



**NOTICE TO SHAREHOLDERS OF THE GENERAL SHAREHOLDERS MEETING
TO BE HELD ON 26 JANUARY 2018 AT 10:00**

VENUE:

Freedom Property Fund Office

KWV Building

57 Main Street

Paarl

FREEDOM PROPERTY FUND LIMITED

Incorporated in the Republic of South Africa

Registration number: 2012/129186/06

JSE code: FDP

ISIN number: ZAE000185260

Telephone: +27 (0)10 0038451
Website: www.freedomprop.co.za

NOTICE OF GENERAL SHAREHOLDERS MEETING

IMPORTANT NOTICE TO SHAREHOLDERS

If you are in any doubt as to any action you should take, please consult your Banker, Stock Broker, Legal Advisor, Accountant or other professional Advisor immediately.

1. If you have disposed of all your shares in Freedom Property Fund Limited ("the Company"), this document should be handed to the purchaser of such shares or to the stock broker, banker or other agent through whom such disposal was affected.
2. Members attending the General Meeting of the Company on **26 January 2018 at 10:00** are requested to ensure registration of attendance upon arrival.

Kindly note that, in terms of section 63(1) of the Companies Act, any person attending or participating in the general meeting must present reasonable satisfactory identification and the person presiding at the general meeting must be reasonably satisfied that the right of any person to participate in and vote (whether as a shareholder or as a proxy for a shareholder) has been reasonably verified. Suitable forms of identification will include the presentation of valid identity documents, driver's licences and passports.

3. The record date of the General Meeting for shareholders to participate in and vote at the Annual General Meeting is **19 January 2018**. Persons intending to attend or participate in the General Meeting will be required to present reasonable, satisfactory identification.

RECORD DATES:

Please take note of the following important dates

Record date for the purposes of determining which shareholders of the Company are entitled to receive notice of the General Meeting (the posting record date)	15 December 2017
Record date for the purposes of determining which shareholders of the Company are entitled to participate in and vote at the Annual General Meeting (the voting record date)	19 January 2018
Last day for lodging forms of proxy by 16h00	24 January 2018
Date of the Annual General Meeting	26 January 2018

VOTING AND PROXIES:

A member entitled to attend and vote at the General Meeting is entitled to appoint a Proxy or Proxies to attend, speak and vote in his/her stead. A Proxy need not be a member of the Company. A form of Proxy is distributed with this Notice for the sake of convenience.

Proxy forms must be delivered to the Company Secretary:

Statucor (Pty) Ltd

Summit Place
221 Garsfontein Road
Building 5, 2nd floor
Menlyn
pretoria

Email: shantel@statucor.co.za

By no later than 24 January 2018 at 16:00

Freedom Property Fund Limited
(Incorporated in the Republic of South Africa)
(Registration number: 2012/129186/06)
JSE Share code: FDP
ISIN Number: ZAE000185260
("the Company")

Notice is hereby given that the General Meeting of Shareholders of Freedom Property Fund Limited will be held on 26 January 2018 at 10:00 at Freedom Property Fund Offices, KWV Building, 57 Main Street, Paarl. To conduct such business as may lawfully be dealt with at the General Meeting and to consider and, if deemed fit, pass, with or without modification, the ordinary resolutions set out hereunder in the manner required by the Companies Act, No 71 of 2008 ("the Act"), as amended from time to time, as read with the JSE Listings Requirements, as amended from time to time ("JSE").

In accordance with section 62(3)(a), read with section 59(1)(a)&(b) of the Act, the Board of the Company has set the record date for the purpose of determining which shareholders are entitled to:

- Receive Notice of the General Meeting, being the posting record date, as Friday, 15 December 2017;
- Participate in and vote at the General Meeting, being the voting record date, as Friday, 19 January 2018.

ORDINARY RESOLUTIONS

For the purposes of sections 62(3)(c) and 65(7) of the Act, unless otherwise specified, in order for each of the ordinary resolutions appearing hereunder to be passed, each resolution must be supported by more than 50% of the voting rights exercised on each ordinary resolution.

Consider and if deemed fit, passing, with or without modification, the following Ordinary Resolutions:

Ordinary Resolution Number 1: Appointment of External Auditors

The Audit Committee, having satisfied itself that Moore Stephens Cape Town Inc. meet the independence requirements prescribed by section 94(8) of the Companies Act, recommends that Moore Stephens Cape Town Inc. ("the auditors") be appointed as the independent registered auditors.

- 1.1 Resolved That** Moore Stephens Cape Town Inc. be appointed as the external auditors of the Company for the next financial period, until the conclusion of the next Annual General Meeting of the Company.
- 1.2 Resolved That** the Board of Directors of the Company be authorised to determine the remuneration of the Auditors.

SPECIAL RESOLUTIONS

For the purposes of sections 62(3)(c) and 65(9) of the Companies Act, unless otherwise specified, in order for each of the special resolutions appearing hereunder to be passed, each resolution must be supported by at least 75% of the voting rights exercised on each special resolution.

Considering, and if deemed fit, passing, with or without modification, the following Special Resolutions:

The reason for and effect of Special Resolution Number 1 is to ensure that the level of annual fees paid to Non-Executive Directors remains competitive, to enable the Company to attract and retain individuals of the calibre required to make a meaningful contribution to the Company, having regard to the appropriate capability, skills and experience required.

The Board has recommended that the level of fees paid to Non-Executive Directors be adjusted as proposed with effect from **01 Februaryxxx**.

The Board are acutely aware of the situation the company finds itself in. The cash situation and the suspended share make decisions ones that should be carefully considered. Non-Executive Directors are currently remunerated at a lower rate than the previous Non-Executive Directors, given that an inflation related increase was provided for. Hence the resolution put forward to shareholders for correction. The current situation has demanded much more time and attention from directors, including attending additional board meetings, additional meetings and roadshows, for which the current dispensation does not remunerate directors.

The remuneration therefore proposes the following;

1. Remuneration to be increased per the figures below and backdated for this financial year.
2. Directors will be remunerated for attending 2 board meetings a year. For attending any addition board meetings, directors will be remunerated at the rates of 25% of the annual fee per board meeting to a maximum of 2 additional board meetings. Any additional meetings will have to be approved by shareholders and the rate of remuneration would be proposed to be 25% of the annual fee.
3. If board members are expected to carry out any additional duties, for example road shows, meetings with the JSE etc., they will be remunerated for the day at the rate of 5% of the annual fee, to the maximum of 5 days per annum. If any additional days are required, the board would have to approve this and remuneration would be at 5% of the annual fee.
4. The Chairperson should be remunerated at the level of the previous chair, with an increase to provide for inflation.

Special Resolution Number 1: Non-Executive Directors' Remuneration

Resolved By Way of Special Resolution That: in terms of section 66(9) of the Act, the Non-Executive Directors' remuneration for the past 12 months, with effect from [date], be and is hereby approved as follows:

Special Resolution 1.1

Position	Committee	Present rate	Recommended Increase (%)	Proposed Rate (2017)
Chairman	Board and Committees	R 200 000	37.5 %	R 275 000
Non-Executive Director	Board and Committees	R 200 000	10%	R 220 000

Special Resolution 1.2

Position	Committee	Present rate	Recommended Increase (%)	Proposed Rate (2018)
Chairman	Board and Committees	R 200 000	37.5 %	R 275 000
Non-Executive Director	Board and Committees	R 200 000	10%	R 220 000

Special Resolution 1.3

Resolved By Way of Special Resolution That:

Additional Meeting Fees for Non-Executive Directors

Directors will be remunerated for attending 2 board meetings a year. For attending any addition board meetings, directors will be remunerated at the rates of 25% of the annual fee per board meeting to a maximum of 2 additional board meetings. Any additional meetings will have to be approved by shareholders and the rate of remuneration would be proposed to be 25% of the annual fee.

By Order of the Board

Statucor Proprietary Limited

Company Secretary

Johannesburg
21 December 2017

FREEDOM PROPERTY FUND LIMITED

(Incorporated in the Republic of South Africa)
 (Registration number:2012/129186/06
 JSE Share code:FDP
 ISIN Number: ZAE000185260
 ("the Company")

FORM OF PROXY RELATING TO THE GENERAL MEETING OF THE COMPANY

Dematerialised Shareholders, other than "own name" dematerialised Shareholders, who wish to attend the General Meeting must instruct their CSDP or broker to issue them with the necessary authority to attend. Should dematerialised Shareholders, other than "own name" Dematerialised Shareholders, be unable to attend the General Meeting in person, but wish to vote by proxy, they must provide their CSDP or broker with their voting instructions in terms of the custody agreement entered into between them and their CSDP or broker.

This form of proxy is for use by Certificated Ordinary Shareholders and "own name" Dematerialised Ordinary Shareholders of the Company only at the General Meeting of the Company's Shareholders General Meeting to be held on 26 January 2018, 10:00.

Shareholders who have dematerialised their shares, other than "own name" Dematerialised Shareholders, must inform their CSDP, or broker, of their intention to attend the General Meeting and request their CSDP or broker to issue them with the necessary letter of representations to attend or provide their CSDP or broker with their voting instruction should they not wish to attend the Company's General Meeting in person. Such Shareholders must not return this form of proxy to the transfer secretaries.

I/We _____ (please _____ print _____ name _____ in _____ full) _____ of (Address: please print) _____ being the holder of _____ ordinary shares in the Company, hereby appoint _____ or Failing him/her _____ or failing him/her, the Chairman of the General Meeting as my/our proxy to attend, speak and vote for me/us on my/our behalf at the General Meeting and at any adjournment thereof as follows:

		For	Against	Abstain
Ordinary Resolutions				
1.1	Appointment of External Auditors			
1.2	Directors authorisation to determine Auditors Remuneration			
Special Resolutions				
1.1	Non-Executive Directors Remuneration for the 2017 period			
1.2.	Non-Executive Directors Remuneration for the 2018 period			
1.3	Additional meeting fees (per sitting) for Non-Executive Directors			

Insert an "X" in the relevant space above according to how you wish your votes to be cast. However, if you wish to cast your votes in respect of a lesser number of shares than you own in the Company, insert the number of ordinary shares held in respect of which you desire to vote.

Signed at _____ on _____ 2018.

 Signature

 Assisted by me (where applicable)

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

Notice and Proxy Form

Please read the following notes and instructions carefully

NOTES

1. All Shareholders are entitled to attend, be represented and vote at the Company's General Meeting. Each Shareholder present in person or by proxy at the General Meeting shall be entitled, on a show of hands, to one vote irrespective of the number of shares he holds or represents, provided that a proxy shall, irrespective of the number of Shareholders he represents, have only one vote. On a poll, at the Freedom Property Fund Limited General Meeting, a Shareholder who is present in person or by proxy shall be entitled to one vote for each share held or represented.
2. Shareholders who have dematerialised their ordinary shares through a CSDP or broker, other than own name registered dematerialised shareholders, and who wish to attend the General meeting must request their CSDP or broker to issue them with a Letter of Representation. Alternatively, dematerialised shareholders other than own name registered dematerialised shareholders, who wish to be represented, must provide their CSDP or broker with their voting instructions in terms of the custody agreement between them and their CSDP or broker in the manner and by time-frame stipulated.
3. A Shareholder may insert the name of a proxy or the names of two alternate proxies of the Shareholder's choice in the space(s) provided, with or without deleting "the chairman of the general meeting". If a deletion is made, such deletion must be initialled by the Shareholder. The person whose name stand first on the form of proxy and who is present at the Company's General Meeting will be entitled to act as proxy to the exclusion of those names follow.
4. A Shareholder's instructions to the proxy as to whether to vote for, against or abstain from voting, and in respect of the relevant number of shares to vote in such a manner, shall, in respect of the resolution, be indicated as follows:
 - a. By the insertion of an "X" in the appropriate box provided to indicate whether to vote for, against, or abstain from voting. Such insertion, without the insertion of the relevant number of shares as contemplated in paragraph (b) below, shall require the proxy to vote or abstain from voting at the Company's General Meeting as indicated by the "X" in respect of all (and not some) of the Shareholder's votes exercisable thereat.
 - b. By the insertion of the relevant number of shares held by the Shareholder in the Company to indicate the number of shares to be voted for, against or abstain from voting (which will indicate the number of votes exercisable by the proxy on behalf of the Shareholder on a poll), in the appropriate box provided. Such as insertion, with or without the insertion of an "X", shall require the proxy to vote or abstain from voting at the Company's General Meeting as indicated by the number so inserted in respect of such inserted number (an not a portion) of shares.
 - c. By failure to insert anything in the appropriate box. such failure will be deemed to authorise the Chairman of the meeting, if he is the proxy, to vote in favour and any other proxy to vote or abstain from voting at the Company's General Meeting as he deems fit in respect of all (or a portion) of the Shareholder's votes exercisable thereat.
5. A Shareholder is not obliged to use all the votes exercisable by the Shareholders, but the total of the votes cast, and in respect of which abstention is recorded, whether by the Shareholder or the proxy, may not exceed the total of the votes exercisable by the Shareholder.
6. A duly completed form of proxy must be e-mailed to the Company Secretary, Statucor (Proprietary) Limited, Shantel@statucor.co.za so as to reach them no later than 16:00 on Monday, 24 January 2018.
7. The completion and lodging of this form of proxy will not preclude the relevant Shareholder from attending the General Meeting and speaking and voting in person thereat to the exclusions of any proxy appointed in terms thereof.
8. Documentary evidence establishing the authority of a person signing this form of proxy, in a representative or other legal capacity, must be attached to this form of proxy unless previously recorded by the transfer secretaries or waived by the Chairman of the General Meeting, as the case may be.
9. Any alteration or correction made to this form of proxy must be initialled by the signatory/ies.
10. The Chairman of the General Meeting may reject or accept any form of proxy, which is completed and/or received, other than in compliance with the notes.

Notice and Proxy Form

11. In respect of joint holders, any such person may vote at the Company's General Meeting in respect of such joint shares as if he were solely entitled thereto; but if more than one of such joint holders are present or represented at the Company's General Meeting, the person whose name stands first in the register in respect of such shares or his proxy, as the case may be, is alone entitled to vote in respect thereof.