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THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION

Globalworth Real Estate Investments Limited ("Globalworth" or the "Company")

Subscription to raise €200m at €8 per share

Summary highlights

The Board of Globalworth is pleased to announce it has agreed with Growthpoint Properties Limited ("**GRT**") and certain funds and/or accounts managed by Oak Hill Advisors (Europe), LLP and its affiliates ("**Oak Hill**") the terms upon which GRT (through its wholly owned subsidiary Growthpoint Properties International Proprietary Limited) will conditionally subscribe for 23,300,000 and Oak Hill will conditionally subscribe for 1,700,000 Shares respectively (together the "**Subscription Shares**") in each case at an amount of €8 per Subscription Share to raise €200 million before expenses (the "**Subscription**"). In connection with the Subscription, the Company has agreed to the Proposals (as defined below), which require Shareholders' approval, summarised below and described in detail in the Circular (as defined below) to be published by the Company. Terms not otherwise defined in this announcement shall have the meanings given to them in the Circular.

- The issue price for the Subscription Shares represents approximately a:
  - 58.42% premium to the Company's closing share price on 30 November 2016 (being the last practicable day prior to the release of this announcement)
  - 12.57% discount to the 30 September 2016 period-end EPRA NAV of €9.15 (unaudited) published on 21 November 2016
- Funds raised from the Subscription will be used:
  - to develop the Globalworth Campus project;
  - to pursue attractive pre-identified investment opportunities in line with the Company's investing policy; and

    - for other general corporate purposes
- The Subscription is part of a broader package of proposals that the Company intends to put to Shareholders including the adoption of New Articles, alterations to its governance arrangements and adapting the Company's dividend policy to distribute, subject to solvency or other legal requirements, not less than 90% of the Company's FFO on a semi-annual basis (the "**Proposals**")
- Full details of the Subscription and the Proposals are contained in the Company's circular to Shareholders, which is due to be sent to Shareholders of record, on 1 December 2016 (the "**Circular**").

Geoff Miller, Chairman of Globalworth, commented: "*Globalworth looks forward to welcoming Growthpoint, South Africa's leading REIT and a highly-respected international real estate investor, as a committed long term strategic investor in the Company. We believe that the Subscription and the accompanying Proposals will be transformative for Globalworth, further institutionalising its status and providing a basis for further growth and value creation for Shareholders. The Company has made significant progress since its IPO in 2013 and the proposed investment by Growthpoint and Oak Hill and the accompanying arrangements should further drive growth for the Company in the years ahead.*

We look forward to successfully concluding this landmark capital raise and to welcoming Growthpoint to the Company."

A full copy of the Circular which includes the Notice of EGM can be found here:
www.globalworth.com/investor-relations/key-corporate-documents.aspx

For further information visit www.globalworth.com or www.growthpoint.co.za or contact

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About Globalworth

Globalworth is a real estate investment company active in the SEE and CEE regions with a prime focus on Romania. The Company is internally managed by c. 70 professionals and its portfolio currently comprises 15 high quality real estate investments currently valued at c. Euro 962.4 million, all located in Romania.

Summary of the Proposals

Full details of the Proposals can be found in the Circular which is due to be sent to the Company's Shareholders of record, on 1 December 2016. The Proposals comprise the following main elements, and are conditional upon Admission:

- the issue of the Subscription Shares and the Fee Shares to GRT;
- the issue of the Subscription Shares and the Fee Shares to Oak Hill;
- the transfer of warrants in respect of, in aggregate, 1,500,000 Shares (approximately 1.56% of the Company's enlarged issued share capital post admission of the Subscription Shares and the Fee Shares) held by Zorviani Limited (a company beneficially owned by the Company's CEO Mr Ioannis Papalekas) to GRT;
- entry into a relationship agreement between the Company and GRT;
- termination of the existing relationship agreement between Mr Ioannis Papalekas and the Company and its replacement by the entering into of a relationship agreement between Zakiono Enterprises Limited (a company beneficially owned by Mr Ioannis Papalekas, which holds 22,733,792 Shares in which Mr Ioannis Papalekas is interested) and the Company relating to the manner in which those Shares are voted or disposed of and a separate new relationship agreement entered into between the Company and Mr Ioannis Papalekas relating to the management of competing business interests;
- adoption of New Articles and terms of reference of the Board; and
- adjustment of the Company's Dividend Policy to distribute not less than 90% of the Company's FFO on a semi-annual basis subject to any solvency or other legal requirements. The Directors have also declared that a dividend of €0.22 per Share, in respect of the six-month financial period ending on 30 June 2017, is payable in Q3 2017 to holders of Shares at that time, which will include the Subscription Shares and first tranche of Fee Shares to be issued pursuant to the Proposals, assuming the Proposals are approved by Shareholders and Admission occurs. The Directors have also declared that a dividend

of €0.22 per share, in respect of the six-month financial period ending on 31 December 2017, is payable in Q1 2018 to holders of Shares at that time, which will include the Subscription Shares and the Fee Shares to be issued pursuant to the Proposals, again assuming the Proposals are approved by Shareholders and the second tranche of Fee Shares are admitted to trading on AIM. Information regarding the record dates and payment dates for such dividends will be announced in due course and are expected to occur in the period of three months immediately following the expiry of the relevant financial period to which the relevant dividend relates. The payment of each such dividend will be subject to customary re-confirmation of satisfaction of a solvency test at the time of payment as required under Guernsey law as a result of the lapse of time between the declaration and the proposed payment of these dividends. The aggregate amount of such dividends is approximately €40 million (assuming no further issue of Shares other than the Subscription Shares and the Fee Shares).

The Subscription

The Board of Globalworth is pleased to announce that the Company has entered into agreements for the subscription of in aggregate 25,000,000 Shares expected to raise gross proceeds of €200 million. The Subscription is conditional upon, amongst other things, on: (i) the passing of the Resolutions set out in the Notice of Extraordinary General Meeting contained in the Circular to be sent to Shareholders, (ii) the Subscription Agreement becoming wholly unconditional (including as a result of approval from the Financial Surveillance Department of the South African Reserve Bank in relation to the investment in the Company by GRT); and (iii) admission of the Subscription Shares and the first tranche of the Fee Shares to trading on AIM becoming effective in accordance with the AIM Rules ("**Admission**").

As a term of the Subscription, the Company is issuing an initial tranche of 1,000,000 Fee Shares to GRT and 72,961 Fee Shares to Oak Hill, and a further tranche of 1,000,000 Fee Shares to GRT and 72,962 Fee Shares to Oak Hill by no later than 31 December 2017 in each case credited as fully paid up.

The price per share at which the Subscription Shares and the Fee Shares are to be subscribed is €8.00 per share. Members of the general public are not eligible to take part in the Subscription.

It is expected that Admission will be effective, and dealings in the Subscription Shares and the first tranche of Fee Shares will commence on, 20 December 2016. Application will be made to admit the second tranche of Fee Shares to trading on AIM when issued.

Following the Subscription and the issuance of the first tranche of Fee Shares, but before the issuance of the second tranche of Fee Shares, the Company will have 90,396,948 Shares in issue and admitted to trading on AIM.

Use of Subscription proceeds and the benefit of the Subscription and the Proposals

The Subscription proceeds are expected to be used to develop the Globalworth Campus project, pursue attractive pre-identified investment opportunities in line with its investing policy and for other general corporate purposes. The Company believes that the Subscription and the Proposals will bring the following significant benefits to the Company and its Shareholders:

- It provides a significant immediate capital injection (at a material premium to current market pricing) enabling the Company to fully develop the Globalworth Campus project and pursue attractive pre-identified investment opportunities, in line with its investing policy.
- GRT is a large publicly listed REIT with a significant institutional investor following and a large and diversified shareholder base. This will enable the Company to draw on a deeper pool of equity and access alternative and potentially more cost-effective sources of capital to support future growth.
- It will result in further strengthening and diversification in the Company's investor base, enhanced governance and an active dividend policy, building on its institutional investment appeal with the prospect of greater liquidity for the Company's Shares.
- The Company's share register will be significantly more balanced than at present, and will result in no person holding a "control" position.
- As a result of the significant capital injection, an improved financial position and the potential acquisition of additional high quality assets, the size and profile of GRT, the enhanced governance and more diversified equity base, the Company should have the potential to raise funds from the international debt capital markets at an attractive cost of capital.

IMPORTANT INFORMATION

The information contained within this announcement is deemed by the Company to constitute inside information under the Market Abuse Regulation (EU) No. 596/2014.

Deutsche Bank AG is authorised under German Banking Law (competent authority: European Central Bank) and, in the United Kingdom, by the Prudential Regulation Authority. It is subject to supervision by the European Central Bank and by BaFin, Germany's Federal Financial Supervisory Authority, and is subject to limited regulation in the United Kingdom by the Prudential Regulation Authority and Financial Conduct Authority. Details about the extent of its authorisation and regulation by the Prudential Regulation Authority, and regulation by the Financial Conduct Authority, are available on request or from www.db.com/en/content/eu_disclosures.htm.

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Summarized extracts from the Circular

LETTER FROM THE CHAIRMAN

GLOBALWORTH REAL ESTATE INVESTMENTS LIMITED

(a company incorporated in Guernsey and registered with number 56250)

Directors:	***Registered Office:***
Geoff Miller (non-executive chairman)	Ground Floor
Eli Alroy (non-executive director)	Dorey Court
Ioannis Papalekas (executive director)	Admiral Park
Dimitris Raptis (executive director)	St Peter Port
John Whittle (non-executive director)	Guernsey
Alexis Atteslis (non-executive director)	GY1 2HT
Akbar Rafiq (non-executive director)	
Andreea Petreanu (non-executive director)	

1 December 2016

Dear Shareholder

1. Introduction and overview

The Company is pleased to announce that it has agreed with GRT and Oak Hill the terms upon which GRT will subscribe for 23,300,000 and Oak Hill will subscribe for 1,700,000 Subscription Shares in each case at a price of €8 per Subscription Share to raise in total €200 million before expenses. In connection with the Subscription, the Company has agreed to the Proposals described in this Circular, subject to Shareholder approval. An Extraordinary General Meeting has been convened to be held on 19 December 2016 for the purpose of seeking that approval. As a term of the Subscription, the Company is issuing an initial tranche of 1,000,000 Fee Shares to GRT and 72,961 Fee Shares to Oak Hill, and a further tranche of 1,000,000 Fee Shares to GRT and 72,962 Fee Shares to Oak Hill by no later than 31 December 2017, in each case credited as fully paid up. Immediately following the issue of the Subscription Shares and the first tranche of Fee Shares and Admission, the Company will have 90,396,948 Shares in issue and admitted to trading on AIM.

As a result of the Subscription and the related issue of the initial Fee Shares, GRT will initially own approximately 26.88% of the enlarged issued share capital of the Company. After taking into account the remaining 1,000,000 Fee Shares to be issued to GRT and the 72,962 Fee Shares to be issued to Oak Hill in 2017, GRT will own 27.66%, of the enlarged issued share capital of the Company (assuming no other issue of Shares and no other acquisition or any disposal by GRT of Shares).

As a result of the Subscription and the related issue of the initial Fee Shares, Oak Hill will own approximately 11.25% of the enlarged issued share capital of the Company. After taking into account the remaining 1,000,000 Fee Shares to be issued to GRT and the 72,962 Fee Shares to be issued to Oak Hill in 2017, Oak Hill will own approximately 11.20%, of the enlarged issued share capital of the Company (assuming no other issue of Shares and based on its current shareholding and assuming no other acquisition or any disposal by Oak Hill of Shares).

IP's percentage interest will initially be reduced to approximately 25.72% of the enlarged issued share capital of the Company and following the issue of the second tranche of Fee Shares, to approximately 25.41% of the enlarged issued share capital of the Company as a result of Share issuances pursuant to the Proposals (assuming no issue of Shares other than the Subscription Shares and the Fee Shares or any disposal by IP or Zakiono Enterprises Limited of Shares).

The issue price for the Subscription Shares represents a premium of approximately 58.42% to the Closing Price on 30 November 2016, being the latest practicable date prior to the announcement of the Proposals, before account is taken of the Fee Shares, and approximately a 12.57% discount to the 30 September 2016 period-end EPRA NAV of €9.15 (unaudited) published on 21 November 2016. Application will be made to the London Stock Exchange for the 25,000,000 Subscription Shares and 1,072,961 Fee Shares (totaling 26,072,961 Shares), to be admitted to trading on AIM, which is expected to occur on 20 December 2016. A further application will be made in due course for the second tranche of Fee Shares to be issued in 2017 to be admitted to trading on AIM. The Subscription is conditional, among other things, on: (i) the passing of the Resolutions set out in the Notice of Extraordinary General Meeting at the end of the Circular; (ii) the Subscription Agreement becoming wholly unconditional (including as a result of approval from the Financial Surveillance Department of the South African Reserve Bank in relation to the investment in the Company by GRT); and (iii) Admission.

As part of the Proposals, the Company proposes to adopt New Articles, make an adjustment to its dividend policy and make a number of consequential alterations to its governance arrangements, conditional upon Shareholder approval of the Resolutions and the Admission of the 25,000,000 Subscription Shares and the 1,072,961 first tranche Fee Shares, as described in more detail in Appendix 3. Related commitments will be reflected in the Relationship Agreement entered into between GRT and the Company, conditional on

Admission, confirming the objective that the Company should be managed for the benefit of all Shareholders independently of GRT and that a majority of Directors of the Company will be independent within the meaning of the Corporate Governance Code by and following the Annual General Meeting in 2017. Similar provisions will be reflected in a replacement of the IP Relationship Agreement as of Admission.

The Company has announced that, subject to Admission, the Directors will be adapting the Dividend Policy to distribute not less than 90% of the Company's FFO on a semi-annual basis subject to any solvency or other legal requirement. The Directors have also declared that a dividend of €0.22 per Share in respect of the six-month financial period ending on 30 June 2017, is payable in Q3 2017 to holders of Shares at that time which will include the Subscription Shares and first tranche of Fee Shares to be issued pursuant to the Proposals, assuming the Proposals are approved by Shareholders and Admission occurs. The Directors have also declared that a dividend of €0.22 per Share, in respect of the six-month financial period ending on 31 December 2017, is payable in Q1 2018 to holders of Shares at that time which will include the Subscription Shares and the Fee Shares to be issued pursuant to the Proposals, again assuming the Proposals are approved by Shareholders and the second tranche of Fee Shares are admitted to trading on AIM. Information regarding the record dates and payment dates for such dividends will be announced in due course and are expected to occur in the period of three months immediately following the expiry of the relevant financial period to which the relevant dividend relates. The payment of each such dividend will be subject to customary re-confirmation of satisfaction of a solvency test at the time of payment as required under Guernsey law as a result of the lapse of time between the declaration and the proposed payment of these dividends. The aggregate amount of such dividends is approximately €40 million (assuming no further issue of Shares other than the Subscription Shares and the Fee Shares).

The purpose of the Circular is to explain the background to and the reasons for the Proposals, to explain why the Directors believe that the Proposals are in the best interests of the Company and its Shareholders as a whole, to provide further detail in relation to the Proposals and to seek the required Shareholder authorities to implement the Proposals at an Extraordinary General Meeting convened for 19 December 2016.

2. Background to and reasons for the Proposals

Since its initial public offering and admission to AIM in July 2013, the Company has been broadening its sources of equity capital by attracting significant investments from a number of institutional and private investors. The Company has raised approximately €355m through share issuances, principally in July 2013, April 2014 and October 2015.

The proposed Subscription represents the single largest equity capital raising by the Company to date and will result in a sizeable institutional player in the global real estate industry becoming its largest Shareholder, which the Directors believe will bring significant additional benefits to the Company and its Shareholders, as further described below.

GRT was originally introduced to the Company by Deutsche Bank AG, London Branch, the Company's financial adviser, as a potential investor. GRT sees its proposed investment in the Company as an opportunity to pursue its objective of regional diversification in Central and Eastern Europe ("**CEE**") and Southeast Europe ("**SEE**") with a focus on Romania. GRT is committed to investment in the Region through its shareholding in the Company and will undertake not to hold any significant interest in a competing business in the Region without the agreement of the Company. It will also undertake to offer any real estate investment opportunities in the Region to the Company in priority and at no time to invest in such opportunities for its own account in Romania. Further information about these commitments is given below under the heading '*Relationship Agreements'* in Appendix 3.

The Directors believe that the Subscription will bring the following significant benefits to the Company and its Shareholders:

- It provides a significant immediate capital injection (at a material premium to the current share price) enabling the Company to fully develop the Globalworth Campus project and pursue attractive pre-identified investment opportunities, in line with its investing policy.

- GRT is a large publicly listed REIT with a significant institutional investor following and a large and diversified shareholder base. This will enable the Company to draw on a deeper pool of equity and access alternative and potentially more cost-effective sources of capital to support future growth.

- It will result in further strengthening and diversification in its investor base, enhanced governance and an active dividend policy, building on its institutional investment appeal with the prospect of greater liquidity for the Company's shares.

- The Company's share register will be significantly more balanced than at present as reflected below, and will result in no person holding a "control" position.

- As a result of the significant capital injection, an improved financial position and the potential acquisition of additional high quality assets, the size and profile of GRT, the enhanced governance and more diversified equity base, the Company should have the potential to raise funds from the international debt capital markets at an attractive cost of capital.

The following table provides a summary of the share register of the Company as at the date of the Circular and following the Share issuances pursuant to the Proposals (for illustrative purposes, assuming no changes in the relevant shareholdings and no issues of Shares other than pursuant to the Proposals):

Name	Number of Shares now held	Number of Shares held immediately following the Subscription [1]	Percentage interest in current issued share capital	Percentage interest in issued share capital immediately following the Subscription [1]
GRT......................................	-	24,300,000	-	26.88
I. Papalekas	23,247,028	23,247,028	36.14	25.72
York	16,770,113	16,770,113	26.07	18.55
Oak Hill	8,396,613	10,169,574	13.05	11.25
Gordel Hold. Ltd..................	3,835,141	3,835,141	5.96	4.24
Altshuler Group...................	2,645,603	2,645,603	4.11	2.93
Other....................................	9,429,489	9,429,489	14.66	10.43

Note:

(1) Including the initial tranche of Fee Shares but excluding the second tranche of Fee Shares.

3. Summary of the Proposals

The Proposals comprise the following main elements, each conditional upon Admission:

- the issue of Subscription Shares and the Fee Shares to GRT;
- the issue of Subscription Shares and the Fee Shares to Oak Hill;
- the transfer of warrants in respect of, in aggregate, 1,500,000 Shares (approximately 1.56% of the enlarged issued share capital immediately following implementation of the Proposals, held by Zorviani Limited (a company beneficially owned by IP) to GRT;

- entry into the GRT Relationship Agreement;
- termination of the existing IP Relationship Agreement and its replacement by the entry into the Zakiono Relationship Agreement between Zakiono Enterprises Limited (a company beneficially owned by IP which holds 22,733,792 Shares in which IP is interested) and the Company relating to the manner in which those Shares are voted or disposed of and a separate New IP Relationship Agreement between IP and the Company relating to the management of competing business interests;
- adoption of the New Articles and the Terms of Reference; and
- adjustment of the Dividend Policy and the declaration of a dividend of €0.22 per Share, payable in respect of the six month financial period ending on 30 June 2017, to holders of Shares at that time including the Subscription Shares and first tranche of Fee Shares to be issued pursuant to the Proposals and a dividend of €0.22 per Share, payable in respect of the six month financial period ending on 31 December 2017, to holders of Shares at that time including the Subscription Shares and the Fee Shares to be issued pursuant to the Proposals.

The Directors (other than IP who has taken no part in relation to the approval of the proposed termination of the existing IP Relationship Agreement in view of his interest therein) consider that the termination of the existing IP Relationship Agreement and its replacement with the New IP Relationship Agreement and the Zakiono Relationship Agreement is fair and reasonable insofar as the Shareholders are concerned.

Further details of the Proposals are contained in Appendix 3.

4. Investing Policy, Dividend Policy and Governance

Under the Company's Investing Policy, the Company's primary focus is to invest in a diversified portfolio of real estate assets situated in Romania. The Company may also invest in real estate assets located in other CEE and SEE countries. However, investments outside of Romania are subject to the restriction that, unless the Board (at its absolute discretion) approves otherwise, the Company will not acquire any asset where any such acquisition would result in more than 50% of the Company's net asset value (at the time of investment) being attributable to assets located outside Romania.

The Company's property investments to date have been focused on Romania. However, the Company, in discussions with GRT, believes it appropriate with this investment from GRT and Oak Hill to broaden its property acquisition and investment focus to other CEE and SEE countries, as permitted by the Company's Investing Policy.

While investment in a diversified portfolio of real estate assets situated in Romania remains the primary focus, the Company will therefore be more active in seeking opportunities in CEE and SEE with a view to becoming a major real estate investor in the Region.

The Company will continue to focus on the office and logistic / light-industrial real estate sectors and to seek opportunities involving assets which are currently or through active management can generate most of their income from reputable and financially sound local and multinational corporates on long, triple net and annually indexed leases.

Under its Investing Policy, the Company is committed not to exceed a 60% loan-to-value ratio on its investments ("**LTV**") although it is the Company's intention to pursue a target LTV of between 40% and 50%.

Included within the Company's Admission Document at the time of admission to trading on AIM in July 2013, the Company's dividend policy was stated as follows:

“It is intended that 90 per cent. of the Company's distributable profits represented by recurring net free cash-flow will be distributed to Shareholders in cash on a semi-annual basis. The determination as to whether or not to reinvest some of the proceeds of disposal of an asset, and the declaration of dividends, shall be at the discretion of the Board.”

To date the Board has not approved the payment of a dividend because it has concluded that the Company has been best served by retaining its current cash reserves to support its investment strategy. This has been largely as a result of the Company's investment and development activity in growing the Company's property portfolio. The Company has discussed the dividend policy and approach with GRT as part of its proposed investment in the Company.

The Directors believe that the proceeds from the Subscription, which in part will be used to fully develop the Globalworth Campus project and the further expansions in TAP, will significantly address the Group's current development funding needs. In addition, the Company has made significant improvements in the leasing of Globalworth Tower and Gara Herastrau which were delivered this year as well as in other assets in its portfolio. Therefore, the Directors are satisfied that as of 2017 the Company can make dividend distributions from free cash flow.

Accordingly, conditional on Shareholders' approval of the Proposals and Admission, the Board will adjust the dividend policy such that not less than 90% of the Company's FFO will be distributed to Shareholders on a semi-annual basis subject to any solvency or other legal requirement.

The Dividend Policy referenced above is in substance the same as the dividend policy in the Company's Investing Policy, save that the level of dividends under the Investing Policy is stated as "90 per cent. of the Company's distributable profits represented by recurring net free cash-flow" which has been replaced by "not less than 90% of the Company's FFO".

Under the New Articles, each of GRT and Zakiono Enterprises Limited will be entitled to nominate and appoint one Non-Executive Director for every 8% of the issued share capital of the Company held. Such appointment rights are scaled such that, taking the initial position as a starting point, if either of their respective shareholdings is reduced below 16% then GRT or Zakiono Enterprises Limited as the case may be will lose the right to appoint one Non-Executive Director; if either of their respective shareholdings is reduced below 8% then GRT or Zakiono Enterprises Limited, as the case may be, will lose the right to appoint one further Non-Executive Director, and if either of them disposes of all of their Shares, then GRT's or Zakiono Enterprises Limited's, as the case may be, right to appoint Non-Executive Directors falls away entirely.

Overall, the Subscription and related Proposals mark a major step in the progression of the Company and include enhanced governance of the Company with the Company in due course having a majority of Independent Directors and intending to adopt additional governance standards consistent with the Corporate Governance Code. The process is ongoing to identify potential appointees to the Board, further details of which will be announced in due course. In determining the independence of individual Directors, the Board will take into account the relevant factors laid down in the Corporate Governance Code, in particular their view as to the capacity of each individual to act independently in the interests of the Company and all Shareholders. Given that the Company does not have a nomination committee, the Board as a whole will engage in a process of selection and appointment of additional Independent Directors, to strengthen the level of independent representation on the Board.

Further details of the Proposals are provided in Appendix 3.

5. About GRT

Growthpoint Properties Limited is the largest South African primary listed REIT with the vision to be a leading international property company providing space to thrive. It creates value for all its stakeholders through innovative and sustainable property solutions. GRT is the 35th largest company on the Johannesburg Stock

Exchange and a top 5 constituent of the FTSE EPRA/NAREIT Emerging Index and has been included in the FTSE/JSE Responsible Investment Index for seven years running. It owns and manages a diversified portfolio of 526 property assets spanning approximately 6.8 million square metres. This includes 467 properties in South Africa, 58 properties in Australia through its investment in Growthpoint Properties Australia and a 50% interest in the properties at V&A Waterfront, Cape Town.

Pursuant to its international investment strategy, GRT continues to seek yield-enhancing investment opportunities alongside local, highly experienced management teams. GRT has identified the Company as a platform for GRT to pursue an investment strategy in the Region.

Further information about GRT can be found in Appendix 2 and at www.growthpoint.co.za

6. Takeover Code implications of the Proposals

As a Guernsey incorporated company, the Company is subject to the Takeover Code which is promulgated, interpreted and enforced by the UK Takeover Panel. The primary purpose of the Takeover Code is to regulate the acquisition and consolidation of control of companies within the jurisdiction of the Takeover Code to ensure that all shareholders are treated equally. Consequentially, if a person alone or together with any of its concert parties (as defined in the Takeover Code) acquires interests in shares (as defined in the Takeover Code) carrying voting rights of 30% or more exercisable at a general meeting, or if such person and its concert parties are already interested in shares carrying 30% or more but less than 50% of the total voting rights and acquires any further interests, such person (and potentially its concert parties) is normally required by the Takeover Code to make a mandatory offer to acquire all other shares in the company for cash at a price no less than the highest price paid by the acquirer and its concert parties in the 12 months prior to the announcement of the offer.

As a result of the Proposals, each of IP and GRT will be interested in Shares (which interests include the right to subscribe to new Shares pursuant to the Warrants) carrying less than 30% of the votes exercisable at a general meeting of the Company. Should either of IP or GRT acquire further interests (including pursuant to the pre-emption rights on disposal of Shares described under the heading *4. New Articles-Pre-emption on disposal* in Appendix 3) which result in either of them, together with any of their concert parties, being interested in shares carrying 30% or more of the votes exercisable at a general meeting of the Company, absent a waiver from the UK Takeover Panel, a mandatory bid would be required.

7. Use of proceeds and financial effects of the Proposals

The net cash proceeds arising from the Subscription and related Proposals will be approximately €196 million.

The Company intends to use the proceeds to fund the entire development of its Globalworth Campus project and the further expansions in TAP, making new acquisitions, including acquiring certain pre-identified assets (the "**Identified Pipeline**" – see below) and general corporate purposes.

Globalworth has signed memoranda of understandings or is in an advanced stage of negotiation for the potential acquisition of the Identified Pipeline which consists of three property investments in Romania. The Identified Pipeline includes two standing properties and a development, of which two are located in Bucharest and one is in a Romanian regional city.

The standing properties are expected to contribute approximately €7.1 million per annum of additional rental income, while the project under development is expected to contribute an additional approximately €5.4 million per annum once completed.

The Identified Pipeline includes high quality office and logistics properties predominantly leased to well-known international corporates operating in Romania and abroad on the basis of long-term, triple-net Euro denominated and annual indexed lease contracts.

The total investment for the three acquisitions is estimated at approximately €136 million. The Company is currently undertaking the necessary due diligence on these assets.

Identified Pipeline	**Status**	**GLA (sqm)**	**Estimated Rent (€m)**	**Acquisition Price / Investment Cost (€m)**
Class "A" Warehouse	Standing	68,000	4.1	44.0
Class "A" Office	Standing	16,500	3.0	37.0
Class "A" Office	Development	40,000	5.4	55.0
TOTAL		**124,500**	**12.5**	**136.0**

In addition to the above, the Company has identified approximately €150 million of further potential acquisitions that it is currently analysing.

8. Company Operational and Trading Update

General Overview: 2016 Highlights-YTD

Globalworth, over the past 3 years, has emerged as one of the of the leading real estate companies in Romania and the wider SEE / CEE regions. In 2016 the Company continued to make significant strides in further strengthening its position in Romania and the Region, by principally focusing on organic growth, concentrating its efforts on its development programme, optimising its capital structure and improving the occupancy of its portfolio. In addition, it continued to invest in its operational infrastructure in order to allow it to serve its partners and shareholders in an efficient and effective way.

Progress with Globalworth's Development Programme

Globalworth's real estate portfolio comprises 15 investments all located in Romania. Investments are classified by status and include standing properties, developments and land for future development. The total "As is"[1] value of the Company's real estate portfolio as of 30 September 2016 was approximately €962.9 million.

At the beginning of 2016, Globalworth was in the process of finalising its flagship class "A" Globalworth Tower office property and had two other office buildings under construction, all located in the new Central Business District ("**CBD**") of Bucharest. In addition, in February 2016 it agreed to further expand its TAP light-industrial complex in Timisoara, with the addition of a new facility pre-let to Valeo.

In the first half of the year, the Company delivered two office buildings, Globalworth Tower and Gara Herastrau, thus increasing its total footprint of standing office GLA by approximately 66,700sqm. Both class "A" office buildings were completed within their respective timelines and tenants have already moved into their new premises.

Globalworth currently has two other active projects at different stages of development. Globalworth Campus, the class "A" office complex located in Bucharest, is currently under construction with Tower I expected to be completed in Q2 2017 and Tower II in Q4 2017.

In addition, a new approximately 13,500sqm light-industrial facility is under construction, part of TAP complex, which is expected to be delivered in Q2 2017.

[1] "As Is" Value as at 30 September 2016; represents the "As Is" appraised valuation of the properties as at 30 June 2016, adjusted for value accretive capital expenditure invested in Q3 '16 for GW Campus and the TAP developments less residential sales completed over the period.

Portfolio High Occupancy Rate supported by High Quality Long-Term Leases

Since the beginning of 2016, Globalworth has successfully negotiated the take-up or extension of a total of approximately 80,300sqm of commercial gross leasable area within its buildings, increasing the total over the past 2 ½ years to approximately 220,300sqm and ranking the Group as one of the most successful landlords in the Romanian real estate market.

At the end of October 2016, the average occupancy rate of the standing commercial portfolio was approximately 80.8%, while the WALL of its new commercial leases (excluding contract extensions) was approximately 6.9 years, in line with the Company's strategy to agree long-term lease contracts.

The portfolio boasts a diversified, high-quality tenant mix, comprising some 88 national and multinational corporates from more than 17 different countries.

Capital Efficiency Optimisation

Globalworth is focused on allocating capital efficiently both in terms of the types of assets it invests in and balancing how it funds its investments between equity and third-party debt.

In 2016 the Company raised approximately €224 million from debt financing providers. In total, three new facilities were completed involving either refinancing of existing facilities at improved terms or raising new debt against unencumbered properties.

The most notable transaction of 2016 was the €180 million senior secured real estate bond, which was directly negotiated and subscribed to by the Canada Pension Plan Investment Board (CPPIB) and Cairn Capital and completed in May 2016. A part of the proceeds was used to repay a €100 million short term corporate level facility expiring in 2016. Other financing transactions completed during the period included the re-financing of the TAP investment and the financing of the Gara Herastrau office building.

The new facilities completed in 2016 have resulted in the reduction of Globalworth's weighted average cost of debt from approximately 6.2% as at 31 December 2015 to approximately 5.3% at 30 September 2016. In addition, the consolidated LTV ratio has remained at the moderate level of approximately 43.7% as at 30 September 2016 (approximately 43.9% at 31 December 2015), well below the 60% level which Globalworth is committed to maintain at all times.

September 30 2016 YTD Financial Performance

Globalworth's real estate portfolio of standing / income generating properties has increased since March 2015, with the addition of eight new properties which were either acquired from third parties or developed by the Company. The positive impact of these additions is reflected in the significant increase in NOI, which for the first nine months of 2016 was approximately €33.8 million, representing an increase of approximately 68% compared to the same period in 2015. The Company, in order to fund its investment program, has accessed both the equity and debt capital markets during the same period, which resulted in increased non-recurring fees and costs which have negatively impacted EBITDA and earnings before tax. EBITDA [2] reached approximately €36.1 million for the 9 months ended 30 September 2016 (down approximately 6% compared to the same period in 2015), though "Normalised EBITDA" [3] from ongoing operating activities was approximately 82% higher in the first 9 months of 2016 (compared to 2015) reaching approximately €28.5 million.

Earnings before tax were approximately €10.5 million for the 9 months ended 30 September 2016 (30 September 2015: €39.3 million) down 73% compared to the same period in 2015, mainly impacted by the significant gain on acquisition of subsidiaries in 2015 and the higher level of fair value gain on investment property under development during the 9 months ended 30 September 2015, as a result of the increased level of capital expenditure on properties under development (mainly related to Globalworth Tower, which was completed in Q1 2016).

Globalworth's EPRA Net Asset Value was approximately €585.8 million at 30 September 2016, representing an increase of approximately 3.1% and 20.3% compared to 31 December 2015 and 30 September 2015 respectively. EPRA NAV per share was approximately €9.15, representing an increase of approximately 0.8% as compared to 31 December 2015 and 30 September 2015. Increase in EPRA NAV per share is more moderate than expected, as the metric has been impacted by the issue of approximately €62 million of new equity capital at an average of approximately €6.0 per share between October 2015 and June 2016.

High Quality Team of Professionals Based in Bucharest & Improved Infrastructure

In 2016, Globalworth continued to invest in its team of skilled professionals through selected hires mainly within property management, as well as within certain other support teams. In addition, it continued to

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[2] Calculated as profit before finance cost, depreciation, amortisation of other non-current assets and gain on acquisition of subsidiaries.

[3] Calculated as profit before finance cost, depreciation, amortisation of other non-current assets, gain on acquisition of subsidiaries, fair value gain on investment property, and other non-operational and / or non-recurring income and expense items.

implement the core modules of its new Enterprise Resource Planning system, with additional modules expected to become operational by the end of the year.

The Company's strategic decision to invest further both in its property management team and software has resulted from the fact that with more than 420,000sqm of GLA under management (expected to increase further in the next 12 months) and an increasing number of suppliers and customers, Globalworth's business has reached a critical size. As such, in order to be able to service its partners and service providers in a more effective way and to improve economies of scale and the efficiency of its operations, in 2015 the Company initiated this investment/build-up program which is expected to continue in line with the growth in the Group's assets and operations.

Portfolio Update

Globalworth's real estate portfolio comprises 15 investments with a total of 19 assets. All real estate properties are currently located in two principal cities in Romania, Bucharest (the capital) and Timisoara (one of the largest logistics hubs of the country), where the Company focuses primarily on managing and developing office properties which account for approximately 81% of the carrying value of its investment properties. The majority of Globalworth's real estate portfolio is situated in the new CBD, with its remaining assets being positioned in other prime locations.

Portfolio Breakdown by Classification	**31 Dec. '15**	**30 Sept. '16**	
	"As Is"(1)	"As Is"(2)	"Completion"(1)
Total Valuation	€ 931.1m	€ 962.9m	€ 1,082.6m
of which: Standing Properties....................	74.7%	90.9%	98.3%
of which: Developments...........................	23.4%	7.3%	-
of which: Land for future development.....	1.9%	1.8%	1.7%

Notes:

(1) "As Is" and "Completion" valuations as of 31 December 2015 and 30 June 2016.

(2) "As Is" Value for Sep. '16; represents the "As Is" appraised valuation of the properties as at 30 June 2016, adjusted for value accretive capital expenditure invested in Q3 '16 for GW Campus and the TAP developments less residential sales completed over the period.

Standing Properties

Globalworth's portfolio of standing assets increased in 2016 with the addition of the flagship Globalworth Tower and the smaller Gara Herastrau office properties, which were delivered in Q1 2016 and Q2 2016 respectively.

As of 30 September 2016, the standing portfolio comprised 14 assets and had an appraised value of approximately €874.9 million. In Bucharest, the Company owns 10 office properties and a residential complex while in Timisoara it owns a light industrial park comprising three facilities.

Globalworth Tower is a landmark office property located in the heart of the new CBD of Bucharest. At a height of approximately 120 metres, it is the second tallest office property in Romania and one of the biggest in terms of space in the CEE / SEE region. Globalworth Tower offers approximately 54,700sqm of Class "A" office space and as at 31 October 2016 was approximately 71% let to high quality national and international tenants including Vodafone (telecoms), Nestor Nestor Diculescu Kingston Petersen (law), Huawei (telecoms), Delhaize / Mega Image (retail-FMCG), Wipro (IT), Bunge (services), Ferrero (confectionery), Anritsu Solutions (services) and Globalworth (real estate). The property has been pre-certified with the Green Certification of LEED Platinum and, once obtained, it will be the first building in Romania and the broader SEE region to have received the highest available green accreditation.

Gara Herastrau was the second of Globalworth's projects to be delivered in 2016. This class "A" office property is also situated in the new CBD and is adjacent to the Green Court Building complex and approximately 200 metres from Globalworth Plaza and Globalworth Tower. It extends over 12 floors (with an additional technical floor) and offers approximately 12,000sqm of GLA. The Gara Herastrau office building was delivered in June 2016 and as at 31 October 2016 had an occupancy of approximately 69%. The property is anchored by ADP, the leading global provider of human capital management solutions, with other tenants including Saipem (oil and gas) and Tripsta (services).

Globalworth's total standing GLA since 2015 year-end has increased by approximately 18.2% to approximately 420,300sqm (as at 30 September 2016), of which approximately 370,000sqm is commercial space, while the appraised value of the standing investment properties increased to approximately €874.9 million (as at 30 September 2016), representing approximately a 25.9% increase compared to 31 December 2015.

All standing properties of the portfolio have been completed or refurbished since 2008, with Globalworth continuously investing in the properties in order to maintain them as modern and in line with tenant demand.

The number of 'green' properties owned by the Company has also increased following the receipt of a LEED Gold accreditation by the Green Court Building "B" property and BREEM Excellent by the Gara Herastrau property. The portfolio currently comprises seven green accredited properties, with five other currently under various stages of green certification. The Company expects to complete the green certification process in the next 12 months.

Green Certified Properties		**Properties Under Green Certification Process**	
BOB:	• BREEAM In-use / Excellent and LEED Gold certifications (for part of the property)	Globalworth Tower:	• LEED Platinum
BOC:	• BREEAM In-use / Excellent certification	TCI:	• BREEAM Very Good / Excellent
UniCredit HQ:	• BREEAM VERY GOOD certification	Globalworth Plaza:	• BREEAM Very Good / Excellent
City Offices:	• LEED Gold certification	Globalworth Campus:	• BREEAM Very Good / Excellent
Green Court "A":	• LEED Gold certification	Upground Towers:	• BREEAM Very Good / Excellent (ongoing)
Green Court "B":	• LEED Gold certification		
Gara Herastrau:	• BREEAM / Excellent		

In addition to the commercial portfolio, Globalworth owns 424 apartments at Upground Towers, a modern two-tower residential complex with a total of 571 apartments benefiting from fine views of the nearby Tei lake. 204 apartments are currently leased, generating annual rental income of approximately €1.6 million.

Total Standing Properties	**31 Dec. '15**	**31 Oct. '16**
Number of Investments..	10	12
Number of Assets...	12	14
GLA (sqm)[(1)]...	355,513	420,343
"As Is" Valuation[(2)]:	€695.1m	€874.9m

Total Commercial Properties	**31 Dec. '15**	**31 Oct. '16**
Number of Investments...	9	11
Number of Assets...	11	13
GLA (sqm)..	303,155	370,033
"As Is" Valuation(2)	€595.6m	€779.3m
Occupancy(3)..	85.1%	80.8%
Contracted Rent(3) (4)	€36.3m	€45.2m
WALL(3)	6.0yrs	6.6yrs

Notes:

(1) Includes approximately 52,358sqm and approximately 50,310sqm of residential space in 31 December 2015 and 31 Oct 2016 respectively.

(2) Appraised valuations as of 31 December 2015 and 30 September 2016 respectively (Note: 30 September 2016 "As Is" value, represents the appraised valuations of the properties as of 30 June 2016, adjusted for value accretive capital expenditure invested in Q3 '16 for GW Campus and the TAP developments less residential sales completed over the period).

(3) Occupancy, Contracted Rent and WALL represent only Commercial spaces and exclude approximately €1.6 million of rental income received from residential.

(4) Reduction in overall occupancy mainly impacted by the delivery of Globalworth Tower and Gara Herastrau which are in the lease-up phase.

Developments

Following the delivery of the Globalworth Tower and Gara Herastrau office buildings in H1 2016, the Company has two other projects under development, an office campus located in the new CBD of Bucharest and a new light-industrial facility in Timisoara.

Bucharest

The Globalworth Campus project, which upon final completion will offer three Class "A" office towers and total GLA of approximately 88,700sqm, is being developed in two phases. Phase "A" – currently under construction – will comprise two side towers facing Dimitrie Pompeiu Street (main street) with a total GLA of approximately 57,000sqm on completion, while Phase "B" will comprise one middle tower, which on completion will contribute additional GLA of approximately 31,800sqm.

The development of Phase "A" is progressing in line with the estimated timeline. In Tower I the structural concrete works have been completed, and the façade is currently being fitted out with approximately 85%

completed with a glazed surface. For Tower II the Company has now completed the necessary preparatory activities, including excavations, site preparation etc. Delivery of both towers is expected in 2017.

Globalworth is currently in negotiations with a number of tenants for the take-up of space in both towers under construction. Tower I which has been leased to Telekom since October 2014 and kept out of the market until September 2016, is now available, as the tenant has breached its contractual obligations and unilaterally terminated the lease contract in place. Globalworth has taken all the necessary steps to protect its legal and contractual rights as per the Telekom lease and has initiated legal proceedings in the courts to recover all damages generated by Telekom's actions.

For both office buildings under development the Company has adopted a number of environmentally friendly principles and as such anticipates being able to achieve Green certifications of BREEAM Very Good or Excellent.

Timisoara

In February 2016, Valeo exercised its option to expand further in the TAP complex, with the development of a new approximately 13,500sqm light-industrial facility.

This will be the second time that Valeo has expanded within the park since its arrival in 2011 and on delivery of the new facility in Q2 2017, it will occupy approximately 43% of the total standing GLA (approximately 94,900sqm) of the park at the time.

TAP has proven to be a much sought after location by high quality multinational tenants, as this is approximately the third time in the past 2 years that a tenant of a similar profile has decided to lease space in the park.

Continental Automotive and Elster Rometrics, the two other tenants in the complex, moved into TAP in 2015 following the delivery of two new high-quality light industrial facilities with a total of approximately 53,900sqm in Q1 and Q3 of 2015. As of 31 October 2016, the complex offered a total of approximately 81,349sqm of GLA and was approximately 97.3% occupied.

TAP has the potential for further development reaching to a total GLA of approximately 123,400sqm as a result of the extension options currently available to the existing tenants of the park.

The "As Is" value of the Development Projects, as of 30 September 2016 was approximately €70.0 million. On completion, the projects are expected to deliver approximately 130,680 sqm of new office and light industrial space, with an appraised value of approximately €189.7 million.

Development Projects	**31 Dec. '15**	**31 Oct. '16**
Number of Investments..	4	2
Number of Assets to be Developed [1]	7	5
GLA (sqm) [2]	197,402	130,679
"As is" Valuation[3]	€217.8m	€70.0m
"Completion" Valuation[3]	€370.5m	€189.7m

Notes:

(1) Number of Assets represent the total number of buildings to be developed upon delivery of all phases of the developments.

(2) GLA assuming all phases of development projects are being constructed.

(3) Appraised valuations as of 31 December 2015 and 30 September 2016. 30 September 2016 "As Is" value, represents the appraised valuations of the properties as of 30 June 2016, adjusted for value accretive capital expenditure invested in Q3 2016 for GW Campus and the TAP developments.

Development Projects – 31 Oct. '16	**Under Construction[1]**	**Future Development[2]**	**Total Development**
Number of Investments...........	2	2	2 investments developed in stages
Number of Assets to be Developed...............................	3	2	5
GLA (sqm)	70,450	60,229	130,679
"As is" Valuation[3]	€51.0m	€19.0m	€70.0m
"Completion" Valuation	€116.5m	€73.2m	€189.7m

Notes:

(1) "Under Construction"; data as of 31 October 2016 comprises, Globalworth Campus Phase I and TAP expansion for Valeo.

(2) "Future Development"; data as of 31 October 2016 comprises, Globalworth Campus Phase II and other expansion options available at TAP.

(3) "As Is" Valuation; represents the "As Is" appraised valuation of the properties as at 30 June 2016, adjusted for value accretive capital expenditure invested in Q3 2016 for GW Campus and the TAP developments.

Land for Future Development

Globalworth owns land plots in two prime locations in Bucharest (Herastrau lake and the historical CBD) for future development. These plots represent further opportunities for office or mixed-use developments, which the Company intends to take advantage of in the future in order to further grow our real estate portfolio.

The total land size for future development in these two locations is approximately 9,767sqm which have an appraised value of approximately €18.1 million.

Leasing Update

Globalworth over the past 3 years has successfully negotiated the take-up of approximately 220,300sqm of commercial GLA within its buildings, confirming the Company's position as one of the most successful investors and developers in the Romanian real estate market.

In 2016 the Company signed in total approximately 80,300sqm of commercial GLA in its properties. New leases (GLA: approximately 51,400sqm) signed in the first c.10 months of the year are approximately 82% more compared to the whole of 2015, and have been signed at a WALL of approximately 6.9 years.

The Green Court Building "B" is now 100.0% leased (vs approximately 82.1% at year-end 2015), and significant progress in lettings has been made in the recently completed Globalworth Tower and Gara Herastrau office properties, which as of 31 October 2016 had occupancy of approximately 70.8% (vs approximately 66.7% as of 30 June 2016 and approximately 51.0% at year-end 2015) and approximately 68.9% (vs approximately 50.6% as of 30 June 2016 and vacant at year-end 2015), respectively.

In addition, the Company has continued to improve the risk-profile of its portfolio, through the extension and / or expansion of leases with some of its prime tenants, such as Deutsche Bank in BOB and Honeywell and Hewlett Packard Enterprises in BOC, and Cegeka and Hidroelectica in TCI.

New contracts signed in 2016 included those with well-known national and multinational corporates such as Valeo (TAP) for c.13,500sqm, Deutsche Bank (BOB) for c.6,200sqm, ADP (Gara Herastrau) for c.6,100sqm, Honeywell (BOC) for c.3,800sqm, Hewlett Packard Enterprises (BOC) for c.2,500sqm, Vodafone (Globalworth Tower) for c.2,000sqm, Wipro (Globalworth Tower) for c.1,980sqm, Ericsson (Green Court "B") for c.1,900sqm, Bunge (Globalworth Tower) for c.1,800sqm, Tripsta and Saipem (Gara Herastrau) for c.2,200sqm, Ferrero and Anritsu (Globalworth Tower) for a total of c.1,800sqm, while in TCI the Company signed expansion contracts with existing tenants Cegeka, Hidroelectrica and EY for a total of c.3,100sqm. In addition, Globalworth successfully renegotiated its leases with Honeywell (BOC), HP (BOC) and Cegeca (TCI) for a total of c.28,900sqm.

The average occupancy rate of the Company's standing commercial portfolio as of 31 October 2016 was approximately 80.8%.

Currently, the portfolio is occupied by 88 different national and multinational corporates from 17 different countries, including some of the most recognisable corporates in their respective industries.

The WALL remaining on the commercial lease space in the Company's portfolio was approximately 6.6 years at 31 October 2016.

Commercial Contracted Rent Expiration Profile (% of total) – 31 Oct. '16						
Year	**2016**	**2017**	**2018**	**2019**	**2020**	**≥2021**
%	4.5%	0.9%	1.4%	1.8%	18.5%	72.9%

Tenant Origin:	**% of Contracted Rent 31 Oct. 16**	**Selected Tenants of Commercial Portfolio**
Multinational	87.8%	Abbott Laboratories, Adecco, ADP, Anritsu Solutions, Bayer, Billa, BRD, Bunge, Carrefour, Cegeka, Clearanswer, Colgate-Palmolive, Continental, Credit Agricole Bank, Delhaize Group, Telekom, Deutsche Telekom, EADS, Elster Rometrics, Ericsson, EY, Ferrero, GfK, Honeywell, Hewlett Packard Enterprise, Huawei, Intel, Mood Media, NBG Group, Nestle, Orange, Piraeus Bank, Saipem, Sanofi, Schneider Electric, Skanska, Starbucks, Stefanini, Subway, Tripsta, UniCredit, Valeo, Vodafone, Wipro, Worldclass
National	6.7%	CITR, GlobalVision, NNDKP, NX Data, RINF, Creative Media
State Owned Entities	5.5%	Hidroelectrica, Ministry of European Funds

Further information about the Company can be found in Appendix 1 and at www.globalworth.com.

9. Extraordinary General Meeting

A notice convening an Extraordinary General Meeting of the Company to be held at the registered office of the Company at Ground Floor, Dorey Court, Admiral Park, St Peter Port, Guernsey GY1 2HT at 09.30am on 19

December 2016, is set out at the end of the Circular. The purpose of the Extraordinary General Meeting is to seek the approval of Shareholders for the Proposals, the related authorities required to implement the Proposals and authorities to issue Shares, which supersede unexercised pre-existing authorities as envisaged in the share issuance provisions of the New Articles.

10. Further information

Your attention is drawn to the further information in Appendices 1 to 3.

You are advised to read the whole of the Circular and not to rely solely on the information contained here.

11. Action to be taken

Shareholders will find enclosed with the Circular a Form of Proxy for use in connection with the Extraordinary General Meeting. Shareholders, whether or not they propose to attend the Extraordinary General Meeting in person, are requested to complete, sign and return the Form of Proxy, in accordance with the instructions printed on it, so as to be received by the registrars of the Company, Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4TU, not less than 48 hours before the time appointed for the meeting (not taking account of any part of a day which is not a business day in London and Guernsey), being 9.30am on 15 December 2016. Completion and return of a Form of Proxy by a Shareholder will not preclude that Shareholder from attending, speaking and/or voting in person at the Extraordinary General Meeting should they so wish.

Irrevocable Undertakings

Each of Zakiono Enterprises Limited, IP, Dimitris Raptis, York and Oak Hill has irrevocably undertaken to vote in favour of the Resolutions to give effect to the Proposals as described in this document to be proposed at the Extraordinary General Meeting in respect of in aggregate 48,766,161 Shares, representing approximately 75.81% of the existing issued Shares.

12. Recommendation

The Directors consider that the Subscription, the overall Proposals and the Resolutions to be proposed at the Extraordinary General Meeting, are fair and reasonable and in the best interests of the Company and its Shareholders as a whole.

Accordingly, the Directors unanimously recommend that Shareholders vote in favour of the Resolutions as they intend to do so in respect of their shareholdings, noting that the Company has received irrevocable

commitments to vote in favour of the Resolutions in respect of in aggregate 48,766,161 Shares, representing approximately 75.81% of the Company's issued share capital.

Yours faithfully

Geoff Miller

Chairman

APPENDIX 1

ADDITIONAL INFORMATION ABOUT THE COMPANY

1. Company address

The registered office of the Company, which is incorporated in Guernsey, is located at Ground Floor, Dorey Court, Admiral Park, St Peter Port, Guernsey GY1 2HT.

2. Directors

The Directors of the Company are:

Name	Title / Position	Commentary
Geoff Miller	• Non-Executive Director • Chairman of the Board	Geoff Miller spent over 20 years in research and fund management in the UK, specialising in the finance sector, before moving offshore, firstly to Moscow and then to Singapore before becoming a Guernsey resident in 2011. He was formerly a number one rated UK mid and small cap financial analyst covering investment banks, asset managers, insurance vehicles, investment companies and real estate companies. Geoff is Chief Executive Officer and Co-Founder of Afaafa, a business which provides investment and consultancy services to early stage companies focused in the financials and technology sectors. He is also a Director of a number of private companies.
Ioannis Papalekas	• Founder • Chief Executive Officer	Founder of Globalworth, Ioannis Papalekas has over 17 years of real estate investment and development experience, 15 of which were in Romania, having created one of the most successful real estate development and investment groups in the Romanian real estate market. He is experienced in the acquisition, master planning, development, reconstruction, refurbishment, operation and asset management of land and buildings across all major asset classes in Romania. Ioannis has been responsible for the development of more than 400,000sqm of commercial (office, retail and logistics) space and 1,000 residential units in Romania, realising an IRR of 175% and an equity multiple of 4.7x on invested capital.
Dimitris Raptis	• Deputy Chief Executive Officer • Chief Investment Officer	Dimitris Raptis joined Globalworth in November 2012, following 16 years of experience in the financial services and real estate investment management industries with Deutsche Bank, the last 12 years as a

		senior member of the real estate investment management group of Deutsche Bank's Asset and Wealth Management division ("**RREEF**"). From 2008 to 2012, Dimitris was Managing Director and European Head of Portfolio Management for RREEF Opportunistic Investments ("**ROI**"). In this role he was responsible for overseeing ROI's acquisitions across Europe as well as managing ROI's pan-European real estate investment portfolio consisting of 40 investments with a gross asset value in excess of €6bn. From 2000 to 2008, Dimitris was a senior member of the team responsible for originating, structuring and executing real estate investments, with a main focus on the French, Italian and South-Eastern European markets with an enterprise value in excess of €5.5bn across all major asset classes.
Eli Alroy	• Non-Executive Director	Eli Alroy has extensive international experience in real estate investment and project management. From 1994 to 2012 Eli was Chairman of the Supervisory Board of Globe Trade Centre S.A. ("**GTC**"), traded on the Warsaw stock exchange. During part of this period (from 1994 to 1997) Eli also served as the CEO of Kardan Real Estate. Eli received a BSc in civil engineering from the Technicon in Israel and an MSc from Stanford University in the USA. In 2010 Eli was honoured with the prestigious CEEQA Real Estate Lifetime Achievement award, sponsored by the Financial Times, for his commitment to the real estate industry in Central and Eastern Europe.
John Whittle	• Non-Executive Director • Chairman of the Audit and Remuneration Committees	John Whittle is a Chartered Accountant and holds the IoD Diploma in Company Direction. He is a Non-Executive Director of International Public Partnerships Ltd[2] (FTSE 250), Starwood European Real Estate Finance Ltd[1] (LSE), Toro Ltd[1] (SFM), India Capital Growth Fund Ltd, Globalworth Real Estate Investments Ltd and Aberdeen Frontier Markets Investment Company Ltd[3] (AIM) and is alternate Director of GLI Finance Ltd (AIM). He also acts as Non-Executive Director to several other, mainly PE, Guernsey investment funds and B&Q Channel Islands. John's experience also includes positions as the Finance Director of Close Fund Services (a large independent fund administrator), and held various positions at Price Waterhouse Coopers in London. He co-led the business turnaround of Talkland International (now Vodafone Retail) and was directly responsible for the strategic shift into retail distribution and its subsequent implementation. John was previously at John Lewis and was CFO of Windsmoor (London LSE). He is also the

		Chairman of the NED committee of the Guernsey Investment Fund Association. Notes: (1) Audit Committee Chair, (2) Audit Committee Chair and Senior Independent Director, (3) Chairman.
Akbar Rafiq	• Non-Executive Director	Akbar Rafiq serves as a Partner, Portfolio Manager and Head of Europe Credit at York Capital Management. Akbar joined York Capital Management in June 2011 and is a Partner of York Capital Management Europe (UK) Advisors LLP. Akbar is a Co-Portfolio Manager of the York European Distressed Credit funds. From 2007 to 2011, Akbar worked as a Vice President and Senior Distressed Debt Analyst at Deutsche Bank. Previously, Akbar held various positions in the investment banking division at Bear, Stearns and Co. Inc. From 2000 to 2003, Akbar worked as an Associate for a private equity firm, Alta Communications.
Alexis Atteslis	• Non-Executive Director	Alexis Atteslis serves as a Managing Director at Oak Hill Advisors with senior responsibility for European investments. He previously worked at Deutsche Bank and PricewaterhouseCoopers. He received an MA from the University of Cambridge and has earned a Chartered Accountant qualification with the Institute of Chartered Accountants in England and Wales.
Andreea Petreanu	• Non-Executive Director	Andreea Petreanu is currently Head of Credit Risk Management at Mizuho International in London. Over the past 15 years, Andreea has had various risk management roles with global investment banks such as Morgan Stanley, HSBC, Merrill Lynch, Bank of America and VTB Capital. Andreea's educational background includes an Executive MBA from the University of Cambridge, Judge Business School and an MSc in Insurance and Risk Management from City University, CASS Business School. She is also an Associate of the Chartered Insurance Institute in London.

3. Directors' interests in shares

As at 30 November 2016 the latest practicable date prior to the publication of the Circular, the Directors (Executive and Non-executive) held interests in a total 24,018,249 shares of the Company representing approximately 37.34% of the current issued share capital.

Name:	Title / Position	Number of Shares in which interested	Percentage of Total Shares
Ioannis Papalekas	• Founder • Chief Executive Officer	23,247,028	36.14%
Eli Alroy	• Non-Executive Director	398,814	0.62%
Dimitris Raptis...................	• Deputy Chief Executive Officer • Chief Investment Officer	352,407	0.55%
Geoff Miller.......................	• Non-Executive Director • Chairman of the Board	11,000	0.02%
John Whittle......................	• Non-Executive Director • Chairman of the Audit and Remuneration Committees	9,000	0.01%
TOTAL.............................		**24,018,249**	**37.34%**

As at 30 November 2016 the latest practicable date prior to the publication of the Circular, none of the Directors holds any interest in the share capital of GRT.

4. Significant change

There has been no significant change in the financial or trading position of the Group since 30 June 2016, being the last date of the last financial period for which financial information has been published.

APPENDIX 2

ADDITIONAL INFORMATION ABOUT GRT

The following information has been derived from information published by GRT.

1. GRT address

The registered office of GRT, which is incorporated in the Republic of South Africa, is 1 Sandton Drive, The Place, Sandton, 2196, Republic of South Africa.

2. Directors

The Directors of GRT are:

Name	**Title / Position**	**Commentary**
Francois Marais.............	Chairman	Appointed to the Board in 2003 Independent non-executive BCom, LLB, H Dip (Company Law) Career: A founding member of Glyn Marais Inc., a legal firm, a director of Growthpoint Properties Australia Limited and V&A Waterfront Holdings (Pty) Ltd Skills and expertise: Legal as applies to corporate finance in general and dispute resolution, particularly alternative dispute resolution
Norbert Sasse................	Chief Executive Officer	Appointed to the Board in 2003 Chief Executive Officer BCom (Hons) (Acc), CA(SA) Career: Experience in corporate finance dealing with listings, de-listings, mergers, acquisitions and capital raising. Director of major Group subsidiaries, Growthpoint Properties Australia Limited, V&A Waterfront Holdings (Pty) Ltd and subsidiaries, African Real Estate Management Company Limited and Growthpoint Investec Africa Property Management Limited Skills and expertise: Experience in corporate finance, property and general management

Gerald Völkel.................	Financial Director	Appointed to the Board in 2013 BAcc, CA(SA) Career: Ended 15 years in the auditing profession as an audit partner with the former Ernst & Young before joining the JD Group Limited in November 1995, where he was appointed to its Board in April 2001 as the Chief Financial Officer having fulfilled that role for 12 years. Director of major Group subsidiaries Skills and expertise: Financial, tax and general management
Mzolisi Diliza	Non-executive	Appointed to the Board in 2001 BCom, BBA in Management (Hons) Career: Executive Chairman of Strategic Partnership Group (Pty) Ltd, Director of Bombela Concession Company, Director of Bombela Operating Company Proprietary Limited, Chairman of Mega Express (Pty) Ltd, Chairman of Teba Fund Trust, Board member of NWU-Potchefstroom Business School, former Chief Executive of the Chamber of Mines of South Africa. Skills and expertise: Expertise in the mining, investments, consulting engineering and property and infrastructural development sectors
Estienne de Klerk	Managing Director	Appointed to the Board in 2008 BCom (Industrial Psych), BCom (Hons) (Marketing), BCom (Hons) (Acc), CA(SA) Career: Extensive experience in listed property, involved in BEE transactions, mergers and acquisitions. Director of major Group subsidiaries, Growthpoint Properties Australia Limited and V&A Waterfront Holdings (Pty) Ltd and subsidiaries. Past President of SAPOA and Chairman of SA Reit Association tax and regulatory committee Skills and expertise: Financial, general management and property

Peter Fechter	Independent non-executive	Appointed to the Board in 2003 BSc (Eng) Career: Lifelong management and direction of businesses in the Building Construction, Commercial and Industrial Property Development arena, resulting in broader direction of associated investment companies. Skills and expertise: Lifelong expertise in the building construction, property development and investment arena
John Hayward	Independent non-executive	Appointed to the Board in 2001 BSc (Hons), Fellow of the Institute of Actuaries and Actuarial Society of South Africa Career: Actuary and consultant, mainly in the investment and retirement fund fields Skills and expertise: Finance and risk
Patrick Mngconkola	Non-executive	Appointed to the Board in 2012 BTech (Business Administration), BA (Human Resources Management), National Diploma Police Administration, Certificate: Forensic Investigative Auditing (Unisa) Career: Non-executive director of the Public Investment Corporation (SOC) Limited and former trustee of the Government Employees Pension Fund, Director of V&A Waterfront Holdings (Pty) Ltd and its subsidiaries Skills and expertise: Broad experience with numerous years of studies in business oversight and as civil servant, particularly in finance and people management skills
Hugh Herman................	Independent non-executive	Appointed to the Board in 1995 BA, LLB Career: Chairman of Investec Asset Management Limited and Investec Asset Management Holdings Limited. Former Chairman of Investec Bank (UK) Limited, Investec plc and Investec Limited. Director of Investec USA Holdings Corp, Investec Securities (US) LLC, Pick n Pay Holdings Limited,

		Pick n Pay Stores Limited, Freddy Hirsch Group (Pty) Ltd and Melbro Wholesale (Pty) Ltd Skills and expertise: Broad legal and business experience, including property development
Lynette Finlay................	Independent non-executive	Appointed to the Board in 2009 BCompt (Hons), CA(SA) Career: Chief Executive Officer of Finlay Mall Leasing (Pty) Ltd, first female President of South African Property Owners Association (SAPOA), cofounding member of Noah Skills and expertise: Every aspect of commercial property encompassing management, development and leasing in offices, industrial and retail including rural shopping centres
Ragavan Moonsamy.......	Independent non-executive	Appointed to the Board in 2005 Career: Founder of Kascara Financial Services (Pty) Ltd, Managing Director of UniPalm Investment Holdings (Pty) Ltd and Director of Qmuzik Technologies (Pty) Ltd Skills and expertise: Over 30 years of experience in investments and finance and has successfully applied his abilities to drive significant value to sustain 2016 performance
Mpume Nkabinde	Independent non-executive	Appointed to the Board in 2009 MBA, Honours in HRD, Diploma in Adult Education, Postgraduate Diploma in Property Development and Management Career: Co-founder and Managing Director of Sigma Lifts and Escalators (Pty) Ltd and founder of the Engineering Partner's Group. Held senior management positions in the field of business development, human resources, communication, as well as training and development with reputable organisations including P.G Bison and Otis (Pty) Ltd Skills and expertise: Expertise in business development and general management, which have been acquired over a 20-year period in local and international companies

Eric Visser......................	Independent non-executive	BCom (Hons) Appointed to the Board in 2001 Career: Chief Executive Officer of the Sentinel Retirement Fund Skills and expertise: Has been in the asset management industry for the past 20 years, with large investments, amongst others, in development, direct and listed property both locally and offshore (including Africa)

3. Directors interests in Shares

None of the GRT directors or their associates hold an interest in shares of the Company.

4. Shareholdings in GRT

The following table provides a summary of the share register of GRT as at 30 September 2016, the latest practicable date prior to the publication of the Circular:

1	Public Investment Corporation Limited	13.1%
2	Investec Asset Management (Pty) Ltd.	6.9%
3	STANLIB Asset Management Ltd.	6.4%
4	Southern Palace Properties (Pty) Ltd.	5.9%
5	Old Mutual Investment Group (South Africa) (Pty) Limited	4.0%
6	The Vanguard Group, Inc.	3.4%
7	Prudential Portfolio Managers (South Africa) (Pty) Ltd.	3.2%
8	Coronation Fund Managers Limited	2.9%
9	Mondrian Investment Partners Ltd.	2.9%
10	Sesfikile Capital (Pty) Ltd.	2.8%
11	BEE Consortium	2.7%
12	Sanlam Investment Management (Pty) Ltd.	2.5%
13	Momentum Asset Management (Pty) Ltd.	2.3%
14	Meago Asset Managers (Pty) Ltd.	2.1%

15	BlackRock Institutional Trust Company, N.A.	1.8%
16	Eskom Pension and Provident Fund	1.5%
17	State Street Global Advisors (US)	1.3%
18	GIC Private Limited	1.2%
19	Absa Asset Management (Pty) Limited	1.1%
20	Catalyst Fund Managers (Pty) Ltd.	0.8%

APPENDIX 3

DESCRIPTION OF THE PROPOSALS

Summary of the Proposals

The Proposals comprise the following main elements, each conditional upon Admission:

- the issue of Subscription Shares and the Fee Shares to GRT;
- the issue of Subscription Shares and the Fee Shares to Oak Hill;
- the transfer of warrants in respect of in aggregate 1,500,000 Shares (approximately 1.56% of the enlarged issued share capital immediately following implementation of the Proposals) held by Zorviani Limited (a company beneficially owned by IP) to GRT;
- entry into the GRT Relationship Agreement;
- termination of the IP Relationship Agreement and its replacement by a Relationship Agreement between Zakiono Enterprises Limited (a company beneficially owned by IP which holds 22,733,792 Shares in which IP is interested) and the Company relating to the manner in which those Shares are voted or disposed of and a separate Relationship Agreement between IP and the Company relating to the management of competing business interests;
- adoption of the New Articles and the Terms of Reference; and
- adjustment of the Dividend Policy and the declaration of a dividend of €0.22 per Share, payable in respect of the six month financial period ending on 30 June 2017, to holders of Shares at that time including the Subscription Shares and first tranche of Fee Shares to be issued pursuant to the Proposals and a dividend of €0.22 per Share, payable in respect of the six month financial period ending on 31 December 2017, to holders of Shares at that time including the Subscription Shares and the Fee Shares to be issued pursuant to the Proposals.

Each of those elements is described (other than the adjustment of the Dividend Policy which is described in the Letter from the Chairman) in more detail below.

1. Subscription

Under the terms of the Subscription Agreements, GRT has agreed to subscribe for 23,300,000 Subscription Shares, in aggregate, and Oak Hill has agreed to subscribe for 1,700,000 Subscription Shares, in each case at a price of €8 per Share, raising €200 million before expenses.

The Company is issuing an initial 1,000,000 Fee Shares to GRT and 72,961 Fee Shares to Oak Hill, and a further 1,000,000 Fee Shares to GRT and 72,962 Fee Shares to Oak Hill by no later than 31 December 2017.

The Subscription is conditional, *inter alia*, upon the passing of the Resolutions and Admission.

The Subscription Shares and the first tranche of Fee Shares, when issued, will rank *pari passu* in all respects with, and will be identical to, the existing Shares in issue, including the right to receive the dividend of €0.22 per Share, payable in respect of the six-month financial period ending on 30 June 2017 and all other dividends and other distributions declared, made or paid after Admission. The second tranche of Fee Shares will, when issued, rank pari passu in all respects with, and will be identical to, the then existing Shares in issue, including the right to receive the dividend of €0.22 per Share, payable in respect of the six month financial period ending on 31 December 2017 and all other dividends and other distributions declared, made or paid after the date of issue of those shares.

It is expected that Admission will become effective and dealings in the Subscription Shares and the first tranche of Fee Shares will commence on 20 December 2016. Application will be made to admit the second tranche of Fee Shares to trading on AIM when issued.

Following the issue of the Subscription Shares and the first tranche of Fee Shares and Admission, the Company will have 90,396,948 Shares in issue and admitted to trading on AIM. As the Company holds no shares in treasury, this is the total number of the voting rights in the Company which may be used by Shareholders as the denominator for the calculations by which they determine if they are required to notify their interest, or a change in their interest, in the share capital of the Company under Chapter 5 of the FCA's Disclosure Guidance and Transparency Rules as reflected in the Company's articles of incorporation (as if the Company were an "issuer" and not a "non-UK issuer").

***2.* Warrant Transfer Agreement**

Zorviani Limited (a company beneficially owned by IP) is currently the holder of warrants to subscribe for 4,245,030 Shares in the Company (representing approximately 4.42% of enlarged issued share capital of the Company immediately following the issue of the Subscription Shares and the Fee Shares and assuming no further issue of Shares) (the "**Zorviani Warrants**"), pursuant to the Zorviani Warrant Agreement. Zorviani Limited and GRT have entered into the Warrant Transfer Agreement which provides that, conditional upon completion of the Subscription Agreements, GRT will acquire Zorviani Warrants in respect of 1.5 million Shares (representing approximately 1.56% of the enlarged issued share capital of the Company following the issue of the Subscription Shares and the Fee Shares and assuming no further issue of Shares), leaving Zorviani Limited holding warrants to subscribe for 2,745,030 Shares in the Company (representing approximately 2.86% of the enlarged issued share capital of the Company immediately following issue of the Subscription Shares and the Fee Shares and assuming no further issue of Shares).

3. Relationship Agreements

The Company has entered into the GRT Relationship Agreement, the Zakiono Relationship Agreement and the New IP Relationship Agreement. The obligations under these agreements are conditional upon Admission.

The GRT Relationship Agreement and Zakiono Relationship Agreement contain the following key provisions, to the effect that:

a. each of GRT and Zakiono Enterprises Limited have agreed to exercise their voting rights in the Company in a manner which seeks to ensure the independence of the Company from each of them and their respective associates;

b. each of GRT and Zakiono Enterprises Limited have separately agreed that, at all times when it and its associates are, in aggregate, entitled to exercise at least 10% but less than 50% of the voting power entitled to be exercised at a general meeting of the Company, it will (and in each case shall seek to procure that its associates will):

    i. exercise its voting rights in a manner which seeks to ensure that the Group and the business of the Company will be managed for the benefit of the Shareholders as a whole and that a majority of Directors will be independent within the meaning of the Corporate Governance Code and as required by the New Articles;

    ii. not exercise any voting rights in favour of any resolution to amend the Articles in a manner inconsistent with the Relationship Agreements;

    iii. not take any action that would have the effect of preventing any member of the Group from complying with its obligations under any applicable laws or regulations;

iv. abstain from voting on any matter in which the relevant Shareholder, or any associate of the relevant Shareholder, is interested or where there is an actual or potential conflict with the interests of the relevant Shareholder and the interests of any member of the Group; and

v. exercise its voting rights in a manner which seeks to ensure that all transactions, agreements and arrangements between any member of the Group and the relevant Shareholder or any of its associates shall be on an arm's length basis on normal commercial terms;

c. until the second anniversary of the date of the GRT Relationship Agreement or the Zakiono Relationship Agreement (as applicable), the relevant Shareholder shall not transfer or otherwise dispose of more than the Permitted Maximum of the Shares.

The GRT Relationship Agreement contains the following additional key provisions, to the effect that at all times when GRT and GRT's associates are, in aggregate, entitled to exercise at least 15% of the voting rights entitled to be exercised at a general meeting of the Company, the Company shall afford GRT the right on a first refusal basis and in priority to others:

i. to underwrite any offer of new equity securities of the Company by way of rights issue or other pre-emptive offer to the holders of Shares;

ii. to participate as the placee pursuant to a vendor placement (or similar) arrangement made by or at the direction of the Company that is designed to place equity securities of the Company for cash in connection with an acquisition by the Company, subject to any claw-back participation offered to Shareholders pursuant to the Statement of Principles; and

iii. to participate as the placee pursuant to any placement of new equity securities issued by the Company for cash (including any pursuant to Article 5.2.4 of the Articles or any resolution varying, renewing or replacing the authority therein contained under arrangements pursuant to which the Company would receive cash as the consideration for the new equity securities proposed to be issued but excluding any issue pursuant to Articles 5.2.2 or 5.2.3 or any resolution varying, renewing or replacing the authorities therein contained), it being understood that the decision to proceed with any such issue or placement or arrangement and the terms thereof will be determined by the Board in its absolute discretion. In order for these rights to apply, the terms proposed by GRT must be at least comparable with or on terms more favourable to the Company or the vendor as those otherwise available.

The GRT Relationship Agreement and the New IP Relationship Agreement also contain, the following key provisions, to the effect that:

a. unless and until any person acquires more than 50% of the Shares, in the event that GRT or IP, or any of their respective associates, identifies a property-related opportunity in the Region, that shareholder will notify the Company of the opportunity and will not pursue that opportunity without first referring it to the Company for consideration. If the Board, or the investment committee of the Board, decides not to pursue the opportunity, unless the opportunity is in Romania, the relevant shareholder will, if it has expressed such an intention at the time of the referral, be entitled to pursue that opportunity on the same or no better terms;

b. unless otherwise agreed in writing, and subject to exceptions for de-minimis holdings of less than 5%, each of GRT and IP will not become interested in any business in the Region which would compete with any part of the business of the Company other than pre-existing permitted interests.

The Relationship Agreements will continue for so long as:

a. the Shares are admitted to trading on AIM or to trading on any recognized stock exchange or multilateral trading facility (which includes any period of suspension of trading);

b. the relevant party and its associates are, in aggregate, entitled to exercise at least 10% of the voting rights entitled to be exercised at a general meeting of the Company; and

c. no person (together with its associates) has an interest in Shares which carry more than 50% of the voting rights entitled to be exercised at a general meeting of the Company.

4. New Articles

The Proposals envisage that the New Articles be adopted, conditional upon Shareholder approval and Admission.

The main changes in the New Articles as compared with the existing articles of incorporation of the Company are as follows:

Board Governance

The management of the Company is to be conducted on the basis of an agreed delegated authority which makes clear the respective levels of authority of management and the committees of the Board. The New Articles require the Board to comprise at least two Independent Directors resident in Guernsey, one as nominated by GRT and one as nominated by Zakiono Enterprises Limited from time to time (such nomination rights to continue for so as long as each of GRT or Zakiono Enterprises Limited (respectively) hold Shares).The New Articles do not specify an upper limit on the number of Directors and will require that as long as no Shareholder holds directly or indirectly more than 50% of the issued Shares in the share capital of the Company, as soon as reasonably practical and in any event by and following the Annual General Meeting in 2017, a majority should comprise Directors who are independent within the meaning of the Corporate Governance Code.

In addition to the existing audit and risk committee and the remuneration committee, the Board will also establish an investment committee. All committees will operate in accordance with international standard practice mandates for corporate governance. The Terms of Reference will govern such committees and may be amended only by a majority decision of the Directors.

Pursuant to the Terms of Reference:

(a) the investment committee shall comprise five Directors made up of two representatives of each Major Shareholder (GRT and Zakiono Enterprises Limited) and one Independent Director. Initially, IP and Mr. Dimitris Raptis will be deemed the appointed representatives on the investment committee for Zakiono Enterprises Limited in its capacity as a Major Shareholder. The investment committee will consider acquisitions, disposals and developments or redevelopments above an agreed monetary threshold before making recommendations to the Board. The investment committee will only be permitted to make positive recommendations to the Board; and

(b) the remuneration committee and the audit and risk committee will comprise Independent Directors. Each of the Major Shareholders may appoint an observer to attend meetings of these committees. For as long as IP and Mr. Dimitris Raptis are respectively executive

Directors, IP and Mr. Dimitris Raptis may attend meetings of these committees, but will not be permitted to vote thereat.

Board Appointments

Under the New Articles, each Major Shareholder will be entitled to nominate and appoint one Non-Executive Director for every 8% of the issued share capital of the Company held. Such appointment rights are scaled such that, taking the initial position as a starting point, if the Major Shareholder's shareholding is reduced below 16% then the Major Shareholder will lose the right to appoint one Non-Executive Director; if the Major Shareholder's shareholding is reduced below 8% then the Major Shareholder will lose the right to appoint one further Non-Executive Director, and if the Major Shareholder disposes of all of its Shares, the Major Shareholder's right to appoint Non-Executive Directors falls away entirely.

In addition, York and Oak Hill each have the right to appoint a Non-Executive Director to the Board while their respective shareholdings are at least 8% or more of the issued Shares or, to the extent diluted by the issue of new Shares at any time including the Subscription, at least 5%.

IP and Dimitris Raptis will not be required to submit themselves to re-election by the Shareholders unless required to do so by a Two Thirds Vote of the Directors.

Directors appointed pursuant to the nomination rights of the Major Shareholders and each of Oak Hill and York will not be required to submit themselves to re-election by the Shareholders.

Authority to Issue Shares

The Directors will be generally and unconditionally authorised to exercise all powers of the Company to issue Shares pursuant to the Plan and otherwise in such amount and during such period as may from time to time be authorised by Ordinary Resolution of the Shareholders including, prior to the expiry of such authority, to make or conclude an offer requiring Shares to be issued after the expiry of such authority as if such authority had not expired. In connection with any acquisition by the Company or any member of the Group (including any vendor placing to be carried out in connection with such acquisition), save to the extent claw-back participation is offered to Shareholders pursuant to and consistent with the Statement of Principles (the "**Acquisition Share Authority**"), the Directors may only exercise this authority to issue Shares up to a maximum aggregate of 6,779,771 Shares, (or if greater such number as shall represent 7.5 per cent. of the share capital of the Company in issue immediately before the date of the notice convening each annual general meeting of the Company), unless otherwise authorised by Ordinary Resolution. In addition, the Directors may only exercise the authority to issue Shares pursuant to any such Ordinary Resolution (whether for cash or non-cash consideration) for the purposes and to the extent described in paragraphs (c) to (f) (inclusive) under the heading '*Pre-emption on Issue of Shares*' or otherwise as authorised by Special Resolution.

Pre-emption on Issue of Shares

Under Article 5, Shareholders will be entitled to participate in any issue of new equity securities for cash other than:

(a) an issue of Shares in connection with any acquisition by the Company or any member of the Group (i) to the extent that claw back participation is offered to Members pursuant to and consistent with the Statement of Principles or (ii) up to a maximum aggregate of 6,779,771 Shares or, if greater, the maximum number of Shares equal to that comprised within the Acquisition Share Authority, in either case during such period and subject to such variation as shall from time to time be authorised by Special Resolution (Article 5.2.1);

(b) an issue of Shares pursuant to the Plan (Article 5.2.2);

(c) an issue otherwise than pursuant to (b) above pursuant to any other employee emolument arrangements of the Company up to a maximum aggregate of 6,779,771 Shares during such period and subject to such variation as shall from time to time be authorised by Special Resolution (Article 5.2.3);

(d) an issue of Shares up to a maximum aggregate of 6,779,771 Shares or, if greater, the maximum number of Shares equal to that comprised within the Acquisition Share Authority, for any other purpose, during such period and subject to such variation as shall from time to time be authorised by Special Resolution (Article 5.2.4);

(e) the issue of any Shares pursuant to the exercise of any equity securities issued or granted in accordance with the warrant instrument executed by the Company as a deed poll dated 24 July 2013 (Article 5.2.5); and

(f) the issue of any Shares pursuant to any scrip dividend scheme implemented by the Company in accordance with the Articles, or any pro rata bonus issue of Shares (Article 5.2.6).

Pre-emption on disposal

If a Major Shareholder (the "**Offeror Major Shareholder**") wishes to dispose of more Shares than the Pre-emption Threshold in any 12 month period, the relevant Major Shareholder must first offer the Shares that are subject to the proposed disposal to the other Major Shareholder (the "**Offeree Major Shareholder**") for purchase to the extent that they exceed the Pre-emption Threshold (the "**Pre-emption Offered Shares**"). The Offeree Major Shareholder may, within a specified period, accept the offer to purchase the Pre-emption Offered Shares, in which event the other Major Shareholder will be required to complete the sale within a specified period.

In the event that the Pre-Emption Offered Shares are not disposed of pursuant to the pre-emption arrangements described above, the Offeror Major Shareholder will be entitled to dispose of all (but not some only) of the Pre-emption Offered Shares to a third party on financial terms that are no less favourable than those offered to the Offeree Major Shareholder, within a specified period.

The pre-emption procedure does not apply to any acceptance of an offer for the Company's shares to which the Takeover Code applies at any stage or any agreement to accept any such offer either before or after its announcement.

Contractual Squeeze-out

If a person has, by virtue of acceptances of an Offer or the purchase of Shares to which an Offer relates, acquired or unconditionally contracted to acquire 50% or more of the Shares to which the Offer relates (excluding those Shares held by the offeror and its affiliates) and the terms of such an Offer represent a minimum of €10.80 per Share, such person may, within a period of 3 months, give notice in writing to any holder of Shares to which the Offer relates who has not accepted the Offer, or who has failed or refused to transfer their Shares pursuant to the Offer, to acquire their Shares compulsorily.

There is a corresponding right of minority Shareholders to require their Shares to be purchased on the same terms as the sale of Shares pursuant to an Offer if the contractual squeeze-out requirements are satisfied and are not exercised by the offeror.

General

The opportunity has been taken to update some of the language and drafting in the New Articles with the intention of making the drafting of a number of the existing provisions clearer and to make the New Articles consistent with the most recent amendments to the Companies Law. **A copy of the New Articles showing all**

proposed changes will be available free of charge by written request to the Company's registered office up until the date of the Extraordinary General Meeting. They will also be available for inspection on the Company's website at www.globalworth.com.

5. Come Along Agreement

Pursuant to an agreement between Zakiono Enterprises Limited and GRT, while Zakiono Enterprises Limited and certain of its affiliates hold an interest in at least 15% or more of the issued share capital of the Company, GRT will have the right on any disposal by Zakiono Enterprises Limited and certain of its affiliates of 75% or more of their shareholding in the Company to dispose of a corresponding portion of the GRT Shareholding to the person acquiring the Shares disposed of by Zakiono Enterprises Limited and certain of its affiliates.

DEFINITIONS

In addition to the terms defined in the Chairman's letter, the following terms shall have the meanings set out next to them when used, unless the context otherwise requires:

"**Admission Date**"	the date of Admission;
"**AIM**"	the market of that name operated by the London Stock Exchange;
"**AIM Rules**"	the AIM Rules for Companies issued by the London Stock Exchange as amended from time to time;
"**Articles**"	the articles of incorporation of the Company;
"**Board**" or "**Directors**"	the board of directors of the Company from time to time;
"**Central and Eastern Europe**" or "**CEE**"	Poland, the Czech Republic and Hungary;
"**Closing Price**"	the closing middle market quotation of a Share as derived from the AIM Appendix to the Daily Official List of the London Stock Exchange;
"**Companies Law**"	the Companies (Guernsey) Law 2008;
"**Company**" or "**Globalworth**"	Globalworth Real Estate Investments Limited;
"**Corporate Governance Code**"	the UK Corporate Governance Code, as in force at the date of this announcement, or, subject to approval by the Board, as amended from time to time;
"**Deutsche Bank**"	Deutsche Bank group;
"**Dividend Policy**"	the dividend policy of the Company, details of which are set out in the Circular, adapted subject to Admission;
"**Executive Directors**"	the executive Directors of the Company for the time being;
"**Fee Shares**"	2,000,000 Shares to be issued to GRT and 145,923 Shares to be issued to Oak Hill pursuant to the equity raising fee arrangements described under the heading **1. Subscription** in Appendix 3, to be issued in two tranches as there described and '**tranche**' shall be a reference to the relevant tranche;
"**FFO**"	the Company's free funds from operations, estimated as the EPRA Earnings for the relevant period. EPRA Earnings

	should be calculated in accordance with EPRA Best Practices Recommendations for the calculation of the EPA Earnings measure in effect at the date of adoption of the New Articles or such updated or revised version as approved for this purpose by the Board from time to time;
"**First Period**"	the period from the Admission Date until (but excluding) the date of the first anniversary of the Admission Date;
"**First Year Maximum**"	4,000,000 Shares;
"GLA"	gross leasable area;
"**Group**"	the Company and its subsidiaries from time to time;
"**GRT Relationship Agreement**"	the agreement between GRT and the Company, details of which are set out in the Circular;
"**Independent Director**"	a Director who is deemed to be independent under the Corporate Governance Code;
"**Investing Policy**"	the Company's current investing policy as set out in part 4 of Chairman's letter;
"**IP**"	Mr Ioannis Papalekas, the founder of the Company;
"**IP Relationship Agreement**"	the agreement dated 24 July 2013 between IP, the Company and Panmure Gordon (UK) Limited;
"**Johannesburg Stock Exchange**"	JSE Limited;
"**London Stock Exchange**"	the London Stock Exchange Group plc;
"**Major Shareholder**"	Zakiono Enterprises Limited (a company beneficially owned by IP which holds 22,733,792 Shares in which IP is interested) and certain of its affiliates and GRT and any certain of its affiliates;
"**NOI**"	net operating income, being gross operating income less operating expenses that is not paid by or rechargeable to tenants, excluding funding costs, depreciation and capital expenditure;
"**New Articles**"	the amended articles of incorporation which it is proposed are adopted pursuant to the Proposals;

"**New IP Relationship Agreement**"	the agreement between IP and the Company, details of which are set out in the Circular;
"**Non-Executive Directors**"	the non-executive Directors of the Company for the time being;
"**Offer**"	an offer for Shares governed by the Takeover Code;
"**Permitted Maximum**"	(i) the First Year Maximum in the First Period; and (ii) 4,000,000 Shares in the period between (and including) the dates of the first and the second anniversaries of the Admission Date and in addition, if the Major Shareholder does not transfer or dispose of an interest in the full amount of Shares comprised in the First Year Maximum in the First Period, such number of Shares comprised in the First Year Maximum after deducting the number of Shares in which the Major Shareholder transferred or disposed of an interest in the First Period, together not to exceed in aggregate 8,000,000;
"**Plan**"	the new Investment Advisor fee arrangement described in the Company's circular dated 31 October 2016;
"**Pre-emption Threshold**"	up to and including 1,000,000 Shares (or such other number after adjustments for variation in the share capital of the Company resulting from a sub-division or capitalisation of profits or reserves to the holders of Shares);
"**Region**"	Central and Eastern Europe and Southeast Europe;
"**Relationship Agreements**"	the GRT Relationship Agreement, the Zakiono Relationship Agreement and the New IP Relationship Agreement;
"**Resolutions**"	the resolutions to be proposed at the Extraordinary General Meeting and set out in the Notice of Extraordinary General Meeting at the end of the Circular;
"**Shareholders**"	the holders of any shares in the issued share capital of the Company from time to time;
"**Shares**"	the ordinary shares of no par value in the capital of the Company;

"**Southeast Europe**" or "**SEE**"	Romania, Greece, Serbia, Bulgaria, Slovenia, Slovakia, Croatia and Cyprus;
"**Statement of Principles**"	The Statement of Principles issued by The Pre-Emption Group at the date of adoption of the New Articles or such updated or revised version as approved for this purpose by the Board from time to time;
"**Subscription Agreements**"	the agreements dated 1 December 2016 in respect of the Subscription, entered into between GRT and the Company and separately between Oak Hill and the Company, details of which are set out in the Circular;
"**Subscription Price**"	€8 per Share;
"**Takeover Code**"	the UK City Code on Takeovers and Mergers;
"**TAP**"	the Timisoara Airport Park;
"**Terms of Reference**"	the terms of reference of the Board and committees of the Board, as amended;
"**Two Thirds Vote**"	the approval of a matter by at least two-thirds of the Directors entitled to vote;
"**UK Takeover Panel**"	the UK Panel on Takeovers and Mergers;
"**WALL**"	the remaining weighted average lease length of a contracted lease as of the date of signing or reference date of such lease contract until the lease contract's full expiration;
"**Warrant Transfer Agreement**"	the agreement between Zorviani Limited (a company beneficially owned by IP) and GRT, details of which are set out in the Circular;
"York"	certain funds and accounts managed or advised by York Capital Management Global Advisors, LLC or any of its affiliates
"**Zakiono Relationship Agreement**"	the agreement between Zakiono Enterprises Limited and the Company, details of which are set out in the Circular; and

"**Zorviani Warrant Agreement**"	the warrant agreement dated 24 July 2013 between IP, Zorviani Limited and the Company.