reward elements.
- **Market competitiveness:** Guaranteed remuneration is targeted at the market median and total remuneration is targeted between the industry-specific market median and the 75th percentile for outperformance. The opportunity to earn remuneration at an outperformance level supports delivering higher reward to individuals only when the Company achieves higher than target (expected) returns. The primary peer group for purposes of benchmarking pay and benefits comprises other similar-sized property funds listed on the JSE. Benchmarking is used only as a guide to determine market competitiveness of remuneration levels. Individual and Company performance are also considered when awarding guaranteed pay increases to executives.
- **Performance linked pay:** Delta's performance-based pay philosophy is designed to ensure that the executives' total remuneration is tied to Delta's performance through variable pay. Variable remuneration is therefore linked to predefined performance measures. Each year the Remco considers the performance measures to ensure that they are appropriate and challenging in the context of the prevailing business environment and that they reinforce the business strategy of Delta. The performance measures in the incentive plans are limited in number and individual measures are tailored to maximise accountability and include financial and non-financial measures. Delta embraces defensible differentiation in pay whereby a greater proportion of reward is distributed to the highest performers.
- **Flexibility:** Adopted remuneration structures are adaptable and evolve with changing business and human resource needs.

ANNEXURE C: REMUNERATION REPORT INCLUDING UPDATED DIRECTORS CVs continued

- **Affordability:** Total remuneration costs need to be affordable and justifiable to employees and other stakeholders.
- **Simplicity and transparency:** The reward philosophy, principles and structures are openly communicated, to internal and external stakeholders, with the annual reward opportunity and alignment to individual performance being communicated to the individual. Remuneration structures are not overly complex to communicate, administer and understand. Open communication assists in the engagement of employees by supporting an environment of trust and stakeholder confidence regarding remuneration issues.
- **Sustainability:** The remuneration policy and practices are designed to support long-term value creation for all stakeholders.
- **Governance:** The Remco and the Board require full disclosure of all remuneration policies and practices and all payments are audited and reported to the Remco.
- **Responsible, fair and equitable:** Delta's remuneration policy and practices address the above key principles and all decisions made by the Remco consider these principles. We believe that Delta's remuneration aligns with these principles.

Remuneration elements

The following table sets out the key elements of Delta's remuneration structure:

Remuneration elements	Definition	Policy	Strategic intent	Performance linkage
Guaranteed package	Delta applied the cost-to-company remuneration approach, also referred to as "guaranteed package". This is the non-variable element of total remuneration and consists of the base salary and contributions to compulsory employer benefits (medical scheme, Group risk cover (death and disability) and retirement funding). The value of guaranteed package reflects the individual's competencies, skills and performance and is reviewed annually in January effective from March each year.	Increases are determined with reference to projected consumer price inflation, affordability, skills scarcity, internal value (position in the job hierarchy), individual and Company performance and external value (relative positioning to the market). External benchmarking is conducted every two or three years and Delta endeavours to pay at/or around the industry-specific median for on-target performance. Benchmarking is conducted using national executive remuneration surveys and the remuneration reported in peer group company annual reports.	To reward employees for completion of their role requirements and core competencies and both Company and individual performance. To attract and retain key employees.	Individual performance and competence aligned to Company goals and strategy.

Remuneration elements	Definition	Policy	Strategic intent	Performance linkage
Benefits	Benefits include participation in the Company's retirement benefits (pension and medical aid scheme) and other benefits (car-related insurance, UIF/SDL and cellphone).	Participation in the medical scheme is compulsory unless the employee provides proof that he/she is a dependent of an alternative registered scheme. Participation in the Company's pension plan, a defined contribution plan, is compulsory. Monthly contributions equate to 12% of guaranteed package. Normal retirement age for executives is 65 years.	To enhance the employee value proposition. To retain key employees.	None
STIP	An STI to reward executives on achieving and exceeding their personal and Company annual performance targets.	Performance is assessed considering specific annual performance criteria ("KPAs"), both at a corporate level and an individual level. To receive the payment, the executive must be in the employ of the Company at the time of payment and must not be under notice of termination. New employees need to be employed for at least six months to qualify to participate on a *pro rata* basis. STI awards will be paid annually between June and September following the end of the performance year. Awards are at the sole discretion of the Remco.	To encourage superior performance by rewarding executives against the achievement of the Company and their individual KPAs. To attract, motivate and retain strategic employees who are accountable for, and contribute to, the achievement of key short-term business performance measures.	The STIP is a key driver of the Company's strategy. This is demonstrated through the careful selection of KPAs that are aligned to achieve the Company's strategy. The performance metrics are consistent with long-term value creation.

ANNEXURE C: REMUNERATION REPORT INCLUDING UPDATED DIRECTORS CVs continued

Remuneration elements	Definition	Policy	Strategic intent	Performance linkage
LTIP	The LTIP is designed in line with shareholder requirements to attract, motivate and retain executives and key talent over the long term. The LTIP is based on current best practice, King IV guidelines and JSE Listings Requirements.	The LTIP is a full value performance conditional unit plan. Rights are granted annually to qualifying participants to acquire shares or to be paid the equivalent in cash. The value of the rights is the same value of Delta shares listed on the JSE (30-day VWAP). Vesting of each annual grant occurs at the end of the third anniversary. On vesting, at the end of year three, performance measures are applied to determine if any rights vest and how many. The key performance measures are compound annual growth rate in distributions per share and the net asset value ("NAV") per share. A strategic project may be included if relevant and appropriate. Sustainability objectives will be considered for the 2022 award.	The objective of the LTIP is to align the interests of the executives with those of the shareholders by motivating them, through equity participation, to increase the long-term growth in shareholder returns.	The LTIP is a key driver of the Company's long-term strategy. This is demonstrated through the careful selection of KPAs that are aligned to the Company's strategy and long-term growth and sustainability. The performance metrics are consistent with long-term value creation.

Executive pay mix

The interim acting CEO is on a guaranteed package only. The CFO will be included in the short and long-term incentive schemes in the future.

Guaranteed package performance increases

The individual's final performance assessment is used to adjust the increase. The increase scale is determined using the overall payroll increase approved by the Board as the increase granted for achieving the desired level of performance, i.e. on-target performance which equates to a rating of 3 on a 5-point scale. Below 2.8 (which is deemed to be performance not worthy of an increase) there is zero increase and the scale increases from 100% of the approved overall increase at a 3 rating to 150% of the approved overall increase for a 5 rating, which is outstanding performance. Straight-line interpolation applies between the points.

Executive performance scorecards

The performance of the executives is evaluated using individual scorecards with KPAs linked to the Company's strategy.

As the three executives (CEO, CFO and COO) resigned in August 2020, no STI or LTI were agreed with the interim CEO and CFO, no scorecards have been included in this report. Once the new CEO has been appointed, new scorecards will be agreed with the CEO and CFO and presented in the next remuneration report.

STIP

The current STIP is presented below. However, in line with the shareholder feedback, the STIP will be reviewed for the new executives. No STI was paid to the exiting executives for FY2021.

Annual incentives are dependent on the achievement of corporate and individual objectives. The achievement against these objectives is expressed in a corporate performance factor ("CPF") and an individual performance factor ("IPF").

The annual incentive is determined using the following formula:
Individual incentive = [guaranteed package] × [STI target %] × [CPF] × [IPF]

A gatekeeper is set for distribution per share ("DPS") below which no incentives are paid.

IPF

The target STI award for the executives is 70.0% of guaranteed package. Both the CPF and the IPF can vary between 0% and 140.0% depending on the performance achieved. The bonus is capped and performance at both corporate and individual level must exceed a minimum threshold before any STI award can be made. The IPF and the CPF have a maximum possible percentage of 140.0%, hence the maximum STI is capped at 137.2% of guaranteed package (maximum incentive = 70% of guaranteed package x 140% x 140% = 137.2% of guaranteed package).

ANNEXURE C: REMUNERATION REPORT INCLUDING UPDATED DIRECTORS CVs continued

The IPF will be determined using the executive scorecards with the table below providing the ratings for the STI:

Performance appraisal rating	Description	Individual performance factor (%)
1	Poor performance	0
2	Below average performance	0
3	Satisfactory performance	0
Above 3 up to 4	Excellent performance	Up to 100
Above 4 up to 5	Outstanding performance	Between 100 and 140

Individual performance must therefore exceed a minimum standard, which is a performance rating above three (3) to be eligible for an STI award.

CPF

The CPF is determined through the careful selection of corporate performance indicators that are aligned to the Company's strategy.

These corporate key performance indicators ("KPIs") are regularly reviewed and approved each year by the committee for ratification by the Board. Achievement against these KPIs will determine the CPF.

For FY2021, CPF measures were as follows:

- **Forecast distribution.** The budgeted DPS approved by the Board is the primary indicator of corporate performance for the STIP. This target must be met before any STI awards can be made and acts as a "gatekeeper". Where performance meets this forecast (minimum level of performance), the CPF equates to 100%. A performance below the threshold does not deliver an STI award (CPF = 0%). A stretch target for forecast distribution was also set by the Board. Where performance is at the stretch target, the CPF equates to a maximum of 140%. Where the forecast distribution is between the forecast and stretch target, a *pro rata* award is made available on a straight-line basis.
- **Loan to value ("LTV") and debtors.** The secondary indicators of corporate performance are budgeted LTVs. Performance below the budgeted values of these measures serves to reduce the CPF by up to 30%.

The committee agreed to the following for FY2021 performance levels for the CPF. The target is the same as the budget.

Corporate KPI	Target (%)	Stretch (%)
DPS (cents)*	53.71	56.39
LTV (%)**	41.9	–
Debtors outstanding (%)**	5	–

* *Achievement below target for DPS means there is no incentive payable.*
** *Non-achievement of these measures reduces the incentive due (if any) on a sliding scale by up to 30% each.*

The committee retains the discretion to review and moderate any STI awards to avoid unexpected outcomes. The Board approves the STI awards, considering the recommendations made by the committee. Awards under the STI are not guaranteed and the Board reserves the right to amend the design of the plan from time to time.

LTIP

The objective of the LTIP is to align the interests of the executives with those of the shareholders by motivating them, through participation, to increase the long-term growth in shareholder returns.

The current performance measures that are applied to determine if any rights vest and how many are compound annual growth rate in DPS and NAV. However, these will also be reviewed as per the shareholder feedback.

A strategic project may be included if relevant and appropriate and the Remco will consider sustainability (ESG) measures for the future executives.

The two (or three) performance measures used to modify the quantity of rights vesting have the following weighting:

- 60% weighting: Compounded annual growth in DPS over the three years relative to the sector average less a specified percentage.
- 40% weighting: NAV at the end of year three compared to the targeted NAV.
- Should the Board decide, at the time of granting the rights, it may at its own discretion include strategic objective(s) for the three-year period. Should the Board decide to do so, then the weighting given to the strategic objectives may not be more than 20%, which will reduce equally the weighting for the first two performance measures unless decided otherwise by the Board.

On vesting, the Board will decide whether to settle in cash or equity. The value realised on vesting by the participant, who will be paid out in cash or settled in equity, is the value of the rights at vesting multiplied by the total number of rights vesting after applying the performance criteria. Tax is payable on the value once the restrictions are lifted.

The awards detailed in the table below were made for 1 March 2018, 1 March 2019 and 1 March 2020. No awards were made for the FY2021.

ANNEXURE C: REMUNERATION REPORT INCLUDING UPDATED DIRECTORS CVs continued

LTIP units awarded

Date of award	Vesting date	Number of units awarded	Price per unit at grant date	Total value at grant	Units forfeited	Closing number of unvested units	Fair value expected to vest#
Sandile Nomvete							
2018-03-01	2021-02-28	554 982	6.19	3 435 337	554 982	-	-
2019-03-01	2022-02-28	1 036 444	3.47	3 596 461	1 036 444	-	-
2020-03-01	2023-02-28	1 230 558	3.47	4 270 036	1 230 558	-	-
		2 821 984		**11 301 834**	**2 821 984**		**-**
Shaneel Maharaj							
2018-03-01	2021-02-28	216 534	6.19	1 340 347	216 534	-	-
2019-03-01	2022-02-28	407 734	3.47	1 414 837	407 734	-	-
2020-03-01	2023-02-28	483 495	3.47	1 677 727	483 495	-	
		1 107 763		**4 432 911**	**1 107 763**	**-**	**-**
Otis Tshabalala							
2018-03-01	2021-02-28	226 878	6.19	1 404 375	226 878	-	-
2019-03-01	2022-02-28	425 187	3.47	1 475 399	425 187	-	-
2020-03-01	2023-02-28	502 755	3.47	1 744 560	502 755	-	-
		1 154 820		**4 624 334**	**1 154 820**	**-**	**-**

The threshold for the performance conditions is not expected to be achieved.

The above awards were forfeited by the executives when they resigned from the Company. No awards for the LTIP have vested since its approval by the shareholders.

The intention is to use the scheme (with the performance conditions reviewed) to attract, motivate and reward the new executives.

Executive director contracts

The executive directors do not have fixed-term contracts with the Company. A three-month notice period is required for the executive directors for the termination of services. The employment contracts of the executive directors contain a restraint of trade clause with a period of one year. There is no provision in the contracts for loss of office payments, other than those required by employment law.

Non-executive directors' appointment letters

Appointment letters have been issued to all the non-executive directors.

Changes to remuneration

The following table summarises the key initiatives and changes made to the remuneration elements in the financial year:

Remuneration elements	Actual FY2021	Forecast initiatives
Guaranteed package ("GP")	Reviewed the GP (and total package) for the executives against market benchmarks. After considering affordability, performance and other key factors, Remco decided on below market increases.	Continued reviews in line with market, Company and individual performance.
Benefits	Ongoing review with no major changes.	Ongoing review
Performance evaluation for GP increases and STI	Completed development of new scorecards for executives which ensure alignment with strategy, Company goals and provide clarity on each executive's specific KPAs.	New scorecards and objectives will be used to assess performance for the new executives.
STIP	Improved disclosure of performance criteria and actual performance relative to the criteria and the reward for the level of performance. STI not achieved because the threshold for the gatekeeper of DPS was not achieved.	Ongoing review and disclosure of performance criteria and levels of performance and a more stakeholder-inclusive model. Performance conditions will be reviewed for the new executives.
LTIP	No award was made.	Performance conditions will be reviewed for the awards to the new executives.
Malus and claw back	Implemented	

ANNEXURE C: REMUNERATION REPORT INCLUDING UPDATED DIRECTORS CVs continued

MALUS AND CLAW BACK POLICY SUMMARY

The malus and claw back policy was approved and implemented. The policy includes the definition of trigger events, as well as the sanctions and procedures to be followed. The policy provides for the right to reduce and/or cancel and/or recover performance-based remuneration due to or paid to executives who participate in the STIP and/or LTIP, in the case of a trigger event occurring, whether this arises from an intentional action or an unintentional error. A trigger event includes but is not limited to any of the following: deliberately misleading the Company, the market and/or shareholders in relation to the financial or operational performance of the Company, causing harm to the Company's reputation, or where their actions amount to misconduct, incompetence, poor performance or negligence, a material error in the Company's financial or operational statements which results in restatement and/or there is, in the reasonable opinion of the Board, a serious breach of the Company's employment conditions. The committee will, on being made aware of a potential trigger event, notify the Company to stop all incentive payments to the appropriate executives. The committee will at its sole discretion determine the reduced incentive amount and/or the amount to be recovered from the executives. Should any executive wish to appeal, then the Chairman of the Board will be the final arbitrator. The policy is applicable to all incentive remuneration on or after 1 July 2019.

PART 3: IMPLEMENTATION REPORT ON THE REMUNERATION FOR EXECUTIVE AND NON-EXECUTIVE DIRECTORS

Executive directors' remuneration

Performance scorecards

The scorecards for FY2021 have not been included as the executives resigned in August 2020 and so were not present at year-end.

GUARANTEED PAY

The interim CEO's remuneration is a guaranteed package only and is disclosed in the following table.

The interim CFO, who has subsequently been appointed permanently, is also a guaranteed package but will be included in the STI and LTI going forward.

The remuneration and benefits were approved for the executive directors for FY2021 as follows:

2021 (R'000)	**Salary**	**Other benefits***	**Retirement benefits**	**Total**
SH Nomvete**	4 001	81	163	**4 245**
S Maharaj**	2 116	60	89	**2 265**
ON Tshabalala**	2 327	46	93	**2 466**
S Masinga$	2 181	–	–	**2 181**
M de Lange	1 993	–	28	**2 020**
Total	**12 618**	**188**	**373**	**13 177**

* *Other benefits comprise car-related allowances, UIF/SDL and cellphone.*
$ *The directors' fees paid to S Masinga have been paid in terms of a secondment agreement between Delta and Afropulse Group.*
** *Resigned 24 August 2020.*

2020 (R'000)	Salary	Other benefits*	Retirement benefits	Short-term incentives^	**Total**
SH Nomvete	4 753	213	308	859	6 133
S Maharaj	2 587	158	169	471	3 385
ON Tshabalala	2 761	114	176	492	3 543
Total	10 101	485	653	1 822	13 061

* *Other benefits comprise car-related allowances, UIF/SDL and cellphone.*
^ *A discretionary 13th and 14th cheque was approved by the committee for FY2020 and explained in the background statement.*

The executive directors are the only employees of Delta Property Fund Limited.

ANNEXURE C: REMUNERATION REPORT INCLUDING UPDATED DIRECTORS CVs continued

NON-EXECUTIVE DIRECTORS' FEES

The table below sets out the actual fees paid based on the current shareholders' approved fees for the non-executive directors.

	Group		Company	
Fees paid to non-executive directors	**2021 R'000**	2020 R'000	**2021 R'000**	2020 R'000
P Langeni	**495**	–	**495**	–
N Khan	**491**	416	**491**	416
DN Motau	**441**	416	**441**	416
ID Macleod	**141**	462	**141**	462
NN Afolayan	**491**	462	**491**	462
MJN Njeke	**519**	412	**519**	412
MCR Rampheri	**488**	412	**488**	412
M de Lange (appointed 9 April 2019)	**236**	424	**236**	424
S Masinga*	**40**	–	**40**	–
JB Magwaza	**368**	670	**368**	670

* *Seconded as acting CEO.*

BOARD AND COMMITTEE FEES

The table below sets out the non-executive directors' fees per the Board and committees.

	Proposed 2022				2021			
		Increase		Increase		Increase		Increase
	Chair	%	Member	%	Chair	%	Member	%
Board	669 500	3	300 792	3	650 000	10.4	292 031	6.2
Audit, Risk and Compliance Committee	150 442	3	102 543	3	146 061	6.2	99 556	6.2
Nomination Committee[1]	88 870	–	65 080	–	–[1]	–	–[1]	–
Remuneration Committee[1]	88 870	3	65 080	3	86 282	6.2	63 185	6.2
Asset and Liability and Investment Committee	150 396	3	102 543	3	146 016	6.2	99 556	6.2
Transformation, Social, Ethics and Sustainability Committee	88 870	3	64 944	3	86 282	6.2	63 052	6.2

- No fees are paid to any invitees to the Board or committee meetings.
- The executive directors are not paid any fees for their membership or attendance at the Board or committee meetings.

Note 1: The Remuneration and Nominations Committee were combined in prior years but during the year ending 28 February 2021 it was agreed that they be split into two separate committees. The fee recommendation is that each committee gets paid based on the fee structure that was previously paid to the combined committee.

The committee is satisfied that the remuneration policy has been complied with and there were no deviations.

N Khan

Remuneration Committee Chairman

16 July 2021

ANNEXURE C: REMUNERATION REPORT INCLUDING UPDATED DIRECTORS CVs continued

1. P Langeni (Phumzile) (47)

Chairman

BCom (Accounting) BCom (Hons) (Bus. Mgt) MCom (Bus. Mgt)

Phumzile, a stockbroker by training, is currently the Executive Chairman of Afropulse Group, an investment and corporate advisory house. Phumzile has held Executive Directorships at Anooraq Resources, Barnard Jacobs Mellet (BJM) Securities and Mazwai Securities. She has served as an economic adviser to the former Minister of Minerals and Energy. Phumzile was appointed by President Cyril Ramaphosa as one of four special investment envoys; she is Deputy Chairman of the Presidential Advisory Committee on Investment.

She has also has extensive experience serving on listed and unlisted boards. She currently serves as Chairman, NED or Lead NED on the following boards: Delta Property Fund, Imperial Logistics, Massmart Holdings, Metrofile Holdings, Primedia Holdings and Mineworker's Investment Company (MIC). Passionate about education, Phumzile serves on the Board of Durban Girls College (DGC).

Appointed: 6 July 2020 as non-executive deputy Chairman and subsequently as Chairman of the board on 31 August 2020.

2. S Masinga (Bongi) (54)

Executive director (interim CEO)

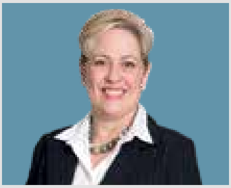
BCom

USA-SA Leadership and Entrepreneurship Programme (Wharton School of Business). Bongi is one of the founding members of Afropulse Group. Prior to this she was chief operating officer and head of corporate advisory at Quartile Capital. She has held various positions in financial services including at DBSA, Gensec and Real Africa Durolink.

She also gained Merchant banking experience with Hill Samuel in London.

She currently serves on the following boards: Bidvest; Libstar; PetroSA and Bostsilu Private Hospital.

Appointed: 6 July 2020 as a non-executive director and then as interim CEO on 24 August 2020.



3. M de Lange (Marelise) (48)

Chief Financial Officer

BCom (Law), BCom (Hons)(Acc), CA(SA)

Marelise has more than 26 years' operational and financial experience in the financial and listed property sectors. She started her career at Absa Bank in the Structured Finance division. Marelise was the SA Finance Director for International Housing Solutions as well as CFO of Texton Property Fund Limited and Rebosis Property Fund Limited.

Appointed: 9 April 2019 as independent non-executive director and subsequently on 25 August 2020 as the Interim Chief Financial Officer.

4. MJN Njeke (JJ) (62)

Lead independent non-executive director

CA(SA)

JJ's vast experience comprises member of the Katz Commission of Inquiry into Taxation in South Africa, the General Committee of the JSE Limited, the Audit Commission – supervisory body of the Office of the Auditor General. He serves on the boards of Datatec, Motus and Clicks.

Appointed: 1 April 2017

5. N Khan (Nooraya) (52)

Non-executive director

Chartered Accountant, IDP-C (Insead)

Nooraya has extensive experience as a non-executive director during her time at Rand Merchant Bank ("RMB"), a division of FirstRand Bank Limited, when she represented the bank on investee companies. When she left RMB in 2008, she commenced her career as an independent non-executive director and currently serves as an independent non-executive director on a number of listed and unlisted entities, including Liberty Holdings Limited and MTN (South Africa) Proprietary Limited. She also serves on various sub-committees on these boards, predominantly the audit committee.

Appointed: 1 October 2012

6. **DN Motau (Dumo)** (58) ◆▶▶▶

Independent non-executive director

BCom, Diploma Advanced Banking, Certificate Business Project Management

Dumo has wide experience gained from different business environments and institutions, spanning banking regulatory and supervisory environment, credit risk rating, risk management within the banking industry and policy formulation at government level.

Her focus is on development and financial inclusion.

Appointed: 5 November 2014

7. **MCR Rampheri (Caswell)** (50) ◆▶▶

Independent non-executive director

BA (Law), LLB, HDip Tax

Caswell's experience in commercial properties stretches over 27 years and covers leadership and strategy as well as a wealth of experience in property development, property asset management, property management and property investments.

Appointed: 1 June 2017

8. **Patricia Stock** (38) ▶

Independent non-executive director

CA (SA), CD (SA), Masters: international Accounting, MDP: B-BBEE

Patricia is a qualified Chartered Accountant (South Africa) and Chartered Director (South Africa) with extensive and broad governance experience. She has more than 14-years' operational and senior management experience in the audit profession. She is the CEO and Audit Partner at Africa Rise and Shine (AfricaRAS) Group. Patricia has discharged management, senior and executive management roles, in rendering of audit, audit quality assurance and advisory services. She has served on various Boards, both in the public and private sector and discharged various governance committees' chairmanship roles. She currently serves on the Board of SAICA and the IoDSA. Additionally, she is a chairman of the audit and risk committees of, SAICA, Council for Built Environment and the Agricultural Research Council. Patricia is a strategist; she has a passion for people development and growing what she is entrusted with.

Appointed: 7 July 2021.

9. **JB Magwaza (JB)** (79)

Chairman

BA MA (UK)

JB has many years' experience as a board representative for various JSE listed and non-listed entities, including chairmanships at Tongaat Hulett, Pamodzi Investments, Motseng, Mutual & Federal, Nkunzi Investments and SAA. He brought a wealth of fiduciary experience to the Board of Delta.

Appointed: 1 October 2012

Retired: 31 August 2020

10. **NN Afolayan (Nombuso)** (43) ▶▶

Independent non-executive director

MBA (Finance), BCom (Hons), ND: Cost & Management Accounting

B Tech Degree - Operations Management,
Global Executive Development Programme,

Management Development Programme

Nombuso is a experienced executive who has served in various boards in the capacities of Chairman, member and has Chaired Audit & Risk Committees and Credit Committees in the Financial services sector amongst others. She has completed several executive leadership and advanced business programmes and has extensive experience in the leadership of infrastructure mega projects, supply chain logistics, stakeholder relations, commercial and business development.

Appointed: 29 February 2016. Resigned 5 July 2021

11. ID Macleod (Ian), Independent non-executive director, Appointed: 5 November 2014, Passed away: 14 June 2020
12. SH Nomvete (Sandile), Chief Executive Officer, Appointed: 30 April 2009, Resigned: 24 August 2020
13. S Maharaj (Shaneel), Chief Financial Officer, Appointed: 29 February 2016, Resigned: 24 August 2020
14. ON Tshabalala (Otis), Chief Operating and Chief Investment Officer, Appointed: 20 June 2016, Resigned: 24 August 2020

▶ Audit, Risk and Compliance Committee
▶ Remuneration Committee
▶ Asset and Liability Committee and Investment Committee
▶ Transformation, Social, Ethics and Sustainability Committee
▶ Nomination Committee
◆ Chairman of particular committee

CORPORATE INFORMATION

Country of incorporation and domicile	South Africa
Nature of business and principal activities	Delta Property Fund Limited ("Delta", "the Company") and its subsidiaries ("the Group"), a Real Estate Investment Trust ("REIT") company, is listed on the JSE under the financial – real estate sector. Delta's primary business is long-term investment in quality, rental generating properties.
Directors	Phumzile Langeni, Chairman Sibongile ("Bongi") Masinga, Interim Chief Executive Officer Marelise de Lange, Chief Financial Officer Nooraya Khan Davina Nodumo ("Dumo") Motau Mfundiso Johnson Ntabankulu ("JJ") Njeke, lead independent director Moshiko Caswell Ramokgadi Rampheri Patricia Stock
Registered office	Silver Stream Business Park 10 Muswell Road South Bryanston Johannesburg 2021
Postal address	Postnet Suite 210 Private Bag X21 Bryanston 2021
Auditor	BDO South Africa Incorporated Chartered Accountants (SA), Registered Auditors
Company Secretary	FluidRock Governance Group Proprietary Limited
Company registration number	2002/005129/06
Tax reference number	9464252148

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Integrated annual report published 30 June 2021

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