GOLDEN SECTION EQUITY RESEARCH

PRIME TIME

1 July 2025

PrimeTime Property Holdings Limited

PRIMETIME PMT-u PRIMETIM BG EQUITY	Current Price	Fair Value
	P 1.61	P 2.15

OPPORTUNISM IN BOTSWANA'S LISTED PROPERTY SECTOR
UPDATE POST RDC'S CIRCULAR TO PRIMETIME HOLDERS

PrimeTime is a Botswana-headquartered, BSE-listed property company with a resilient and well-diversified portfolio. With 64.07% of its asset value and 66.67% of GLA located in Botswana, the group is structurally exposed to the most resilient economy in the region. Zambia contributes 31% of value, while South Africa is a minor exposure at under 4.93%. Across all three markets, portfolio vacancies remain near zero, and rental income is underpinned by largely institutional-grade tenants.

The interim results to February 2025 reaffirm this strength. Revenue rose 6% year-on-year, net asset value increased to P950 million, and the loan-to-value ratio improved to 47%. The group plans to deploy proceeds from recent asset sales to reduce debt, and its average funding cost stands at 7.8%. Importantly, the group maintained cost discipline even while absorbing the legal and strategic costs of resisting RDC Properties' hostile merger approach.

Updating our 2024 fair value, we currently value PrimeTime at P2.15 per unit, reflecting a 33.27% upside to current market pricing. The disconnect between market pricing and actual disposal values achieved (at or above book) confirms that the current discount to NAV is unjustified.

RDC Properties has launched an unsolicited, all-share offer to acquire PrimeTime. The offer is thin on detail and fails to establish any convincing case for strategic or financial merit. There is no synergy plan, no asset-level rationale, and no premium offered for control. Instead, RDC proposes to exchange undervalued RDC shares for PrimeTime's far superior Botswana portfolio, in effect asking PrimeTime unitholders to subsidise its own valuation shortfall.

The offer is flawed in three critical ways:

Valuation Mismatch: The exchange ratio implies a steep discount to PrimeTime's intrinsic value, and materially undervalues its Botswana-dominated portfolio.

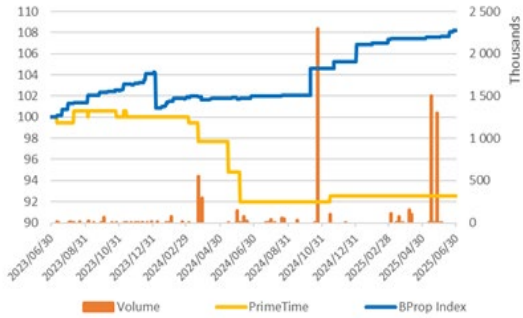
No Control Premium: Despite being a hostile attempt at effective control, RDC offers no financial incentive to PrimeTime's unitholders.

Governance and Alignment Risks: RDC's structure raises legitimate questions around management independence, capital allocation priorities, and post-merger integration capability. PrimeTime, by contrast, has a defined governance model, institutional ownership, and a track record of tenant and asset management discipline.

In short, RDC is attempting to buy quality Botswana assets using undervalued RDC paper. This is not value creation. It is a transfer of value from PrimeTime unitholders to RDC.

PrimeTime continues to deliver on operational performance and portfolio quality, anchored by its dominant Botswana exposure. Zambia and South Africa provide optionality, but the value case rests on a solid, income-generating core that is being mispriced by the market. The RDC offer is a distraction, not a solution.

Garreth E. Elston MBA, MA, BCom, MRICS
+27-76-434-0918
garreth@goldensection.capital
www.goldensection.capital



Company Data			
Last Price	P1.61	Shares O/S	264 321 622
Distr. PLU (2024) thebe	7.28	Mkt. Cap (ZAR mn)	P426 700 314.21
1 Year High	P1.61	1 Year Low	P1.60
YTD	1.66%	1 Yr. Beta	0.32
PE Ratio	10.18	REIT/Non-REIT	Non-REIT
1 Yr. TR	2.29%	Av. Daily. Vol (ZAR)	P52 159.17
Benchmark	Botswana Property	Free Float	31.20%
NAV (Interm 2025)	P3.59	P/NAV	44.85%
LTV	47.00%	P/B	44.79%
WACC	5.15%	Yield	4.27%
WACD	7.80%	50-day SMA	P1.61
VWAP (day)	P1.61	Consensus B/H/S	N/A

BALANCE SHEET

BWP '000	2023	2024	2025 H1
Total Current Assets	47 083 530	36 522 362	35 759 716
Investment Property	1 715 894 944	1 787 691 427	1 809 828 544
Total Assets	1 907 768 354	1 910 683 131	1 929 380 110
Total Current Liabilities	198 351 894	395 485 916	311 317 677
Total Long-Term Debt	780 873 358	544 684 947	610 777 760
Total Liabilities	1 040 990 396	1 010 703 181	979 337 426

INCOME STATEMENT

BWP '000	2023	2024	2025 H1
Rental Revenue	212 797 222	226 995 957	117 474 155
Property & Admin Expense	-81 756 527	-97 368 745	-58 298 506
Other Income & Expenses	3 071 199	-3 062 614	-993 805
Operating Profit	134 111 894	126 564 598	58 181 844
Interest Income	1 499 008	916 469	139 132
Interest Expense	-75 506 912	-76 366 986	-35 653 248

FUNDAMENTAL

	2023	2024	2025 H1
Earnings PLU (thebe)	35.91	18.72	7.00
Distribution PLU (thebe)	11.57	7.42	2.67
NAV PLU (thebe)	343.00	340.00	359.00
NAV Premium / Discount	-49.0%	-52.9%	-55.2%

Source: Bloomberg, Company Reports, Golden Section Analysis

Absa Head Office, Prime Plaza, Gaborone

Perceived Risk to Investment Thesis

High Risk MEDIUM Low Risk

Golden Section Capital (Pty) Ltd
www.goldensection.capital

The Company

PrimeTime is a variable loan stock company listed on the Botswana Stock Exchange. The company listed in 2007 with thirteen properties, a market capitalisation of P193 million, and 1 337 investors on listing, and ended the first financial year with a portfolio value of P236 million. It has grown to P1.809 billion in property and over 1 600 shareholders, including several of Botswana's premier institutional investors. The Botswana Public Officers Pension Fund (BPOPF) is the largest holder of PrimeTime units at 32.14%.

The company has a diversified high-quality portfolio of office, retail and industrial properties located in Botswana, Zambia, and South Africa.

	PrimeTime Major Linked Unitholders	Current Holding	Current Holding %
1	BPOPF	84 957 174	32.14%
2	Linwood Holdings Ltd	42 956 380	16.25%
3	Tati Company Limited	22 873 846	8.65%
4	Bifm (across all funds)	19 238 004	7.30%
5	Debswana Pension Fund (across all asset managers)	16 198 535	6.13%
6	Metropolitan Life Botswana (across all asset managers)	14 543 384	5.50%
7	Mr Clifford Ferreira	13 453 128	5.09%
8	Botswana Motor Vehicle Accident Fund (across all asset managers)	11 140 310	4.21%
9	D.P. Training Centre (Pty) Ltd	6 275 667	2.37%
10	Botswana United Revenue Service (across all asset managers)	2 175 248	0.82%
	Top 10 Holders	233 856 676	88.47%
	Total PrimeTime Units in Issue	264 321 718	

Director's Holdings	Held Directly	Held Indirectly
J Jones and family	40 019	-
A L Kelly and family (* Linwood Holdings Ltd.)	462 132	42 956 380 *
M T Morolong and family	97 630	-
P Masie and family	17 138	-

Source: Company Reports, Bloomberg, Golden Section Analysis

The company has an external management structure, and the external management of the company is conducted by Time A & PM (Pty) Ltd (Time APM). Time APM manage the day-to-day operations of the Group. Time Developments Botswana (Pty) Ltd conduct development and/or refurbishment.

Golden Section Capital prefers internal management teams, and our view is that should Botswana eventually establish REIT legislation it would be an opportune time for PrimeTime to internalise management as is industry best practice.

The Board is responsible for reviewing recommendations on the portfolio, matters outside board authority are made by unitholders as per Botswana Stock Exchange (BSE) Listings Requirements.

The board currently consists of four Independent and two Executive members, with a gender split of two female and five men, arguably offering the potential for the company to improve gender representation, the addition of Inutu Zaloumis in 2024 has gone some way to improving this.

The current Executive board members are:

1. Alexander Kelly (69) - Company Management, Director of Time APM (PrimeTime Board since 2007).
2. Mmoloki Morolong (55) - Property Management, Director of Time APM (PrimeTime Board since 2007).

Non-Executive Directors are:

1. Paul Masie (56) since 2021, independent board chair.
2. Joanna Jones (52) since 2017, non-independent.
3. Nigel Dixon-Warren (54) since 2021, independent.
4. Massimo Marinelli (66) since 2022, the lead independent director.
5. Inutu Zaloumis (53), since 2024, independent.

Ms. Unopa Njadingwe is the company secretary.

Board remuneration is reasonable, and there are no issues identified with governance. The company could potentially improve the board by increasing the size of the board, and its general balance as mentioned.

A Well Diversified and Positioned Property Portfolio

Post the sale of three properties announced in June, PrimeTime's portfolio consists of twenty-six properties, spread across Botswana, South Africa, and Zambia. The sale of three industrial properties (Plot 20584, Lease Area 1159-KO, and Lot 20610) to Mokowe Properties Proprietary Limited, for P65 100 000, and expected net proceeds of P64 000 000 which will primarily be used to settle debt. In addition, one retail centre, Hillside Mall in Lobatse was handed back on the expiry of its ground lease.

Properties	2025-06	2024	2023	2022	2021	2020	2019
Number of properties	26	30	29	29	30	30	27
GLA m^2	116 147	125 481	122 320	122 265	116 907	116 687	100 919
Portfolio vacancies	0.6%	0.7%	2.0%	2.0%	3.0%	5.0%	5.0%

Source: Company Reports, Golden Section Analysis

Post the portfolio disposals, Botswana has nineteen properties and represents 64.07% of the Group's market value and 66.59% of GLA.

By sector, retail is the largest component (58.8% of GLA in FY 2024), followed by offices (27.7%) and industrial (9.7%), with a small mixed-use portion of 3.7%. The tenant base is high-quality, including major regional retail chains (40% of rental), blue-chip corporates and banks (30%), and government or diplomatic entities (9%). This diversification and strong tenant profile have yielded resilient cash flows.

At the interim 2025 period, Botswana saw rental income rise 2%, the company pleasingly renewed a major lease (9% of portfolio income) for an additional five year period.

PrimeTime's holdings in Zambia are unchanged, and Zambia constitutes 22.73% of GLA and 31.00% of portfolio value, 2% down in value from FY2024. The Zambian properties remained under pressure, both in terms of economic contraction and kwacha weakness. Rental income declined by 3% in H1 2025, and vacancies rose to 0.9% from 0.3%. Despite the rise in vacancies the overall Zambian portfolio vacancy is low.

	PROPERTY	LOCATION	SECTOR	GLA m^2	VACANCY (2024-08-31)	OWNERSHIP
1	Prime Plaza (four sections) *	Gaborone	Office	11 117	0.0%	100%
2	Prime Plaza 2	Gaborone	Office	-	0.0%	100%
3	Prime Plaza 3	Gaborone	Office	-	0.0%	100%
4	Prime Plaza 4	Gaborone	Office	-	0.0%	100%
5	Pinnacle Park	Gaborone	Office	4 421	0.0%	100%
6	AFA House	Gaborone	Office	3 602	0.0%	100%
7	Motswere, Prime Plaza II	Gaborone	Office	2 733	0.0%	100%
8	SA High Commission	Gaborone	Office	2 010	0.0%	100%
9	Paratus House	Gaborone	Office	1 471	0.0%	100%
10	Capricorn House	Gaborone	Office	1 396	0.0%	100%
11	Independence Place	Gaborone	Office	926	0.0%	100%
12	Sebele Centre	Gaborone	Retail	10 250	0.0%	100%
13	Pilane Crossing	Pilane	Retail	10 225	0.0%	100%
14	Lobatse Junction	Lobatse	Retail	8 915	3.4%	100%
15	Boiteko Junction	Serowe	Retail	7 918	0.0%	100%
16	Nswazwi Mall	Francistown	Retail	6 561	4.2%	100%
17	Design Quarter	Gaborone	Retail	3 010	4.2%	100%
18	South Ring Mall	Gaborone	Retail	2 793	0.0%	100%
19	Logwin	Johannesburg	Industrial	8 043	0.0%	100%
20	Riverside Junction	Johannesburg	Mixed-use	4 352	3.5%	100%
21	Centro Kabulonga	Lusaka	Retail	7 728	0.0%	100%
22	Munali Mall	Lusaka	Retail	6 097	0.0%	100%
23	Chirundu Mall	Chirundu	Retail	4 821	1.4%	100%
24	PwC Office Park	Lusaka	Office	4 532	0.0%	100%
25	G4S	Lusaka	Industrial	2 066	0.0%	100%
26	G4S	Kitwe	Industrial	1 160	0.0%	100%
	TOTAL			**116 147**	**0.61%**	**100%**

* Comprising: Acacia first floor, Absa HQ, Marula, and CIPA House

After End of Previous Period: Returned on Expiry of Ground Lease

1	Hillside Mall	Lobatse	Retail	4 267	0.0%	100%

After End of Previous Period: Sold

1	G4S	Gaborone	Office	2 176	0.0%	100%
2	DHL Broadhurst	Gaborone	Industrial	1 276	0.0%	100%
3	Fei Da Broadhurst	Gaborone	Industrial	1 617	0.0%	100%
	TOTAL			**5 069**	**0.00%**	**100%**

Source: Company Reports, BSE X-News, Golden Section Analysis

South Africa's two properties constitute 10.67% of GLA and 4.93% of portfolio value, and the South African portfolio is externally managed by Ebbstone Asset Management. The South African portfolio saw rental income up by 11% at H1 2025, and vacancies remained stable at 1.2%.

COUNTRY	NUMBER OF ASSETS	GLA (m^2)	PROPERTY VALUE
BOTSWANA	18	77 348	1 158 100 000
ZAMBIA	6	26 404	560 348 936
SOUTH AFRICA	2	12 395	89 057 610
TOTAL	26	116 147	1 807 506 546

Source: Company Reports, BSE X-News, Golden Section Analysis

SECTOR	NUMBER OF ASSETS	GLA m^2	PROPERTY VALUE
INDUSTRIAL	3	11 269	64 846 451
RETAIL	10	68 318	1 124 126 588
MIXED USE	1	4 352	51 679 954
OFFICE	12	32 208	566 853 554
TOTAL	26	116 147	1 807 506 546

Source: Company Reports, BSE X-News, Golden Section Analysis

Number of Properties - PrimeTime vs Peers

	BOTSWANA	RSA	ZAMBIA	OTHER AFRICA	OTHER	TOTAL
FaR Properties	173	18	3	-	-	194
Letlole La Rona	23	-	-	1	-	24
New African Properties	60	-	-	7	-	67
PrimeTime Property	**18**	**2**	**6**	**-**	**-**	**26**
RDC Properties	21	32	1	4	5	63
Turnstar Holdings	7	-	-	1	1	9

Source: Company Reports, Golden Section Analysis

Portfolio Sectors - PrimeTime vs Peers

	RETAIL	INDUSTRIAL	OFFICE	RESI	MULTI USE	OTHER
Letlole La Rona	56.0%	44.0%	-	-	-	-
New African Properties	99.0%	1.0%	-	-	-	-
PrimeTime Property	**58.8%**	**9.7%**	**27.7%**	**-**	**3.%**	**-**
RDC Properties	37.0%	5.0%	39.0%	4.0%	-	15.0%
Turnstar Holdings	80.0%	1.0%	10.0%	5.0%	4.0%	3.0%

Source: Company Reports, Golden Section Analysis

Portfolio Vacancies are Exceptionally Low

PrimeTime's occupancy levels are exceptional, currently among the highest in the BSE property sector. Overall portfolio vacancy was just 0.7% at FY 2024 (down from 2% in 2023 and 5% a few years prior) and remained below 1% through

February 2025. We calculate that the vacancy post interim results stands at 0.62% currently. Essentially all properties are fully let, reflecting effective leasing strategies in a challenging market.

Portfolio - PrimeTime vs Peers

	GLA m²	VACANCIES	PORTFOLIO VALUE BWP '000 000	VALUE PER m² BWP
FaR Properties	287 802	5.6%	1 675	5 820
Letlole La Rona	224 303	1.0%	1 817	8 100
New African Properties	135 000	6.7%	1 546	11 449
PrimeTime Property	**116 147**	**0.6%**	**1 807**	**15 562**
RDC Properties Limited	342 787	8.2%	5 691	16 601
Turnstar Holdings	150 497	2.7%	2 792	18 552

Source: Company Reports, Golden Section Analysis

Country wise at H1 2025, Botswana's vacancy rate fell to near 0.3% (virtually full occupancy), Zambia is down slightly to 0.7% (from 0.3%), and South Africa vacancies are stable at 1.2%.

	TOTAL	BOTSWANA	RSA	ZAMBIA
VACANCY BY GEOGRAPHY	0.62%	0.3%	1.2%	0.7%

Source: Company Reports, Golden Section Analysis

From FY2024 data PrimeTime's weighted average lease expiry (WALE) stands around 3.36 years in its markets (Botswana WALE 3.44 years; Zambia 3.06 years; and South Africa 3.95 years). This insulates near-term income. It is the best of its peer group. A notable recent development is a new 5-year lease renewal with Absa Bank for their Gaborone headquarters, signed just after FY2024.

LTV, WALE, Escalations - PrimeTime vs Peers

	LTV FY 2024	LTV FY 2023	WALE (Years)	Escalations
Far Property Company	21.0%	19.0%	2.50	4.5%
Letlole La Rona	39.0%	44.0%	2.21	6.1%
New African Properties	0.0%	0.0%	2.31	5.90%
PrimeTime Property	**48.0%**	**51.0%**	**3.36**	**4.1%**
RDC Properties	41.7%	43.3%	2.73	3.4%
Turnstar Holdings	21.0%	23.0%	2.26	6.5%

Source: Company Reports, Golden Section Analysis

Financial Performance Review

Revenue and Earnings

PrimeTime achieved top-line growth in FY 2024 despite a tough environment. Rental income (the main component of revenue) increased 5.93% to P185.0 million for the year, up from P174.6m in 2023. This growth was driven by improved occupancies and inflation-linked rent escalations, particularly in Botswana, as well as contributions from the new Motswere property in the final quarter. In local currency terms, Zambian rental income was flat (USD denominated rents stable), but pula reported figures benefited slightly from a stronger USD/BWP rate.

For H1 of FY2025, PrimeTime has continued on a positive trajectory, revenue was P117.5 million for the six months to February 2025, a 5.64% increase from P111.2m in the comparable 2024 interim period. This suggests further organic growth and possibly some foreign exchange gains on Zambian income. However, it should be noted that PrimeTime's previous interim (H1 2024) had included a sizeable straight-line lease adjustment, excluding such accounting effects, the underlying rental growth is 1.43%.

NAV and Balance Sheet

PrimeTime's Net Asset Value remained stable to slightly lower in FY2024. Total NAV (equity attributable to unitholders) was approximately P899 million at 31 August 2024, translating to NAV per linked unit of P3.40. This is a 1% dip from P3.43 a year earlier, despite overall NAV in pula terms growing (the dilution from the February 2024 share issuance offset asset growth). By the interim February 2025 period, NAV had risen to P950 million. We estimate NAV per unit to currently be around P3.59. This 5.59% uplift in NAV in just six months is a notable positive, it reflects value being rebuilt and indicates that asset values moved favourably.

Even so, PrimeTime's units trade at -55.15% of NAV. The stock price of P1.61 implies a deep discount, which is significantly wider than the typical 20–30% discounts seen in regional REITs, underscoring either an undervalued situation or persistent concerns that the market has about the company's ability to realise that NAV. We are positive that the company's NAV is prudent and realisable, as recent PrimeTime asset sales, and comparable sales in Botswana, have shown assets selling at close to or above book value, indicating the reasonableness of NAV, and the irrationality of the current NAV discount especially compared to peers who do not have portfolios of comparable quality.

Earnings, Distribution, and NAV - PrimeTime vs Peers

	LAST PRICE	EPLU thebe	EPLU PREVIOUS	DPLU thebe	DPLU PREVIOUS	NAV PLU pula	PREVIOUS NAV PLU	NAV DISCOUNT
FaR Properties	1.80	33.63	26.76	12.4	11.8	2.71	2.44	-33.54%
Letlole La Rona	3.05	12.5	43.72	14.4	19.74	3.30	3.10	-7.47%
New African Properties Limited	4.04	33.86	37.4	32.28	31.01	2.68	2.53	50.86%
PrimeTime Property	**1.16**	**18.72**	**35.91**	**7.28**	**11.57**	**3.59**	**3.40**	**-55.15%**
RDC Properties Limited	2.40	17.49	14.23	8.11	6.91	3.56	3.44	-32.58%
Turnstar Holdings	2.26	17	26	20	20	3.43	3.36	-34.11%

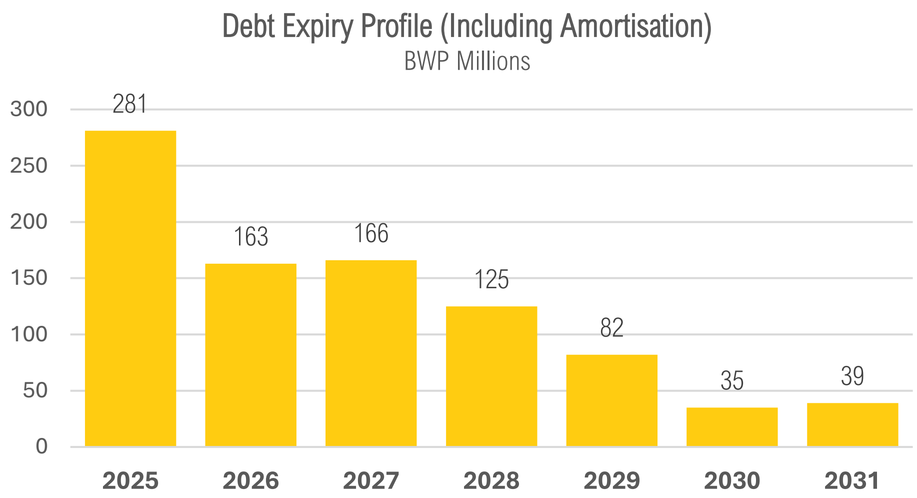
Source: Company Reports, Golden Section Analysis

A major contributor to the concerns of PrimeTime's portfolio is high leverage. Pleasingly PrimeTime's LTV ratio improved to 48% at FY2024 (down from 51% in 2023), aided by a successful capital raise and valuation gains, and edged further down to 47% by H1 2025. This is progress in the right direction, and the company has clearly prioritised and delivered on deleveraging.

Still, an LTV near 50% is too elevated a level, for context, we consider 35-40% a more prudent target for a listed property vehicle in this region (and indeed globally). The high debt also means significant interest costs, with PrimeTime's weighted average cost of debt (WACD) was standing at 8.1% in 2023 (up from 6.9% the year before, due to rate increases) but was reported to be down to 7.8% by H1 2025. The slight improvement reflects the Bank of Botswana's 25 bps rate cut in late 2023 and potentially some refinancing at lower rates. Notably, about 41% of PrimeTime's debt is fixed rate, which provides some protection if rates rise again, though it also limits immediate benefit from rate cuts.

The debt maturity profile is somewhat near-term heavy, P444 million of facilities were due to expire or amortise in FY2025 and FY2006. To address this, post-year-end FY 2024 PrimeTime secured new funding from Stanbic Bank in the form of a P181 million medium-term note and P40 million revolving credit (disbursed after August 2024). This refinancing should lengthen maturities and possibly lower the average interest rate, improving liquidity headroom.

Overall, PrimeTime's balance sheet can be viewed as being in a transitional state, leverage is still the primary concern but is being actively managed down. The outcome of the potential RDC offer could drastically change the picture (either by combining debt with a larger entity or by forcing further strategic deleveraging if the bid fails). Absent the takeover, we would expect PrimeTime to continue seeking ways to bring LTV down into the 40% range, possibly through selective asset disposals or joint ventures, to reduce risk and interest burden. The stated intention to use part of the proceeds from the recently announced asset sale also adds some comfort here, and we forecast the LTV to fall to 45-46% at FY 2025.



Source: Company Reports, Golden Section Analysis

Distributions to Unitholders

In a notable shift, PrimeTime slashed its distribution payout in the latest year. For FY2024, the company declared a total interest distribution of 7.28 thebe per linked unit, a sharp reduction from 12.66 thebe (FY2022) and 11.57 thebe

(FY2023). This cut indicates management's desire to conserve cash amid high financing costs and to shore up the balance sheet. The interim distribution pattern has also changed, and instead of the usual semi-annual schedule, PrimeTime declared an interim interest distribution of 2.67 thebe for the four-month period to 31 Dec 2024 (paid in April 2025). This suggests the company may move to more frequent (perhaps quarterly) distributions, or it may have been a one-off timing adjustment. Including another expected distribution for the remaining two months of the half-year, the H1 2025 payout will likely total around 4.0-4.5 thebe, in line with the reduced annual run-rate.

The current yield at market price (P1.61) based on the new payout (7.28 thebe) is 4.27%. This is much lower than the 6.48% yield PrimeTime had at end June 2024, but in truth the earlier high yield was a function of the depressed unit price. Management has hinted that a 5-6% yield would be more normalised going forward, and indeed 4.5% is even a bit below that range, reflecting either an abundance of caution or potential for a higher final distribution if results permit.

By cutting the distribution, PrimeTime retained more earnings (over P10m saved relative to prior payout levels). This retention directly helped boost NAV and reduce the need for additional debt. While income-focused investors won't welcome the reduction, it is arguably a prudent move to fortify the company in an uncertain rate environment. It also brings PrimeTime's payout more in line with market best practices for sustainable distributions (paying out ~80% of distributable income rather than >100%, which some Botswana property firms did historically).

Share Performance Has Lagged

Share Price Performance

PrimeTime's unit price has underperformed its peers and broader market indices in recent years. As of this report, the price is BWP1.61 (161 thebe) per unit, roughly flat from six months ago and down from P1.74 a year ago. Over a 1-year horizon, PrimeTime lagged the Botswanan listed property sector average. Even after the announcement of RDC's intentions, the price did not rerate, indicating investor scepticism about the offer's success, or its value. Another key reason for slow moves in the price is that (as with most BSE listed property stocks) is that liquidity is limited, with trading volumes on the BSE relatively light, which can exacerbate price disconnects from fundamentals. The market's deep discount on PrimeTime (-55.2% discount to NAV) contrasts with RDC's own stock trading at a discount of -37.8% to NAV. This discount gap, PrimeTime being more undervalued, is essentially what RDC is attempting to arbitrage via the takeover.

PERIODS ENDING JUNE 30TH 2025	YIELD	TOTAL RETURN YTD	1 YEAR	2 YEARS
FAR PROPERTY COMPANY LTD	6.89%	0.00%	0.00%	-20.97%
LETLOLE LA RONA LTD	4.18%	5.60%	8.92%	24.61%
NEW AFRICAN PROPERTIES LTD	8.06%	1.25%	8.54%	13.82%
PRIMETIME PROPERTY HOLDINGS LTD	4.27%	1.66%	2.29%	-5.94%
RDC PROPERTIES LTD	3.30%	0.00%	0.00%	6.67%
TURNSTAR HOLDINGS LTD	8.85%	2.26%	17.10%	24.18%
SECTOR INDEX	6.26%	2.20%	5.72%	-0.25%

Source: Bloomberg, Golden Section Analysis

PrimeTime's recent financials show a company performing well operationally, with high occupancy, stable rents, and maintaining its NAV, but constrained by financial structure (debt and external fees). The steps taken in 2024 (equity raise, distribution cut, refinancing debt) were arguably necessary course corrections. These moves, while painful in the short-term, could set PrimeTime on a path to healthier finances, depending on it remaining independent. However, the market has yet to reward these improvements, and now the company's fate may be determined by corporate action rather than organic progress. This backdrop is crucial for understanding the dynamics of RDC's hostile offer, which we analyse next.

Analysis of RDC Properties' Hostile Offer to PrimeTime Unitholders

In late 2024, RDC Properties Ltd launched a hostile bid to acquire a significant stake in PrimeTime, culminating in a formal Firm Intention Offer announced on 21 August 2024. The offer, one of the first hostile takeovers attempted on the BSE, has been a complex, drawn-out saga involving regulatory review and intense speculation. Below we break down the key aspects of the offer and our critical assessment.

Offer Terms and Valuation Fairness

Offer Consideration

RDC is proposing an all-share transaction, offering 0.6875 RDC units for each PrimeTime unit. No cash alternative is provided. This exchange ratio means PrimeTime investors who accept will become shareholders in RDC, swapping their holdings at the fixed ratio. At RDC's recent market price of P2.40, the offer equates to approximately BWP1.65 of value for each PrimeTime share, only a few thebe above PrimeTime's pre-offer trading price around 160 thebe. In effect, the offer carries virtually no premium to PrimeTime's market price, which is unusual for a change-of-control bid. Typically, a control acquisition would warrant a 20-30% premium to entice shareholders. The lack of a meaningful premium here is a red flag regarding fairness.

Relative NAV Comparison

It's important to compare the implied valuation to underlying net asset values. PrimeTime's last FY NAV was about P3.40 per unit and is P3.59 now, whereas RDC's NAV per share (excluding deferred tax) is about P3.86 (as of Dec 2024). If a PrimeTime holder tenders one unit, they get 0.6875 of an RDC share which has an NAV of 0.6875 * 3.86 = P2.65 in net assets. In other words, for each P3.40 of PrimeTime NAV given up, the unitholder would receive only P2.65 of NAV in RDC. This implies the offer values PrimeTime at only ~78% of its NAV, a marked discount. Even considering deferred taxes or other adjustments, the offer does not come close to NAV parity. By contrast, PrimeTime's stock was already very discounted, and the offer essentially locks in that discount rather than erasing it. From a pure book value perspective, the offer is unfairly low for PrimeTime holders.

Market Metrics

Another angle is distribution yield and earnings. PrimeTime's historical yield (before the cut) was higher than RDC's. RDC's distributions for 2024 totalled 8.11 thebe per share, which at its share price (P2.40) is a yield of 3.30%. PrimeTime's forward yield (post-cut) is 4.49% at P1.61. If PrimeTime investors swap to RDC shares, their yield on cost might drop, unless RDC's price also adjusts. RDC's price, meanwhile, trades at a discount to its own NAV (around 62% of NAV) less steep than PrimeTime's discount, but still a valuation gap. In effect, RDC is using its relatively higher-valued stock to buy PrimeTime's lower-valued equity/assets. This kind of equity-for-equity arbitrage can be advantageous to the acquirer's shareholders if the exchange ratio is set favourably (which appears to be the case for RDC, but not PrimeTime).

Premium for Control

It must be emphasised that this is a hostile offer, not a merger of equals. RDC seeks to gain at least 44% and potentially majority control. Yet the terms do not reward PrimeTime unitholders for relinquishing control of the company. When the RDC bonus offer impact (discussed later) is considered should a full merger happen, PrimeTime shareholders (except those invested heavily in RDC too) would be egregiously harmed.

PrimeTime has formed an Independent Board Committee (of has been formed to evaluate the RDC offer, comprised of nonconflicted directors, to ensure unitholders receive an objective recommendation (a requirement under applicable takeover regulations). The independent board committee consists of Messrs Masie, Dixon-Warren, Marinelli and Ms Zaloumis. Given that PrimeTime's assets are high-quality and its recent financials improving, accepting a nonpremium deal could short-change investors. Unless RDC's share price were to significantly rerate upwards (which would retroactively make the offer more valuable), the current exchange ratio looks opportunistic. We also note that independent valuation on PrimeTime (detailed below) is critical in assessing fairness, and that Deloitte's indicative valuation range of PrimeTime returned a value of between P2.17 and P2.55 per linked unit, this differs from Golden Section Capital's valuation of P2.15 by a range of 1.09%-18.79%. Deloitte's core value of P2.21 differs only by 3.20%.

Dilution to RDC Shareholders "Bonus" Offer

To fund the acquisition, RDC will issue new shares to PrimeTime unitholders who accept. If, hypothetically, 100% of PrimeTime's 264.32 million units were tendered, RDC would issue approximately 181.5 million new shares (264.3 m * 0.6875). RDC currently has 758 232 937 linked units in issue. A full takeover would thus expand RDC's share count by 48.97% to 1 129 512 286 (including bonus issue of 189 558 234). Even at the minimum acceptance of 44% stake (roughly 116.3 million PrimeTime units), RDC would issue 79.8 million shares, a 10.5% increase. This dilution will spread RDC's earnings and NAV over more shares. However, because the acquisition is at a discount to NAV, it may be NAV accretive for RDC's shareholders, as they would be exchanging P3.86 of their stock value for P3.59 of PrimeTime's NAV, theoretically gaining NAV per share (though whether the market recognises that is another matter).

In terms of earnings, PrimeTime's net income yield (earnings/asset) is somewhat lower than RDC's (owing to PrimeTime's higher interest burden), so initially RDC's earnings per share might dilute slightly until synergies are realised. For PrimeTime unitholders, the dilution manifests as owning a much smaller percentage of a larger company. For example, BPOPF currently owns 34% of PrimeTime; if it exchanged all its units, it might end up with on the order of 34-35% of the enlarged RDC (depending on final acceptance due to its existing RDC shareholding of). The relative influence of former PrimeTime holders in the new structure would thus be diluted.

Cost Synergies

RDC's rationale for the merger likely hinges on achieving cost efficiencies and synergies that improve the combined entity's performance. The most evident synergy would be eliminating PrimeTime's external management fees. PrimeTime pays management and property management fees to Time Projects (often such fees are ~0.5%–1% of assets plus leasing fees). If RDC internalises those functions, the combined company could save several million pula annually in operating expenses. For instance, on a ~P1.8 billion portfolio, even a 0.5% management fee is P9 million. But RDC has its own external management structure, conducted by Property and Asset Management Company Limited (PAM). PAM manage the day-to-day operations of the Group, Notwane Asset Management Company (Pty) Ltd (a subsidiary of PAM) manages the South African portfolio of whom the directors are RDC directors (Guido Giachetti and

Jacopo Pari). Capitalgro operates separately but has cross-directorships with PAM and RDC. PAM is employed on a full-service management contract. So, Time Project's fees would just become PAM fees, with no tangible benefits to the general investors.

A potential synergy though could be access to cheaper capital. RDC, being larger and more diversified (with a lower LTV of 41.7% and arguably a stronger balance sheet), might secure debt at slightly better rates than PrimeTime can alone. Post-takeover, PrimeTime's debt could be refinanced or absorbed under RDC's funding programs. Even a 50 basis point reduction on PrimeTime's ~P900m debt would save ~P4.5m interest annually. Additionally, RDC might have unused debt capacity given its lower gearing, it could potentially re-leverage the combined portfolio for growth or strategic debt repayment (though one would hope the goal is de-leveraging).

Economies of Scale

The merged entity would boast a portfolio over P7.4 billion in assets (RDC's P5.69bn[1] + PrimeTime's P1.81bn). This scale could yield economies in terms of centralised administration, insurance, marketing, and negotiating power with suppliers/tenants. If RDC delists PrimeTime there would no longer be two separate listing costs, two sets of annual reporting, etc. RDC has though stated that they do not intend to delist PrimeTime, which doesn't make much corporate sense as costs would remain for two corporate entities.

PrimeTime	Portfolio Value		Portfolio GLA m^2		Vacancy	Properties
South Africa	89 057 610	4.93%	12 395	10.67%	1.20%	2
Botswana *	1 158 100 000	64.07%	77 348	66.59%	0.34%	18
Croatia	-	-	-	-	-	-
Zambia	560 348 936	31.00%	26 404	21.73%	1.21%	6
Mozambique	-	-	-	-	-	-
United States	-	-	-	-	-	-
Madagascar	-	-	-	-	-	-
TOTAL	1 807 506 546		116 147		0.62%	26

* Includes post period asset sales

Source: Company Reports, Golden Section Analysis

RDC	Portfolio Value		Portfolio GLA m^2		Vacancy	Properties
South Africa *	2 635 940 327	46.32%	187 810	55.70%	7.41%	32
Botswana	1 497 905 000	26.32%	80 094	23.75%	8.40%	21
Croatia	1 332 365 748	23.41%	38 246	11.34%	0.00%	4
Zambia	91 390 000	1.61%	8 250	2.45%	-	1
Mozambique	72 385 661	1.27%	6 492	1.93%	-	3
United States	24 305 000	0.43%	7 383	2.19%	-	1
Madagascar	36 431 000	0.64%	8 900	2.64%	-	1
TOTAL	5 690 722 736		337 175		8.20%	63

* Includes post period asset sales

Source: Company Reports, Golden Section Analysis

[1] Down from P5.9 billion after accounting for asset sales after period end.

NewCo	Portfolio Value		Portfolio GLA m²		Vacancy	Properties
South Africa *	2 724 997 937	36.34%	200 205	44.16%	1.20%	34
Botswana *	2 656 005 000	35.42%	157 442	34.73%	0.30%	40
Croatia	1 332 365 748	17.77%	38 246	8.44%	-	4
Zambia	651 738 936	8.69%	34 654	7.64%	0.90%	7
Mozambique	72 385 661	0.97%	6 492	1.43%	-	3
United States	24 305 000	0.32%	7 383	1.63%	-	1
Madagascar	36 431 000	0.49%	8 900	1.96%	-	1
TOTAL	7 498 229 282		453 322		6.20%	89

* Includes post period asset sales

Source: Company Reports, Golden Section Analysis

It would make sense that the end goal would be a delisting of PrimeTime, delivering savings, and improving efficiency. Furthermore, a combined RDC/PrimeTime "NewCo's" larger market cap might improve stock liquidity and index inclusion prospects, potentially lowering its cost of equity.

Integration Costs and Risks

Against these synergies, one must weigh the costs of integration. Merging two companies, especially with one being hostile, can incur high restructuring costs. For example, terminating the external management contract with Time might require a payout (depending on contract terms, although a change of control could allow cancellation without penalty, but this is a detail we don't currently know). There could also be retrenchment or relocation costs if certain roles are duplicated. IT systems, accounting, and reporting will need consolidation. These one-time costs can offset near-term savings.

Dilution of Identity

One intangible "dilution" is that PrimeTime investors currently exposed mostly to Botswana and Zambia will become holders of a much broader RDC portfolio (which includes more South African assets and even European assets like offices in Croatia, from RDC's prior acquisitions). Some PrimeTime holders may not desire that exposure or the different risk profile that comes with RDC's mix (RDC has hospitality assets, higher vacancy rates in some SA offices, exposure to Mozambique and Madagascar etc.). While diversification is generally positive, it can dilute the purer-play focus that some investors wanted from PrimeTime.

In summary, the synergies are real but largely, to overwhelmingly, accrue to the combined company (and thus to RDC's existing shareholders). PrimeTime holders are being asked to contribute assets to enable those synergies, without upfront compensation. The dilution from new shares is not automatically negative if synergy-driven gains outweigh it, but that is a longer-term proposition. From PrimeTime unitholders' perspective, they need to believe that by accepting, the value of their new RDC shares (plus future dividends) will exceed what they'd get if PrimeTime stayed independent. That equation is not clearly in their favour at the current offer terms.

Strategic Fit, Rationale, and Execution Risks

Strategic Rationale

RDC's offer comes in the wake of its previous expansionary moves (RDC acquired South Africa's Tower Property Fund assets in 2021, expanding into Croatia and further into South Africa). RDC has signalled a strategy of being a regional player with a diversified portfolio. Acquiring PrimeTime would cement RDC's position as the dominant property company on the BSE, adding a substantial Botswana portfolio to its books. Strategically, PrimeTime's assets fit reasonably well, they increase RDC's weighting in the Botswana market, particularly in the retail and office segments, and balance RDC's existing mix which includes more hospitality and industrial.

That being said, the incongruous aspect of acquiring PrimeTime is that one of RDC's 5 Key Drivers of their corporate strategy is "GEOGRAPHIC DIVERSIFICATION beyond Botswana" we remain somewhat confused as to how adding more Botswana exposure achieves that strategic objective. There are several better options available directly, or through listed options in South Africa.

The takeover could also be seen as RDC taking out a competitor and consolidating the market, which can yield pricing power benefits (e.g. having more influence on major tenants' rental negotiations when the combined entity owns a larger share of prime space in Gaborone). On the negative side, this raises competition concerns as the combined entity will constitute 29% of the BSE's listed property Market Capitalisation, and 37% of the Botswana listed property sector's GLA, a highly concentrated and we would argue anti-competitive level.

Positively for RDC, PrimeTime's extremely low vacancies and stable cash flows could help stabilise RDC's earnings, which have been subject to higher vacancy and more variability, especially in Botswana and South Africa (RDC's overall vacancy was 8.2% at end 2024, much higher than PrimeTime's under 1%). Infusing PrimeTime's assets could immediately improve the occupancy and rent collection profile of RDC's consolidated portfolio.

From PrimeTime's angle, joining with RDC would provide greater scale and diversification to withstand economic cycles. RDC has exposure to growth areas like hospitality/tourism (Masa Centre Hotel, David Livingstone Safari Lodge etc.) and a larger asset base that can absorb shocks. PrimeTime unitholders would also potentially benefit from RDC's international assets (though small, RDC's Croatia and SA assets add some currency and economic diversification beyond Botswana's borders).

Operational Fit

On operations, there is some complementarity as both companies manage multi-country portfolios and could share expertise. Post-merger, RDC would likely want to integrate property management under its umbrella. This could be disruptive in the short term e.g. PrimeTime's existing property management staff (some of whom may be Time employees) would need to be transitioned or replaced. Tenant relationships would also need to be maintained through any handover.

A big risk is the cultural and managerial integration. Hostile takeovers often lead to management turnover. We would expect PrimeTime's current management team (who are tied to Time) to depart if RDC gains control, given the inherent conflict. While RDC certainly has the capability to manage PrimeTime's portfolio, losing the deep local knowledge of

PrimeTime's team could have transient negative effects. There might be some tenant unease or staff morale issues during the transition.

Market Reception

Another risk is how the market and tenants perceive the takeover. If major tenants have change-of-control clauses or if they view RDC's involvement negatively (for instance, if they had a strong relationship with Time Projects), there could be an impact. We think this risk is low, as most tenants care more about continuity of service and upkeep of properties, which RDC would be incentivised to maintain.

Strategy Alignment

The combined company's strategy could also shift. PrimeTime has been relatively conservative, focusing on Botswana and incremental growth (apart from a foray into Zambia). RDC has been more aggressive, venturing cross-border. Post-merger, RDC might decide to rebalance the portfolio, for example, they might sell some smaller PrimeTime assets that are non-core or have less growth potential, to redeploy capital. This could actually unlock value (if sold near NAV which is above where PrimeTime trades). However, selling assets in Botswana could be politically sensitive if it means reducing local footprint or if buyers aren't readily available (but looking at recent sales, this does not seem to be a high risk at the current time). As mentioned earlier we do see the strategic tie in adding more Botswana properties to RDC given their strategic geographic diversification objective. The strategy we surmise may be to get Botswana assets at a substantial discount from PrimeTime and sell them close to book to use the profits to fund offshore acquisitions. This though will be at the detriment of PrimeTime holders are primarily benefit only holders of RDC.

Execution Timeline and Distraction

The takeover offer process itself has been lengthy, distracting, and costly (especially for PrimeTime), it was first signalled in early 2024 and has now involved months of regulatory review. The Botswana Stock Exchange's investigative committee only cleared the bid to proceed in May 2025 after probing complaints and alleged rule breaches. This drawn-out battle has undoubtedly distracted (and continues to distract) management on both sides from day-to-day operations. There's a risk that if the saga continues (or if it results in a stalemate with RDC as a large minority shareholder), PrimeTime could enter a period of strategic limbo, where major decisions are deferred. For example, would PrimeTime's management aggressively pursue new projects or debt refinancing while an offer is pending? This uncertainty could inadvertently hurt the business momentum.

In conclusion, strategically, there is some logic to the combination (scale, diversification, eliminating duplicate costs) for RDC, but execution risks are significant. Merging two organisations with different cultures and with one side initially resistant requires careful change management. There is a risk that expected synergies could be delayed or not fully realised if integration is not smooth. Unitholders must consider whether they trust RDC's management to handle this process and deliver the touted benefits without disrupting PrimeTime's steady operations.

Governance Implications and Management Conflicts

Regulatory Oversight

The BSE, and the regulator (Non-Bank Financial Institutions Regulatory Authority - NBFIRA) have been actively involved, given this is an unusual takeover case in Botswana. The BSE convened an investigative committee that examined allegations by PrimeTime of improper conduct by RDC during the offer buildup. The committee's ruling in April 2025 cleared RDC of most major allegations (such as market manipulation), allowing the offer to proceed. However, RDC was found to have erred on two points: breaching the "Rule of 5" (approaching more than five shareholders prior to the firm intention announcement) and not securing NDAs from some shareholders it talked to. These were deemed minor infractions subject to possible fines, and not deal-breakers, but are concerning in terms of the image the BSE would like to portray to the capital markets of how its listed companies behave.

Through a governance lens, it's concerning that RDC pushed boundaries, but reassuring that an independent review occurred. The independent review though highlighted a concern for investors where it became clear that the BSE plays lip service to a "takeover code." As Botswana lacks a fully developed takeover code of its own, they leaned on South African rules to judge the case, but the independent review conducted by the Desai Law Group, found the South African guidelines to be non-binding, this is concerning as the guidelines then become utterly pointless in terms of guarantying any manner of take over legal practice, and in fact are actually pointless. Going forward, this may prompt stronger domestic Mergers and Acquisition regulations (NBFIRA indicated this is in progress, and in our opinion is vital to ensure the efficient and competitive operation of Botswana's capital markets). For current investors, the key takeaway is that the process is being monitored for fairness, but the ultimate decision lies in the collective hands of unitholders.

In addition, the Botswana Competition Authority will need to rule on a transaction where a proposed transaction constitutes a merger under the Competition Act and meets the specified thresholds below. A merger will be notifiable to the Competition Authority if:

> "*(i) the combined annual turnover or combined asset value in Botswana of the merging enterprise exceeds BWP10 million (which this would be);* or *(ii) the enterprises concerned would, following implementation of the merger, supply or acquire at least 20% of a particular description of goods or services in Botswana*,"

A combined entity would be 31.03% of the BSE's Listed Property sector, 38.5% of listed GLA (including International Properties), and 20% of Botswana only GLA. The transaction value alone implies that the Botswana Competition Authority will need to approve the transaction

BPOPF and Allan Gray Botswana's Dual Role

The Botswana Public Officers Pensions Fund (BPOPF) is the biggest pension fund in Botswana, and a major investor in both companies. As an institutional investor with large stakes in both companies, it is effectively the "kingmaker." The company though is required to be neutral and to analytically decide based on maximising its member's value and minimising their investment risks. It must be noted that BPOPF outsources management of its long term investments to Allan Gray (and other investment managers), and as such Allan Gray and BPOPF can be viewed as a single party in this transaction. If BPOPF deems the offer fair and votes in favour, the deal will likely go through, if not, it will likely fail.

BPOPF's decision should thus reflect whether, in their judgment, governance and value considerations favour a combined entity or the status quo.

BPOPF's large holdings on both sides is a double-edged sword. On one hand, BPOPF has a fiduciary duty to act in its members' best financial interest, which should mean an objective assessment of the offer. As BPOPF is the second largest shareholder in RDC (second after the Giachetti Family and connected entities) and will become the controlling shareholder in a potentially merged "NewCo." BPOPF's support of the deal might be viewed as almost a related-party transaction (since they effectively would be "selling" PrimeTime to a company they also own a very large portion of).

After the bonus issue and proposed transaction by RDC, BPOPF/Allan Gray will hold between 29%-35% of the RDC. Due to the often opaque nature of shareholdings through various sub-funds, trustees, or nominees this is an estimate. We are quite comfortable with this estimation as RDC has added an ordinary resolution for its AGM on 10 July to:

> Ordinary Resolution 1: Waiver Resolution
> *Ordinarily resolved that the RDC Independent Unitholders hereby* ***irrevocably waive, to the extent necessary, the benefits of a Mandatory Offer by Allan Gray*** *(either alone or together with its respective related or inter-related parties and any person who acts in concert with any of them, if applicable) arising from the issue of the Acquisition Issue Linked Units in terms of the Proposed Acquisition.*

	RDC Major Linked Unitholders	Current Shares Held	% in RDC	Bonus Offer	New Holding
1	Giachetti Family and Connected Entities	288 021 743	37.99%	72 005 436	360 027 179
2	BPOPF / Allan Gray	227 071 620	29.95%	56 767 905	283 839 525
3	BiFM (across all managers/funds)	57 947 309	7.64%	14 486 827	72 434 136
4	Vunani	37 060 975	4.89%	9 265 244	46 326 219
5	Morula	36 062 400	4.76%	9 015 600	45 078 000
6	5th Quarter Investment Managers	26 965 875	3.56%	6 741 469	33 707 344
7	Debswana Pension Fund (across all managers/funds)	26 680 016	3.52%	6 670 004	33 350 020
8	Botswana Motor Vehicle Accident Fund (across all managers/funds)	21 635 865	2.85%	5 408 966	27 044 831
9	Ninety One	10 529 711	1.39%	2 632 428	13 162 139
10	Botswana United Revenue Service (across all asset managers)	9 869 023	1.30%	2 467 256	12 336 279
	TOTAL TOP 10 HOLDERS	**741 844 537**	**97.84%**	**188 040 462**	**998 610 366**

Source: Company Reports, BSE X-News, Bloomberg, Golden Section Analysis

We would assume that BPOPF/Allan Gray would recuse itself from voting on the resolution and offer to PrimeTime holders due to a conflict and the proposed offer technically being able to be regarded as a related-party transaction.

Looking at Concentration Risk, from a best practice portfolio management aspect, we are confused by the very high holding that BPOPF/Allan Gray has undertaken in holding 30%+ in RDC. The company is exposed to what in our opinion is extreme concentration risk. Concentration risk arises when a pension fund (or any other investment manager) allocates a disproportionately large share of its assets to a single issuer, turning idiosyncratic shocks, such as credit downgrades, management missteps or sector-specific downturns, into portfolio-wide losses. Trustees must therefore enforce issuer limits that balance conviction with diversification. In South Africa, Regulation 28's "catch-all" cap effectively forbids more than 25% of fund assets in any one entity or its affiliates, but most funds adopt far tighter internal guidelines, typically capping exposure to a single listed company at 5-10% of total assets, to ensure no single position can meaningfully derail overall returns. We would be doubtful that Allan Gray South Africa would permit holdings of over 30% in a single listed issuer in South Africa and are thus confused by how Allan Gray Botswana seems to be comfortable with owning up to, and over 30% of a single issuer.

Botswana's retirement-fund framework does not impose a hard cap on single-issuer equity holdings as South Africa's Regulation 28 does. Under the Retirement Funds Act and NBFIRA's Pension Fund Investment Rules, trustees must set and document prudent diversification limits in their own investment policies rather than rely on a statutory issuer ceiling. In practice, most Botswana pension schemes adopt internal guidelines that cap exposure to any one listed company at around 5 % to 10 % of assets under management, striking a balance between conviction and protection against idiosyncratic shocks. In the United States, pension plans governed by ERISA[2] are bound by the "prudent man" rule, which under Section 1104(a)(1)(C) requires fiduciaries to diversify plan assets so as to minimise the risk of large losses to participants. ERISA itself does not prescribe a numeric ceiling on how much may be invested in any single issuer; instead, trustees set and document concentration limits in their investment policies. In practice, and in line with global norms, most US pension funds adopt internal caps of roughly 5% to 10% of total assets in any one listed company, balancing conviction in high-conviction ideas against the need to avoid "all eggs in one basket" scenarios.

Looking to the future the BPOPF has to consider which outcome maximises its overall portfolio value, maintaining two separate investments or one combined one. We note that if a full merger happens, BPOPF ends up with a large stake in a single entity (potentially up to 35% of the enlarged NewCo), in the case of a full merger due to the dilutionary effect of the bonus offer BPOPF actually loses value in a combined entity, and the only parties that really gain or remain slightly down are those that only held RDC units and no PrimeTime. However, BPOPF might prefer one bigger, more liquid company that could eventually list on multiple exchanges or attract more institutional investors. It's a governance consideration that such concentration of ownership (pre- or post-merger) can reduce float and market liquidity, which is somewhat counter to minority shareholder interests. Ideally, BPOPF would signal its views or in a best case corporate governance scenario would recuse itself and its manager Allan Gray from influencing the independent committee's recommendation or voting at all due to its conflict. That Concentration Risk seems to fall by the wayside remains concerning from a prudent fiduciary perspective.

Minority Protection

Minority unitholders (especially those outside the top 10 holders) must rely on the impartiality of the process. The requirement for an independent expert's opinion on the offer's fairness should be a critical governance safeguard when done correctly and in sufficient detail to guide decision making. Also, because RDC is offering shares, the transaction is effectively a merger, if enough shareholders accept to give RDC >50%, remaining minorities will find themselves as minority shareholders in a company controlled by RDC. There is the question of post-takeover intentions: If RDC gets just 44-50%, will it seek to creep further or eventually try to delist PrimeTime? If RDC gets 35% it will have to make a mandatory offer under the Companies Act (Section 220), as a mandatory offer is triggered when a shareholder: "acquires more than 35% of the voting rights of a company," unless an exemption is granted by NBFIRA or waived by

[2] ERISA is the USA's Employee Retirement Income Security Act of 1974, which is a federal law that sets minimum standards for most voluntarily established retirement and health plans in private industry to provide protection for individuals in these plans.

independent shareholders. If RDC were to cross 50%, all shareholders (including those who didn't accept) might be folded into RDC anyway via a subsequent mandatory offer.

However, if RDC lands between, say, 30-50% and doesn't gain full control, it could create an awkward governance situation where RDC is the largest single shareholder, but PrimeTime remains listed with its own board. That could lead to conflicts in strategy and management going forward. The BSE's ruling effectively reset the clock for RDC to achieve its acceptance threshold within a defined timeline, so we will likely get clarity soon. Minority investors should be cognisant that if they reject the offer, but it still goes through at >50% acceptance, they will become minority shareholders in a controlled company, with diminished influence. Linwood Holdings shareholding in PrimeTime seems to be the only holding that could protect PrimeTime from being forced into a Squeeze-Out Threshold. Only if RDC reaches 90% ownership, could it invoke compulsory acquisition rights, and PrimeTime has stated that ~38% of PrimeTime unitholders have signed irrevocable undertakings to reject the RDC offer, a substantial voting bloc.

Best Practices

From a market best practices perspective, the scenario underscores the importance of treating unitholders equitably and ensuring full disclosure. Both companies have been issuing X-News announcements regularly to keep the market informed, which is good governance. It is also best practice for PrimeTime's board to engage an independent financial adviser, which they have done, to evaluate the offer. The adviser's opinion is a key piece of governance documentation for unitholders' decision-making, and it very clearly stated the deep undervaluing of PrimeTime by RDC's offer. The PrimeTime independent board has also been very clear in rejecting the offer.

In sum, the governance assessment reveals significant conflicts and concentration of power. The offer's fate will hinge on a few key players (BPOPF/Allan Gray and independent directors) acting in what they believe is the best interest of the broader body of unitholders. The process has so far followed regulatory requirements, but the lack of a legally binding robust local takeover code made it a learning experience for the market.

For investors, a critical governance question is: will the proposed new structure (RDC + PrimeTime) improve or weaken corporate governance? It could concentrate a lot of power with one shareholder and one management team, which places the onus on that team's track record and integrity. It will also concentrate a large part of Botswana's listed property investment sector, and GLA under one company. RDC's management will need to demonstrate that they can better run the enlarged entity transparently and in all shareholders' interests to alleviate these concerns.

Alignment with Unitholder Interests and Market Practices

When assessing whether the offer aligns with unitholder interests, we consider both the financial outcomes for investors and the broader context of market norms.

Unitholder Value Proposition

The fundamental question for a PrimeTime unitholder is: "Am I better off exchanging my units for RDC units?" Based on the terms, the immediate value uplift is negligible, and one swaps into a company with its own set of risks and rewards. If the offer is successful, PrimeTime holders will own a smaller piece of a larger entity. They will gain exposure to RDC's assets: some high-quality (e.g. retail in Cape Town, hotels in South Africa, Zambia, and Botswana) and some that have been underperforming (RDC's office vacancies in Gauteng, for instance). Their distribution income may initially drop on a per-unit basis. However, if RDC's synergies improve cash flows, RDC could grow its dividends faster in the future. There's also the potential that a combined entity could attract a re-rating. If investors prefer the bigger, internally managed RDC, its discount to NAV might narrow, thus lifting the share price. In theory, that could eventually reward those who tendered. But these are speculative benefits, the offer does not guarantee them.

Minority Rights and Options

If a unitholder does not want to accept the offer, what are their prospects? If enough other holders accept and RDC obtains control, holdouts may see PrimeTime effectively controlled by RDC or even eventually merged. Their units might remain listed but with low liquidity and a dominant shareholder calling the shots, not an ideal scenario for minorities. Alternatively, if the offer fails to reach a controlling threshold, RDC might end up with, say, 30-40% ownership and the bid lapses. In that case, PrimeTime remains independent but with a large, possibly antagonistic shareholder (RDC) on its register. That could lead to continued corporate overhang and maybe another bid down the line. Neither outcome is clearly great for minorities, one reason independent directors have a tough job weighing short-term exit value versus long-term value.

Best Practice in Takeovers

Generally, best practice dictates that a takeover offer for a listed company, especially a hostile one, should include a control premium or a very compelling strategic rationale where target shareholders benefit. In this case, the premium is lacking, which is not standard. Another best practice is to ensure an orderly process without coercion. PrimeTime's board has been given the opportunity to make a recommendation, and regulators eventually stepped in to address any rule breaches (after complaints), these align with good practice. The BSE's reliance on South African codes ensured, for example, that RDC couldn't secretly lock up acceptances from a few large shareholders by breaking the "Rule of 5" (they attempted to but were caught out and warned). From a fairness perspective, we believe that all PrimeTime unitholders are being treated equally in the offer, there's no partiality (e.g. no cash sweetener to BPOPF separately or such). That is important, any whiff of preferential treatment would be unacceptable.

Market Implications

If this deal goes through on these terms, it sets a precedent that companies can be taken over without paying a realistic value, which could incentivise more hostile bids in the future. Depending on one's perspective, that can be good (activating a market for corporate control to discipline underperforming management) or bad (encouraging predators to exploit market inefficiencies to the detriment of long-term investors). For PrimeTime unitholders, many of whom are pension funds or long-term investors, selling at half of NAV is not ideal. They may prefer to see PrimeTime fixed and revalued closer to NAV over time, which is plausible if debt comes down and external management is addressed. On the other hand, if they lack confidence that will ever happen under current management, they might take the bird in hand by joining RDC.

Independent Expert Reports

Unsurprisingly each side's independent experts disagreed with each other.

Point-By-Point Comparison of the Two Independent Opinions on RDC's Offer For Primetime

	Delta Capital and Alwyne Partners 26 May 2025	Deloitte and Touche 27 June 2025
Conclusion	Offer is fair and reasonable	Offer is unfair and unreasonable
Swap Ratio Used	0.68750 RDC for 1 PrimeTime	0.68750 RDC for 1 PrimeTime (effectively 0.55 after bonus award)
Valuation Approaches	NAV (book-value) primary Comparable multiples secondary	Income (DCF and capitalisation) primary Market PB and adjusted NAV corroboration
Valuation Date	30 April 2025	28 February 2025
Valuation Range Implied	Not disclosed	0.890 - 0.9638 RDC per PrimeTime (core value 0.9226)
Dilution Treatment	Mentions bonus issue but no explicit ratio impact	Calculates dilution from bonus award (effective swap circa 0.55)
Sensitivity Analysis	General market, ratio and NAV multiples checks	Detailed on inflation and discount-rate shifts
Regulatory Frame	BSE Listing and SA Companies Act Regulations	BSE M&A Rules and SA Companies Act (Takeovers Regulations)
Fee	P395 000 ex VAT non-contingent	P870 000 non-contingent
Independence Declaration	Confirmed no conflicts	Confirmed no conflicts

Divergent conclusions

Delta Capital deems the proposed swap ratio of 0.6875 to be within its NAV-based valuation range and accordingly fair to unitholders. Deloitte, by contrast, had a DCF-driven valuation that implies a swap in excess of 0.89 and finds the effective ratio of 0.55 (post-bonus dilution) materially below that threshold. The gulf reflects methodology choice and the treatment of the bonus award, which seemed to be utterly ignored by Delta Capital which we find confusing.

Methodology and rigour

Delta leans on a balance-sheet NAV framework supplemented by trading multiples. That approach ignores future earnings and cashflows, leaving sensitivity testing at a high level. Deloitte's primary income approach models 5-year forecasts, applies geography-specific discount rates, and runs multiple corroborative checks (PB ratios, adjusted NAV) along with inflation and discount-rate sensitivities.

Treatment of dilution

Delta notes the bonus issue but does not quantify its impact on the swap ratio. Deloitte calculates that the pre-offer bonus award dilutes RDC unitholders, reducing the true ratio from 0.6875 to about 0.55 PrimeTime units per new RDC unit, an adjustment that underpins its "unfair" finding. We agree fully with this and view the bonus offer in particular as a cynical attempt to dilute PrimeTime holders who do not hold RDC units too.

Scope of assumptions

Both reports assume no undisclosed liabilities and enforceable agreements. Delta's assumptions on corporate activity and forecast validity are generic. Deloitte digs deeper, and examines rental income forecasts, lease expiry profiles and geo-specific valuations, and explicitly tests their reasonableness against past trends and third-party estimates.

Regulatory compliance

Delta frames its mandate under BSE Listing Requirements and corresponding SA regulations but focuses narrowly on valuation scope. Deloitte situates its work within the BSE Mergers and Acquisitions Rules and SA Takeover Regulations, giving greater detail on the statutory tests for fairness and reasonableness.

Fees and independence

Delta's fee is P395 000 ex VAT and confirmed non-contingent. Deloitte's fee is P870 000 in cash, likewise non-contingent. As required, both declared no conflicts.

Critical takeaways

- Relying exclusively on NAV and multiples risks overlooking forward earnings and cashflow drivers.
- The non-disclosure of Delta Capital's valuation range is somewhat concerning.
- Ignoring dilution from bonus issues can materially skew the implied swap ratio.
- A DCF-centric framework, coupled with sensitivity analysis, gives a more granular view of value drivers, but hinges on forecast credibility.
- Unitholders should weigh the divergence in opinions, a narrow NAV lens versus a comprehensive income-based valuation with explicit dilution adjustment.

On balance, Deloitte's view appears more robust for assessing a transaction driven by future cashflows and corporate actions that alter capital structure. Delta's opinion may understate the dilution impact and overstate fairness to PrimeTime unitholders, especially considering its lack of comment on the bonus award and non-disclosure of an exact valuation range.

Board Recommendations

RDC Properties Board

The RDC offer circular does not contain a detailed board statement or explicit director recommendation in the standard South African or UK style. However, based on the content and structure of the offer document, we can infer the RDC board's position from:

Implied Board Position from the Circular

In the Strategic Rationale (Section 5) RDC argues that combining the portfolios will create a "diversified and regionally scaled real estate platform." RDC suggests synergies in management and operations, implying value accretion through "enhanced scale and platform benefits."

Pricing Justification

RDC positions the BWP1.65 offer as "fair" and "reasonable," referencing the independent expert opinion by Delta Capital.

Conditionality

RDC highlights that the offer is conditional upon acquiring 44% of PrimeTime, signalling a minimum control threshold the board deems strategically worthwhile.

Bonus Share Structure

Though not addressed as a governance issue, the 1-for-4 bonus share issuance to RDC shareholders implies the board expects to offset dilution risk internally, suggesting the offer was structured with RDC shareholder value preservation in mind.

Conclusion

While RDC's board doesn't issue a direct recommendation within the circular, their actions imply the board supports the offer as value-enhancing for RDC shareholders; believes the price is justified by internal and external valuation benchmarks; and views the transaction as a strategic acquisition of a quality, cash-generative platform at a discount.

PrimeTime Property Holdings Limited Board

On the 27th of June, PrimeTime released its response to the RDC Offer, the main details of the response are as follows:

Independent Committee Recommendation

The Board's Independent Committee, established to evaluate the RDC offer, has unanimously advised unitholders to reject the offer. Their assessment, supported by external valuation experts, concludes that the RDC proposal is neither fair nor reasonable.

Independent Valuation by KPMG

Deloitte and Touche Botswana, as independent expert, valued PrimeTime units at BWP2.17 to BWP2.55. The RDC offer of BWP1.65 represents a discount of between -23.96% and -35.29% to this intrinsic valuation range.

Dilution Through Bonus Share Structure

The offer structure includes a 1 for 4 bonus share issuance to RDC shareholders. PrimeTime unitholders who accept the offer do not receive these bonus shares, effectively reducing the value of the RDC paper they would receive and exposing them to significant dilution.

Governance and Control Risks

Should RDC secure a 40–44% stake, it would obtain significant influence over PrimeTime without offering a full control premium. The attempt to seek an exemption from mandatory offer obligations further highlights governance misalignment.

PrimeTime Remains Strategically and Operationally Strong

The Board emphasises that PrimeTime continues to operate with low vacancies, a quality regional portfolio, disciplined gearing reduction progress, and positive distribution guidance. There is no strategic or financial rationale to accept undervalued scrip in an unsolicited offer.

Recommendation to Unitholders

Unitholders are encouraged to retain their units, preserve long-term value and strategic optionality, and avoid becoming minority holders in a more leveraged, less transparent vehicle.

Golden Section Capital's Fair Value Valuation

Golden Section Capital utilises an equally weighted model consisting of Justified Net Asset Value (JNAV), Dividend Discount (DDM), and Discounted Cash Flow (DCF) methods to arrive at our fair value.

Our justified NAV component utilises our views on a company's earnings quality, balance sheet, competitive advantages, management, ESG and other factors to arrive at what we view to be the justified NAV discount, or premium, of a particular company. Our DDM and DCF use 5-year forward forecasts to arrive at our justified values. We use a Market Risk Premium of 5.93%, a Risk-Free Rate of 4.61%, and a Long-Run Growth assumption of 5%.

GOLDEN SECTION CAPITAL FUNDAMENTAL ANALYSIS MODEL

		Justified NAV Premium/Discount	Value	Premium to Current Price	Weight	Weighted Value
❶	NAV Model	-26.9%	2.62	62.93%	33.3%	0.87
❷	DDM Model		1.71	6.34%	33.3%	0.57
❸	DCF Model		2.13	32.32%	33.3%	0.71
	FAIR VALUE			**33.73%**	100%	**2.15**

Our one year forward justified price for PrimeTime is P2.15 per unit, giving a potential upside of 33.73%. We envisage the continuing lower debt costs over the upcoming year (especially with the proceeds from the asset sale being applied to lower debt), improved revenue growth compared to 2024, and flat general expenses as the company continues to deal with the costs of the RDC corporate action, but offsets these with its cost cutting initiatives. We also expect improved trading conditions in South Africa as rates continue to be cut, and slightly improved economic growth to drive better returns. We remain concerned on Zambia turning around in the medium term. The improved rate cuts in Botswana and improving favourable economic conditions should deliver solid growth for the company. We are also comforted that portfolio value is well founded when looking at PrimeTime's recent asset sales and similar comparables in the Botswana market.

Downside risks include political instability in South Africa and Zambia, resulting in adverse market, valuations, income, and currency movements. Continued low trading levels could also result in pricing asymmetries continuing. Any increases in funding costs, coupled to slower than expected interest rate decreases in all the markets PrimeTime operates in will negatively impact our estimate of fair value.

In our view PrimeTime is currently undervalued, the P2.15 justified price will see the company returning to the share price it last held in December 2021. The company continues to offer compelling value, a discount to NAV divorced from market reality, buttressed by a solid portfolio, well managed buildings, experienced management, and is positively positioned for future growth.

The current RDC offer significantly undervalues PrimeTime, and we maintain that it holds no basis in the reality of PrimeTime's portfolio value and operations.

In Conclusion

PrimeTime today presents a mixed picture, an operationally robust company with high occupancy and decent growth but financially hampered by sub-optimal leverage and an external management model.

The FY 2024 results and latest 2025 interims show incremental improvements, with debt metrics improving, NAV inching up, and proactive steps taken (equity raise, payout cuts) to correct course. In the absence of corporate action, one could argue that PrimeTime is on a steady path to recovery, which eventually might narrow the gap between its unit price and intrinsic value. However, the status quo also carries risks, if interest rates spike or a major tenant default occurs, that high debt level could bite, and the external manager incentive issues would remain.

Enter RDC's hostile bid, it effectively forces a decision on unitholders about the company's future direction. RDC is effectively saying, "PrimeTime has potential that we can unlock, but we won't pay you for it." Our analysis finds that the offer is inadequate for PrimeTime investors in its current form.

Key concerns include:

- Wide valuation gap. Selling at greater than 50% discount to NAV locks in a large loss of value relative to assets. This is a chief concern, essentially transferring the upside to RDC at the expense of PrimeTime holders.
- The offer doesn't compensate for control, in fact, it barely beats the prior market price, which itself was depressed, and taking the "bonus" offer's impact into account, the offer could be considered woeful.
- PrimeTime holders would trade a higher yield (albeit recently reduced) for a lower one, at least initially, impacting income-focused investors.
- The benefits touted (synergies, growth) are not guaranteed. Integration could stumble, and as new shareholders of RDC, PrimeTime investors would bear the bulk of that risk.
- The combined entity may introduce over-concentration of ownership, different strategic priorities, etc. How RDC's management treats minority shareholders post-merger would be an ongoing concern.

On the other hand, there are legitimate positives to consider:

- PrimeTime on its own might never realise full NAV value in the market under current constraints, whereas an enlarged, more liquid RDC might achieve a better valuation multiple. If one believes that, tendering could unlock value indirectly. RDC's track record, aside from the current offer tactics, has been one of growth and increasing distributions (their NAV per share and dividends have grown in recent years).
- They could possibly bring that momentum to PrimeTime's assets. The combined company would likely have a stronger credit profile and bigger scale to pursue attractive projects, which could benefit all shareholders in the long run.

Golden Section Capital's Stance

At this juncture, we lean towards the view that the offer does not align sufficiently with PrimeTime unitholders' interests. On analysis it appears markedly more advantageous to RDC's shareholders. We would prefer to see either a significantly improved offer (e.g. an actually realistic exchange ratio that moves closer to NAV parity, and/or includes a cash component for immediate value) or, if no deal, for PrimeTime to continue addressing its weaknesses independently.

Key Risks and Watch Items for Investors Include:
Short-term volatility: The share prices of both PrimeTime and RDC may swing depending on news (acceptance levels, regulatory decisions). Arbitrage traders might create volatility, but Botswana's low levels of liquidity make this difficult.

Outcome scenarios: If the offer succeeds, PrimeTime holders should familiarise themselves with RDC's business and outlook, as they will effectively become RDC investors. If it fails, there could be a dip in PrimeTime's price (as takeover speculation premium evaporates), alternatively in a clearer market environment PrimeTime may return to a clearer trade pattern and actually normalise.

Management behaviour: Watch if PrimeTime's management makes any lastminute defensive moves (like an unusually large dividend declaration or asset revaluation) none has been seen so far, and PrimeTime's moves during the period the saga has been running have erred on the side of caution. Also watch RDC's communications, their tone and promises about post-merger plans will matter for sentiment.

Bottom Line

We advise PrimeTime unitholders to exercise caution and patience. Do not tender or trade on emotion or rumours, read the formal independent advice and weigh it carefully.

The offer, as is, raises several red flags, including undervaluation, potential self-interest conflicts, and execution uncertainty, that cannot be ignored. Unless these concerns are mitigated (through revised terms or new information demonstrating greater upside), holding off on acceptance appears prudent. For those with a long-term investment horizon, the prospects of PrimeTime improving on its own or via a better deal in the future most likely outweigh the claimed gain this offer states it will provide.

Ultimately, the decision hinges on one's confidence in PrimeTime's standalone turnaround versus the combined entity's prospects under RDC. At present, we identify more risks than rewards in the hostile offer. Investors should remain vigilant and informed as this situation unfolds, ensuring that whichever path is chosen, accepting the offer or staying invested in an independent PrimeTime, it is grounded in a clear-eyed appraisal of value.

As things current stand Golden Section Capital finds no compelling value in the proposed transaction.

Appendix

Supplemental Data

	2020	2021	2022	2023	2024	H1 2025
Average Weighted Shares Outstanding	244 650 684	244 650 684	244 754 110	249 666 120	259 420 670	264 321 622
Market Capitalisation (P '000 000)	697.25	574.93	440.56	436.92	415.07	425.56
Earnings per linked unit (thebe)	-15.47	16.70	32.29	35.91	18.72	7.00
NAV per linked unit (thebe)	289	288	322	343	340	359
Share Price at End of Period (pula)	2.85	2.35	1.80	1.75	1.60	1.61
NAV Premium / Discount	-1.4%	-18.4%	-44.1%	-49.0%	-52.9%	-55.2%
Distribution per linked unit (thebe)	15.78	12.96	12.94	11.57	7.42	2.67
Yield %	5.5%	5.5%	7.2%	6.6%	4.6%	4.3%
Vacancy Rate %	3.0%	3.0%	2.0%	2.0%	0.7%	0.9%
Number of Properties	30	30	29	29	30	30
GLA Total Property Portfolio m^2	116 687	11 607	122 265	122 320	125 481	125 481
LTV %	54.0%	57.0%	53.0%	51.0%	48.0%	47.0%
Weighted Average Cost of Debt	6.9%	6.4%	6.9%	8.1%	8.1%	7.8%
Fixed % of Debt	23.0%	27.0%	37.0%	41.0%	41.0%	41.0%

Source: Company Reports, Golden Section Analysis

Income Statement

	2021	2022	2023	2024	H1 2025
Rental Income	177 900 908	196 396 152	212 797 222	226 995 957	117 474 155
Property and Admin Expenses	-65 099 059	-80 290 976	-81 756 527	-97 368 745	-58 298 506
Gross Profit	**112 801 849**	**116 105 176**	**131 040 695**	**129 627 212**	**59 175 649**
Foreign Exchange Gain/Loss	-1 121 925	-1 282 919	3 757 335	-447 105	-311 653
Credit Losses		-307 599	-686 136	-2 615 509	-682 152
Operating Profit	**111 679 924**	**114 514 658**	**134 111 894**	**126 564 598**	**58 181 844**
Investment Income	745 755	1 670 843	1 499 008	916 469	139 132
Interest Expense	-51 587 945	-62 602 674	-75 506 912	-76 366 986	-35 653 248
Unusual Income FV Adjustment	-35 455 545	33 747 310	44 303 419	11 226 663	
Profit before Tax	25 382 189	87 330 137	104 407 409	62 340 744	22 667 728
Income Tax Expense	1 528 485	-21 976 586	-21 144 525	-18 001 306	-4 155 071
Taxation Attributable to Debenture	6 967 033	6 837 248	6 381 629	4 232 127	
NET INCOME	33 877 707	72 190 799	83 262 884	44 339 438	18 512 657
Earnings attributable to Unit Holders	40 844 740	79 028 047	89 644 513	48 571 565	18 512 657
Other Comprehensive Income Items	-1 025 028	41 525 396	6 424 770	-12 960 476	31 550 077
COMPREHENSIVE INCOME	32 852 679	113 716 195	89 687 654	31 378 962	50 062 734

Source: Company Reports, Golden Section Analysis

Appendix

Balance Sheet

	2021	2022	2023	2024	H1 2025
Cash and Equivalents	27 423 013	27 588 247	23 003 203	14 667 046	9 869 410
Accounts Receivable	20 716 567	15 986 039	14 234 650	14 049 592	18 421 187
Straight Line Adjustment	9 616 256	11 313 040	9 843 521	7 743 141	7 455 813
Taxation Receivable	6 958 987	6 471 665	2 156	62 583	13 306
CURRENT ASSETS	**64 714 823**	**61 358 991**	**47 083 530**	**36 522 362**	**35 759 716**
Investment Properties (Direct Investments)	1 421 811 751	1 646 579 905	1 715 894 944	1 787 691 427	1 809 828 544
Work in Progress	126 925 650	63 439 294	98 682 346	41 651 966	41 701 204
Other (Straight Lining Upfront)	58 559 048	51 703 763	46 107 534	44 028 460	41 388 999
Other and Intangible Assets				788 916	701 647
Property Held for Sale	43 883 981				
TOTAL ASSETS	**1 715 895 253**	**1 823 081 953**	**1 907 768 354**	**1 910 683 131**	**1 929 380 110**
Accounts Payable - Trade	17 049 728	21 619 972	21 546 019	21 052 603	21 966 140
Interest Bearing Debt (Borrowings)	416 702 871	265 261 498	150 860 033	360 753 698	281 392 877
Due to Related Parties	15 343 875	4 255 041	3 233 822	4 150 493	5 751 262
Interest Bearing Debt (Overdraft)	23 763 285	9 097 272	19 629 605	6 240 177	
Deferred Revenue	3 060 573	2 607 052	2 841 852	3 238 640	2 103 540
Tax Payable	28 522	647 556	2 922	28 920	45 524
Other Current Liabilities (Leases)	202 496	217 520	237 641	21 385	58 334
CURRENT LIABILITIES	476 151 350	303 705 911	198 351 894	395 485 916	311 317 677
Long Term Debt	500 051 592	669 435 952	780 873 358	544 684 947	610 777 760
Deferred Taxes	33 209 297	48 774 995	58 865 473	67 528 764	54 211 609
Lease Liabilities	2 782 344	2 862 808	2 899 671	3 003 554	3 030 380
TOTAL LIABILITIES	**1 012 194 583**	**1 024 779 666**	**1 040 990 396**	**1 010 703 181**	**979 337 426**
Debentures	323 329 682	328 433 283	336 135 390	355 690 573	355 690 573
Common Stock and Paid In Capital	14 242 773	14 465 197	14 795 794	15 351 725	15 351 725
Retained Earnings/Accumulated Losses	362 863 827	445 501 624	446 445 060	475 779 684	487 234 951
Debenture Interest Reserve	3 264 388	9 902 183	3 283 270		7 057 390
Foreign Currency Translation Reserve			66 118 444	53 157 968	84 708 045
SHAREHOLDERS' EQUITY	**703 700 670**	**798 302 287**	**866 777 958**	**899 979 950**	**950 042 684**
TOTAL LIABILITIES AND EQUITIES	1 715 895 253	1 823 081 953	1 907 768 354	1 910 683 131	1 929 380 110

Source: Company Reports, Golden Section Analysis

Appendix

Cash Flows

	2021	2022	2023	2024	H1 2025
Profit Before Tax	25 382 189	87 330 137	104 407 409	62 340 744	22 667 728
Add back Depreciation and Amortisation				13 205	88 224
Investment Income	-745 755	-1 670 843	-1 499 008	-916 469	-139 132
(Incr.) Decrease in Accts. Receivable - Trade	-3 683 906	4 730 528	1 751 389	-2 430 451	-5 053 747
Incr. (Decr.) in Acct. Payable - Forex			-4 749 459		
(Incr.) Decr. in Other Curr. Assets Properties	34 349 512	-28 719 138	-37 204 859	-11 226 663	
Incr. (Decr.) in Other Liabilities - Related Parties	9 428 212	-11 088 834	-1 021 219	916 671	1 600 769
Incr. (Decr.) in Other Current Liabilities Deferred Revenue	-1 371 577	-453 521	234 800	396 788	-1 135 100
Incr. (Decr.) in Acct. Payable - Trade	-9 016 914	4 570 244	-73 953	-493 416	913 537
Interest Expense	51 587 945	62 602 674	75 506 912	76 366 986	35 653 248
Taxation Paid / Refunded	-16 055 331	-7 942 185	-2 818 017	-7 247 098	-4 229 515
(Incr.) Decr. in Other Curr. Assets Properties			149 313		
Incr. (Decr.) in Other Liab. – Str Line Adj	110	-12 675		4 099 800	3 055 963
Other - Expected Credit Loss				2 615 509	682 152
NET CF FROM OPERATIONS	**89 874 485**	**109 346 387**	**134 683 308**	**124 435 606**	**54 104 127**
Property Disposals		45 000 000			
Property Acquired	-10 325 049	-40 159 936	-6 774 178	-12 606 965	-61 908
Interest Received	745 755	1 670 843	1 499 008	916 469	139 132
Additions to Work in Progress	-66 415 178	-22 375 216	-35 243 052	-2 335 908	-49 238
Other acquisitions				-786 601	
NET CF FROM INVESTING ACTIVITIES	**-75 994 472**	**-15 864 309**	**-40 518 222**	**-14 813 005**	**27 986**
Interest Paid	-52 950 843	-60 794 089	-76 753 283	-77 076 482	-37 191 550
Increase in LT Borrowing	223 079 296	207 141 309	35 786 321	129 000 000	176 214 400
Decrease in LT Borrowing	-178 664 112	-190 799 104	-37 283 670	-153 385 364	-188 987 341
Capital and Debentures Raised				20 111 114	
Other Costs				-150 000	-2 211 125
Debenture Interest Paid	-36 085 976	-19 114 578	-27 593 612	-22 520 211	
Repay Principal Portion of Leases	-188 932	-214 946	-222 663	-71 920	-23 973
Interest on Lease Liabilities	-211 481	-207 804	-220 338	-222 864	-39 802
NET CF FROM FINANCING ACTIVITIES	**-45 022 048**	**-63 989 212**	**-106 287 245**	**-104 315 727**	**-52 239 391**
Total cash movement for the year	**-31 142 035**	**29 492 866**	**-12 122 159**	**5 306 874**	**1 892 722**
Cash and Equivalents Beginning of the Year	33 877 484	3 659 728	18 490 975	3 373 598	8 426 869
Effects of exchange rate changes on cash	924 279	-14 661 619	-2 995 218	-253 603	-450 181
Cash and Equivalents at End of the Year	**3 659 728**	**18 490 975**	**3 373 598**	**8 426 869**	**9 869 410**
Bank Balances and Cash	27 423 013	27 588 247	23 003 203	14 667 046	9 869 410
Bank Overdraft	-23 763 285	-9 097 272	-19 629 605	-6 240 177	
CASH AND EQUIVALENTS END OF THE YEAR	**3 659 728**	**18 490 975**	**3 373 598**	**8 426 869**	**9 869 410**

Source: Company Reports, Golden Section Analysis

Appendix

Company Timeline

December 2007	Listed on the BSE, a 13-property portfolio born out of Time Projects with an initial market capitalisation of P193 million.
May 2008	Acquisition of three properties in Francistown for BWP75 million paid with the issue of 25.6 m linked units plus cash raised on the IPO.
February 2010	Unitholders authorised the Directors to raise debt capital for the acquisition of property up to a limit of 66% of the value of the assets (including acquisitions).
August 2010	Acquisition of 75% of a Gaborone CBD plot for P6.5 million, later to become Prime Plaza.
February 2011	Acquisition of Plot 20584 Gaborone from G4S Security Services on a sale and leaseback basis.
June 2011	Completion of the Sebele Centre retail development for BWP100 million.
March 2012	PrimeTime Property Holdings Limited (Zambia Branch) registered in Zambia.
August 2012	First building at Prime Plaza, CEDA House, completed.
December 2012	Acquisition of two properties in Zambia from G4S Secure Solutions. PrimeTime's first additions to the portfolio outside of Botswana.
October 2013	Purchased the first floor of Acacia House, Prime Plaza for BWP12 million.
November 2013	Second building at Prime Plaza, Morula House, completed.
August 2014	New 5 600 m^2 headquarters for Barclays Bank of Botswana at Prime Plaza completed.
June 2015	Unitholders approved the development of Pilane Crossing, adding up to 9 000 m^2 of retail to the portfolio.
October 2015	PrimeTime Property Holdings (Mauritius) Limited incorporated in Mauritius.
November 2015	PrimeTime Property Holdings (Zambia) Limited incorporated in Zambia.
December 2015	Sale of Blue Jacket Square and Barclays Plaza in Francistown for BWP71 million.
March 2016	Acquisition of over 4 000 m^2 of offices at PWC Office Park Lusaka, Zambia.
January 2017	Acquisition of Centro Kabulonga, Lusaka for $17.3 million.
June 2017	P201 million raised through a rights issue.
August 2018	Design Quarter (Gaborone) and Munali Mall (Lusaka) completed.
June 2019	Portfolio surpasses 100 000 m^2 of lettable area.
October 2019	First South African acquisition made, Riverside Junction in Johannesburg.
August 2020	Pinnacle Park, Gaborone completes.
November 2023	The Motswere building at Prime Plaza II completed, a 5 Green Star Rated building at the time Botswana's only 5-star certified property in a listed portfolio.
February 2024	The Group successfully conducts a capital raise that nets P20 111 114, which resulted in the issuance of 11 762 419 linked units. Proceeds were applied to reducing debt. Units in issue now total 264 321 622.

November 2024	Hillside Mall in Lobatse handed back on expiry of ground lease.
January 2025	PrimeTime Property Holdings Limited converted intercompany debt owed by subsidiary, PrimeTime Property Holdings (Mauritius) Limited, into equity. This transaction involved the issuance of 35 845 069 ordinary shares of USD1 each by the subsidiary, amounting to USD 35 845 069 (P469 910 937) through a share subscription account.
April 2025	Botswana Stock Exchange concludes its review of the RDC Properties Proposed Offer for PrimeTime Holdings and rules that RDC Properties may proceed with the offer within 20 business days of 30 April 2025.
May 2025	RDC Properties issues its offer circular to acquire all the PrimeTime Linked Units for a consideration of 0.68750 RDC Linked Units for every 1 PrimeTime Linked Unit.
June 2025	Mokowe Properties Proprietary Limited, purchases Plot 20584, Lease Area 1159-KO, and Lot 20610 for P65 100 000. After accounting for disposal-related costs, the net proceeds to PrimeTime are expected to be approximately P64 000 000.

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