



Real Estate Investment Trust

(Incorporated as a Trust in Zimbabwe and registered with Trust Deed number MA1675/2022)

PROSPECTUS

Prepared and issued in terms of the Securities and Exchange (Zimbabwe Stock Exchange Listing Requirements) Rules, 2019 ("ZSE Listings Requirements") and of the requirements in the Collective Investment Schemes Act (Chapter 24:19) ("the Act"), as amended as read with the Income Tax Act (Chapter 23:06), as amended, relating to an Offer for the sale of 255,323,000 units of TIGERE REIT at an offer price of ZWL 28 per unit.



Promoter

Frontier Real Estate Development (Pvt) Ltd



REIT Manager

Terrace Africa Asset Management (Pvt) Ltd



Independent Accountants and Auditors

PKF Chartered Accountants Zimbabwe



Transfer Secretaries

ZB Transfer Secretaries (Pvt) Ltd



Financial Advisor

Intelego Investment Consultants (Pvt) Ltd



Trustee

ZB Bank Limited

Registered Commercial Bank
A member of the Deposit Protection Scheme



Legal Advisor

DLA Piper Africa Manokore Attorneys



Sponsoring Broker

MMC Stockbrokers (Pvt) Ltd

The Promoter, Trustee and the REIT Manager accept full responsibility for the accuracy of the information given in this Prospectus and certify that, to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement false or misleading, that they have made all reasonable enquiries to ascertain such facts and that this Prospectus contains all information required by law.

The Promoter, Trustee and REIT Manager confirm that the information in the Prospectus includes all such information within their knowledge (or which it would be reasonable for them to obtain by making enquiries) as investors and their professional advisers would reasonably require and reasonably expect to find for the purpose of making an informed assessment of the assets and liabilities, financial position, profits or losses and prospects of the Issuer and of the rights attaching to the units to which the listing particulars relate. Each of the advisors, legal, sponsoring broker, transfer secretaries and reporting accountants have consented in writing to act in the capacity stated and to their names being stated in the Prospectus and have not withdrawn their consents prior to the publication of this Prospectus.

This Prospectus, accompanied by the documents referred to under "Documents available for inspection" as set out in section 6.3. was approved by the Zimbabwe Stock Exchange (ZSE). Copies of this Prospectus (in English only) can be obtained during normal business hours from 09:00 hours Friday 28 October 2022 till 1600 hours Friday 18 November 2022, both days inclusive, from the REIT Manager's registered office as well as the offices of the Sponsoring Broker and Transfer Secretaries. The Prospectus will also be available at www.tigerepropertyfund.com and www.zse.co.zw

Date of Issue: Friday 28 October 2022

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Important Information

The definitions and interpretation provisions commencing on page **viii** of this Prospectus also apply to this section on Important Information.

Tigere Property Fund ("the Fund" or "the Tigere REIT") has been licenced by the Securities and Exchange Commission of Zimbabwe (SECZIM) in terms of the Collective Investment Schemes Act and approved for listing on the Zimbabwe Stock Exchange by the ZSE Listing's Committee in terms of the ZSE Listing Requirements.

This document comprises a prospectus (the "Prospectus") relating to the Tigere Property Fund and has been prepared in accordance with section 118 of the Securities Act [Chapter 24:25] as read with section 42 of the Collective Investment Schemes Act [Chapter 24:19] and The Collective Investment Schemes (Internal Schemes) (Amendment) Regulations, 2019 (No. 5).

This Prospectus does not constitute an offer or solicitation to anyone in any jurisdiction in which such offer or solicitation is unauthorised nor to any person to whom it is illegitimate to make such offer or solicitation. It is the responsibility of each person wishing to make an application hereunder to satisfy himself as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental or other approvals which may be required or the observance of other formalities which need to be observed.

It is also a policy of the Fund to prohibit the sale of REIT Units ("Units") to any investor to whom such sale would be unlawful in Zimbabwe. The Fund Trustee has, and intends to exercise, the right to force the redemption of any Units sold in contravention of any of the prohibitions described in this Prospectus.

Investors should note that because investments in securities can be volatile and their value may decline as well as appreciate, there can be no assurance that the Fund will be able to attain its objective or that Units, when redeemed/sold, will be worth more than when they were purchased. The price of Units as well as the income may fall as well as rise to reflect the changes in the Net Asset Value of the Fund. The principal risk factors associated with investment in the Fund are set out in the section of this Prospectus titled "Investor Considerations and Risk Factors".

Neither the delivery of this Prospectus nor the offer, issue or sale of Units in the Fund shall under any circumstances constitute a representation that the information given in this Prospectus is correct as at any time subsequent to the date hereof. This Prospectus will be updated by the Financial Advisor to take into account any material changes and any such amendments will be notified in advance to the SECZIM.

Certain statements contained in or incorporated by reference in this prospectus other than historical facts may be considered forward-looking statements. Any such forward-looking statements are subject to unknown risks, uncertainties and other factors and are based on a number of assumptions involving judgments with respect to, among other things, future economic, competitive and market conditions, all of which are difficult or impossible to predict accurately. To the extent that our assumptions differ from actual results, our ability to meet such forward-looking statements, including our ability to generate positive cash flow from operations, make distributions to unitholders, and maintain the value of our real estate properties, may be significantly hindered.

The Prospectus is issued for the purposes of providing information to the public in respect of:

An Initial public offer ("IPO") by way of an offer for sale of REIT units in the "Tigere REIT", currently held by the Promoter and Anchor Investors, of up to 255,323,000 units with an Offer Price of ZWL 28 per unit, and the subsequent listing of all 719,323,000 of the Units of the "Tigere REIT" as a primary listing on the ZSE.

Important Dates

Opening date (announcement)	Friday 28 October, 2022
Closing date	Friday 18 November, 2022
Expected listing date	Wednesday 23 November, 2022

Caution

In making your investment decision to invest in a Real Estate Investment Trust (REIT) you should be aware that there is very limited, if any, recourse to the assets of the Issuer or the Trustee. Your investment in REIT securities, and as a REIT securities holder in the REIT, is as an equity investor. Distributions and return of capital is not guaranteed and are entirely dependent on the performance of the assets of the REIT. Your rights in most cases will be limited solely to the assets of the REIT. If the Trustee is authorized to borrow on behalf of the Trust, then your rights to distributions and to the assets will rank after the payments to lenders. The Trustee, REIT Manager and other parties are also entitled to receive payment of fees and expenses ahead of payments to REIT securities holders who invest in REIT securities.

Prospectus

This Prospectus together with the documents specified herein, having been approved by the Issuer and the REIT Trustee, have been approved by SECZIM and the ZSE.


This Prospectus is issued in accordance with section 118(6) of the Securities and Exchange Act [Chapter 24:25] as read with section 42 of the Collective Investment Schemes Act [Chapter 24:19] and The Collective Investment Schemes (Internal Schemes) (Amendment) Regulations, 2019 (No. 5) and is in compliance with the ZSE Listing Rules.

The Promoter, Trustee and Manager/Issuer assume full responsibility for liability for any statements and representations included in this Prospectus, including the statements of other parties and experts, except expert opinions issued by the respective experts.

The Financial Advisor, the Sponsoring Broker and other professional advisors have reasonably satisfied themselves as to the completeness and accuracy of the information provided by the Promoter, Trustee and Manager/Issuer and accordingly no liability is accepted in relation to information that the Promoter, Trustee and Manager/Issuer have omitted to provide.

The Trustee and the REIT Manager, hereby declare that this Prospectus and the Scheme Documents comply with the Act and the relevant REIT Regulations.

The directors of the REIT Manager have, collectively and individually, made all reasonable enquiries and confirm to the best of their knowledge and belief, that there are no false or misleading statements or omissions of other facts which would make any statement in this Prospectus false or misleading and have duly authorized the undersigned to sign this declaration on their behalf.

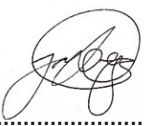
Signed.....

Brett Abrahamse
Director, Terrace Africa Asset Management
(Pvt) Ltd

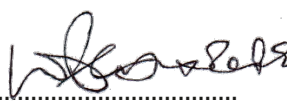
Signed.....

Gregory John Benatar
Director, Terrace Africa Asset Management
(Pvt) Ltd

We, the Financial Advisor and the Legal Advisor, hereby declare that this Prospectus and the Scheme Documents comply with the Act and the REIT Regulations.

Signed.....

Jabulani Nhongo
Managing Partner, Manokore Attorneys,
DLA Piper Africa Zimbabwe

Signed.....

Welcome Mavingire
Director, Intellego Investment
Consultants (Pvt) Ltd t/a Intellego
Advisory Services

Corporate Details

Promoter

Frontier Real Estate Development (Pvt) Ltd
8 Downie Avenue,
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Email: info@frontier-real.com
Website: www.frontier-real.com

Trustee

ZB Bank Limited
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Avondale, Harare
Tel: +263 8677 002001
Email: info@zb.co.zw
Website: www.zb.co.zw

Auditors

PKF Chartered Accountants Zimbabwe
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Sponsoring Broker

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Block D, Smatsatsa Office Park
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Tel: +263 242 783069-71
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Website: www.mmccapitalzim.com

Independent Valuer

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Website: <http://www.knightfrank.co.zw>

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REIT Manager

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Legal Advisors

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Email: info@manokore.com
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Transfer Secretary

ZB Transfer Secretaries
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Avondale, Harare
Tel: +263 8677 002001
Email: info@zb.co.zw
Website: www.zb.co.zw

Definitions

“Applicable USD:ZWL Exchange Rate”	The applicable USD:ZWL exchange rate is the prevailing RBZ Auction Mid-Rate on the day of settlement
“Business Day”	A day other than a Saturday, Sunday or a public holiday
“Commercial Property”	A property used mainly for business purposes, as opposed to residential use
“C-Trade”	An engine that allows investors to access the ZSE trading platform through mobile phones and internet-based platforms
“Distributable Income”	The operating profit from the REIT calculated as total income less direct property and REIT expenses
“Enterprise value”	The sum of the Fund’s market capitalisation (based on one-month volume weighted average price) and any net debt
“ESG”	Environment, Social and Governance
“Fund or the REIT Scheme”	Shall mean Tigere Property Fund or Tigere Real Estate Investment Trust, which is a Real Estate Investment Trust Fund registered under the Collective Investments Schemes Act [Chapter 24:19] also commonly used with the acronym “REIT” and in this document also known as Tigere REIT.
“Financial Advisor”	Intellego Investment Consultants (Pvt) Ltd t/a Intellego Advisory Services is the entity tasked with advising the REIT on key investment issues regarding the setting up and listing of the Fund, being in this case Tigere REIT
“Gross Asset Value”	The gross value of the property assets and un-invested cash held by the Fund from time to time
“GDP”	Gross Domestic Product
“IFRS”	International Financial Reporting Standards
“IPEC”	Insurance and Pensions Commission of Zimbabwe, a statutory body established in terms of the Insurance and Pensions Commission Act [Chapter 24:21] to regulate the insurance and pensions industry in Zimbabwe
“IPO”	Initial Public Offer

"Minimum lot size"	The minimum number of units acceptable is 5000 units at ZWL 28 each
"MoFED"	Ministry of Finance and Economic Development
"Money Market"	A market for short-term fixed income or debt instruments. Participation on the money market is usually done through banking institutions
"Net Asset Value" or "NAV"	The value of all the assets of the Fund, less all the liabilities and/or expenses of the Fund as calculated at a particular point in time
"Net Asset Value per Unit" or "NAV / unit"	The Net Asset Value divided by the number of REIT Units in issue
"Net Property Yield"	The net annualised income receivable at the time of acquisition of a property, divided by the gross cost of acquiring the property, expressed as a percentage
"Offer Price"	The price at which the Tigere REIT Units shall be offered for the sale to investors, being ZWL 28 per Unit
"Portfolio"	The assets held by the Fund from time to time, comprising properties, cash and other investment instruments as allowed in the Trust Deed
"Portfolio Property"	A building, land, or part thereof, owned by the Fund as part of its investment portfolio
"Promoter"	Frontier Real Estate Development ("Frontier") is the promoter sponsoring the setting up of the Fund. The promoter will initially be the largest investor by units held in the fund
"Property Manager"	Shall be the appointed company to handle day to day operation such as leasing and facilities management. Terrace Africa (Pvt) Ltd have been appointed by the REIT Manager and Trustee as the initial Property manager for the Tigere REIT
"Quoted Price"	Most recent bid and ask prices for Units on the ZSE
"REIT"	Real Estate Investment Trust, a collective investment scheme that owns, manages and/ or invests in real estate
"REIT Manager"	Terrace Africa Asset Management is the entity tasked with managing the Asset Management functions related to the REIT and its property assets on behalf of the investors or Unitholders.

“Reserve Price”	The minimum price below which an Application will be disqualified
“SECZIM”	Securities and Exchange Commission of Zimbabwe, a statutory body established in terms of the Securities Act [Chapter 24:25] for the purposes of <i>inter alia</i> , regulating the marketing of securities and Investment of securities In Zimbabwe, including REITS
“Trustee”	ZB Bank Limited represents the interests of investors to ensure that the Fund is properly managed. It also keeps custody of the documents of title for the underlying investments
“Trust Deed”	Means the Notarial Deed of Trust registered on 11 August 2022 under Number MA 1675/2022, and executed by the Promotor, the REIT Asset Manager and the Trustee
“Unitholder”	A registered holder of one or more REIT Units in the Fund
“USD or US \$”	United States Dollars also represented by the terms “USD” or “\$USD” or “\$”
“Valuation Date”	The last business day of each calendar quarter or such other day as may be determined by the Fund’s Investment Policy
“ZWL”	A unit of the Zimbabwean Dollar or its successor, used for the settlement of domestic transactions in Zimbabwe
“ZSE”	Zimbabwe Stock Exchange, a public company incorporated and domiciled in Zimbabwe and licensed as a securities exchange by the SECZIM in terms of Part IV of the Securities Act [Chapter 24:25], on which the Tigere REIT units shall have a primary listing
“ZSE Direct”	Is an online and mobile platform that enables users to view their CSD holdings and be able to buy and sell securities listed on the ZSE remotely

Salient Features

Fund Overview

Introduction	<p>The following information should be read as an introduction to the Prospectus (the “Prospectus”) relating to the initial public offer by the Promoter (the “IPO”) of up to 255,323,000 units (the “Units”) in Tigere REIT, at an offer price of ZWL 28 per unit.</p> <p>Any decision by a prospective investor to invest in the Units should be based on a consideration of the Prospectus as a whole. Prospective investors should therefore read the entire Prospectus and not rely solely on this summary.</p>
Name of the Fund	Tigere Property Fund Real Estate Investment Trust Fund (Tigere REIT)
Fund Structure	Closed Ended Fund
Domicile and legal form	The Trust was established and approved by SECZIM as a REIT on 14 July 2022 and duly registered in the Deeds Office on 11 August 2022 under Deed Number MA 1675/2022.
Fund Investment Strategy	<p>The overall strategy of the Fund is to generate income and capital growth through the acquisition of eligible and income generating real estate investments. These real estate investments will be used to generate a return for the Unitholders of the REIT Scheme.</p> <p>The Fund will do this by investing in both accretive completed real estate acquisitions and new development activity (such that value of development activity shall be no greater than 20% of NAV) in order to deliver on its mandate.</p> <p>The Tigere REIT shall further have infrastructure development goals to drive economic growth within the regions it operates in.</p>
Fund Investment Objectives	<ul style="list-style-type: none">▪ The acquisition of and investment in Eligible Real Estate Investments;▪ Letting and stabilization of income generating rental Real Estate spaces;▪ The undertaking of incidental and connected activities related to the REIT Assets;▪ Promoting the general ownership of real estate within the regions it will operate;

	<ul style="list-style-type: none"> Contributing to building country infrastructure through development of supporting infrastructure to the Real Estate assets.
Distributions	<p>The Trustee, on the recommendation of the REIT Manager shall have, subject the Trust Deed and the REIT Regulations, distributed at least 80% of all distributable income to Unitholders at the end of each accounting period once audited financials are finalised. The REIT Manager may make interim distributions of income to Security Holders more frequently than once a year provided that the total distributions in a year shall be at least 80% of the distributable income.</p> <p>Distributions may be payable in either ZWL, USD or both currencies, depending on availability.</p>
Type, class and security identification number	<p>In this IPO, the Promoter will offer up to 255,323,000 Units of the 719,323,000 Units held in the Fund and will seek admission to the Official List of the ZSE for the Units to trade on the ZSE.</p> <p>When admitted to trading, the Units will be registered with Symbol TIG.ZW with ISIN code ZW0009030017</p>
Admission to trading	<p>Approval has been granted for the Units to be admitted to trading on the Zimbabwe Securities Exchange under the symbol TIG.ZW</p>
Securities to be Listed	<p>SECZIM has approved the establishment of the Tigere Property Fund and the ZSE has approved the issue for sale in Zimbabwe and 'admission of the REIT Units to the ZSE</p>
Currency of the securities issue	<p>The Units will be denominated and shall trade in Zimbabwean Dollars("ZWL") or any other applicable currency on the ZSE</p>
Net Asset Value of the Units	<p>As at the date of the Prospectus, the assets in the REIT held a net asset value of USD 22,201,575 as further detailed in this Prospectus below.</p>
Rights attached to the Units	<p>The Units shall rank <i>pari passu</i> in all respects</p> <p>Each Unit shall confer the right to one vote at all meetings of Unitholders and to participate pro rata in any distributions by the Trust</p> <p>The beneficial interest and rights generally of a Unitholder shall be limited to the right to participate pro rata in distributions payable to Unitholders when and as declared by the Trustee in accordance with the Trust Deed and distributions payable to Unit Holders upon the dissolution of the Tigere REIT</p>

	The Units are freely transferable, and subject to the provisions of the laws of Zimbabwe, the Trustee shall not impose any restriction on the transfer of Units.
Transferability of the Units	Investors can invest into the Fund in the primary market through purchase of Units at the Initial Offer Price or in the secondary market through purchase of Units at the Quoted Price thereafter. Unitholders can exit by trading their Units on ZSE at the Quoted Prices
Fund Size	Shall mean the total value of fund assets at any point in time.
Eligible Investors	The REIT securities shall be available for purchase by the general public as well as professional and institutional investors.
Portfolio Composition	<p>The Fund's portfolio is primarily composed of commercial properties in strategic locations with a diversified tenant mix.</p> <p>The Fund will be seeded with two properties namely Highland Park Phase 1 (Harare) anchored by Pick 'n Pay & Chinamano Corner (Harare) anchored by Puma Energy which have a total gross lettable area (GLA) of 8,711m² (meters squared).</p>
Source of income and minimum distributions and the impact on the taxation of the REIT Scheme or on distributions if these requirements are not complied with	<p>The main source of income is net earnings from rentals from eligible real estate investments owned directly by the Tigere Property Fund.</p> <p>The income of the Tigere Property Fund will be tax exempt as long as it continues to comply with the REIT Regulations; remains authorised by SECZIM, and is registered by the Commissioner General of Zimra.</p> <p>Should the Tigere Property Fund Real Estate Investment Trust Fund not comply with the REIT Regulations and cease to be a real estate investment trust scheme authorised by SECZIM, then the net profits earned by the Tigere Property Fund Real Estate Investment Trust Fund (including its subsidiaries), will be subject to income tax at the rate prevailing at that time.</p> <p>Capital gains on sale of the underlying real estate assets will be subject to Capital Gains Tax at the rate prevailing at the time of disposal.</p>
Target Return	5% - 7% USD Net Income Yield on NAV per annum

Income on initial Developments

The Promotor has undertaken to provide top up of income on the net operating income of all new developments for a period of 12 months from date of asset inclusion into the fund.

The Promoter shall therefore be liable for any shortfall of income from tenant leases such that the unitholders shall receive a minimum of 5% Net income yield from the 2 initial seed assets during this initial period.

Governance and Management

Terrace Africa Asset Management is the appointed REIT Manager responsible for the operational management of the fund that covers investment and property management.

ZB Bank Limited is the Trustee responsible for the Fund's custodianship in accordance with the Collective Investment Schemes Act and represents the interests of Unitholders.

The REIT Manager shall establish an Advisory Board initially comprising the Promoter, other investor representatives and identified independent experts to oversee the REIT Activities.

The Advisory Board will foremost encompass an Investment Committee which will meet to review and advise on key Fund transactions in line with the set Investment Policy. Other Advisory Board Committees may be established as deemed necessary.

Fee Structure

REIT Manager's fees are 0.9% (zero comma nine per centum) per annum of the Fund's Enterprise Value and shall be payable in quarterly instalments and a 1% flat transaction fee of the value of any property acquired or sold by the REIT.

A 0.5% (zero comma five per centum) flat fee on the asset transaction value of the fund has been agreed for initial seed assets acquired to form part of the initial IPO.

Trustee's fees are 0.1% (zero comma one per centum) per annum of Net Asset Value subject to a maximum of the ZWL equivalent of USD 50,000 per annum and shall be payable annually, unless otherwise agreed between parties..

The total Fund fees are fully set out under Section 2.11 hereof, entitled, Fee Structure.

Valuation of REIT Assets

There shall be at least one independent valuation of the Fund's property assets per annum.

The REIT Manager shall also carry out quarterly valuations of REIT assets, or earlier following an asset purchase or disposal, and shall calculate the Fund's NAV following such valuations.

The principal investment attractions into the Fund are as follows:

Key Investment Attractions

- Exposure to high quality property assets
 - De-risked and pre-tenanted properties
 - Stable income, tax efficient and liquid investment
 - Exciting development pipeline to benefit investors
 - Experienced team with strong ESG values
-

Key risk considerations, though not exhaustive are as follows:

Key Risk Considerations

- Fund specific and property investment risks – income, market, operational, liquidity and regulatory.
 - General investment risks – political and country specific
-

Important Dates And Times

Prospectus published in the press	Friday, 28 October 2022
Opening date of the Offer at 09:00 hours	Friday, 28 October 2022
Prospectus distributed to brokers, advisors	Friday, 28 October 2022
Closing date of the Offer at 1600 hours	Friday, 18 November 2022
Last date for receipt of all applications	Friday, 18 November 2022
Results of the Offer published	Monday, 21 November 2022
Last date for refunds (in case of over subscription)	Wednesday, 23 November 2022
Tigere REIT units listed on the ZSE	Wednesday, 23 November 2022

Rationale for The IPO

The principal reasons for the listing are as follows:

- To attract focused and permanent capital for the Promoter to develop further assets;
- To support the Insurance and Pensions Commission ("IPEC") and Ministry of Finance and Economic Development ("MoFED") in their efforts to provide liquidity to real estate investments and deepen the savings pool through REIT products;

- Provide retail and institutional investors with a quality and liquid commercial real estate investment vehicle;
- Growth to the Zimbabwean economy through infrastructure development and job creation;
- To strengthen and enhance the visibility of the Tigere REIT brand to both the public and private sectors, which is expected to lead to new opportunities – tenants, development pipeline and other;
- To deepen Zimbabwe's capital markets by providing new investment vehicles through which investors can access otherwise inaccessible assets; and
- To provide a mechanism for portfolio diversification

Terms Of The IPO

The Promoter intends to sell a total of **255,323,000 REIT** units by way of an offer for sale at an offer price of **ZWL 28** per unit. At conclusion of the IPO, it is envisaged that the entire issued REIT Units of **719,323,000** will be listed on the ZSE.

Purchase And Allocation Of REIT Units

Prospective investor(s) in the Fund shall complete and submit the Units Subscription Form having read and fully understood the terms as set out in the Annexures

REIT SIZE AND IPO UNITS

- The Tigere REIT will have an initial market capitalisation of **ZWL 20,141,044,000** (Twenty Billion One Hundred and Forty One Million and Forty Four Thousand Zimbabwe Dollars) comprising of 719,323,000 REIT units of **ZWL28.00** each held by the Promoters and Anchor Investors;
- The Promoter seeks to raise at least **ZWL 7,149,044,000** (Seven Billion One Hundred and Forty Nine Million and Forty Four Thousand Zimbabwe Dollars) through the sale of **255,323,000** REIT units at a unit price of **ZWL28.00** per unit;

RETAIL INVESTORS QUOTA

A minimum of 10% of the REIT IPO units i.e., **25,532,300** REIT units shall be made exclusively available to retail investors participating on the C-Trade and ZSE-Direct platforms. Should these not be fully subscribed by retail investors, they will be made available for allocation to other investors.

MINIMUM LOT SIZE

Applications shall only be acceptable for subscriptions of a minimum lot size of **5,000 REIT units** (of at least **ZWL28.00** each) translating to a minimum investment amount of **ZWL 140,000**

BASIS OF ALLOTMENT

- This REIT IPO is based on REIT units issued to the Promoter in exchange for the transfer of the underlying properties transferred into the REIT by the Promoter;
- Any holders of convertible debentures issued by the Promoter may elect to convert such debentures into REIT units during the offer period, in which case they shall be fully allocated REIT units by the Promoter on the basis of the Offer Price of **ZWL28.00** per unit;
- **255,323,000** REIT units are being offered to the public at an offer price of **ZWL28,00** per unit;
- Registered Asset Managers may apply for units in the IPO under their name on behalf of their clients;
- In the event of an over-subscription, Applicants shall be allocated the REIT units in the IPO on a pro-rata basis or such other criteria as may be determined by the REIT Manager and Trustee;
- All disqualified and unsuccessful applications shall be refunded by the date of listing.
- The promoter reserves the right to postpone or withdraw its Offer for Sale and subsequent listing due to any circumstances which may be deemed to be prejudicial to the promoters' or investors' interests during the Offer Period. Should this occur, all subscriptions received during the offer period shall be refunded in full.

APPLICATION PROCESS

- Retail investors may enter their application via the C-Trade or ZSE-Direct platforms up to the limit permissible on those platforms, or may elect to send through their applications by completing the Subscription Application (annexed hereto) by manual means and submitting same to the Transfer Secretaries or Sponsoring Brokers;
- Institutional investors, corporates and other investors shall send through their applications by completing the Subscription Application as well as accompanying proof of payment, and submitting them either manually or electronically to the Transfer Secretaries or Sponsoring Brokers;
- Applications shall only be valid if submitted together with full payment (as proven by accompanied bank proof of payment) for the REIT units applied for.

1. Background And Market Information

1.1 Zimbabwe Economic Overview

The Zimbabwean economy has drastically evolved over the last half a decade owing to changes in the governing administration and the introduction of major monetary policy reforms. The re-adoption of the Zimbabwean dollar in early 2019 catapulted the economy into hyperinflation as policy inconsistencies and the public mistrust of the new monetary regime led to a speculative parallel market and severe shortage of foreign currency on the official market. The government went on to implement austere measures to curb the inflation rate and bring back economic stability, these efforts have been undermined over the last 18 months by multiple factors including adverse weather, the after-effects of the Covid-19 Pandemic and changing monetary policy decision-making.

The global pandemic during 2020-2022 brought about a negative impact to the macro-economic environment, hampering local productivity and significantly lowering the economy's GDP output in 2020. Through government's Covid-19 containment measures and the continued robust monetary and fiscal policies, Zimbabwe's economy is expected to rebound with the 2022 growth projections being set at 4.6% (July 2022).

Economic growth in the short to medium term is expected to be driven by the revival of key sectors of the economy which are agriculture, mining, tourism and manufacturing. Growth in agriculture is hoping to be supported by the the coming agricultural season and a nationwide farm mechanisation drive, while the mining sector is benefiting from higher international commodity prices and increased output.

The manufacturing sector which has long been crippled by the country's economic woes is gradually starting to recover due to the sustained availability of US Dollars in circulation as well as access to foreign currency through the central bank's foreign currency auction system. Tourism remains impaired by Covid-19 but is on a fast pace of recovery. Recent data has shown improved occupancy rates in most major hotels across the country, albeit off a low base from 2021.

The recent inflation rate stability is encouraging more foreign currency deposits and driving the transactional capability of the market in foreign currency. These developments are expected to cascade down to productive sectors of the economy and spur aggregate demand and job creation.

While the sustainability of Zimbabwe's economic growth remains to be realised, the economy's path to recovery is becoming clearer. This is being supported by government's efforts to re-engage the international community and attract foreign capital that will help achieve sustained economic growth.

1.2 Zimbabwe Property Market Overview

Zimbabwe's property market has largely mirrored the performance of the overall economy over the last half a decade which was characterised by low economic activity, inflationary pressures, power challenges and foreign currency constraints. All of which have had an adverse impact on businesses.

The property market has generally remained subdued, characterised by significant vacancy levels in various sectors of the market. Covid-19 severely impacted the property market and resulted in further increased vacancy levels- especially in sub sectors such as Harare CBD offices. The broader office sector outside of the Harare CBD has also been affected due to reduced demand for space and the pandemic induced working from home arrangements. However, the continued growth in SME businesses has slowly started to stimulate some demand for working space with co-working spaces gaining popularity particularly in suburban areas.

The retail sector has been relatively resilient largely due to limited availability of quality trading space. The retail sector remains a relatively defensive property subsector due to the need for essential groceries and consumables. Growing consumer health consciousness brought about by the Covid 19 pandemic has also fuelled demand for health and pharmaceuticals retail space and remodelling of existing space to cater for these changes. The limited availability of formal employment, has also driven an increase in retail business selling various commodities. As a result of the high demand for space, there are few vacancies in well located, formal retail malls.

Furthermore, there has been an emergence of suburban shopping centres in most of the suburban areas which has resulted in retail shopping by residents being localized because they are conveniently located and easily accessible- we expect this trend to continue, especially since the infrastructure and road networks are not able to sustain traffic movements across the cities.

The existing and forward looking investment case for quality retail properties is driving new developments in the retail sector with over 5 new notable retail shopping centres having been completed over the last two years.

The industrial property subsector has historically underperformed other subsectors owing to the protracted lethargic manufacturing activity. However, as the manufacturing and warehousing demand for space increases, and existing business moves away from the existing outdated and obsolete stock- the demand will increase. As such, there has been a recent rise in developments focusing on warehousing and light industrial structures. The residential property subsector has recorded a relatively high level of demand mainly driven by the need for an inflation hedge through property investments and the need for affordable housing by home seekers in a growing population.

Frequent rental reviews in line with currency changes and inflationary trends have become the norm across the board with the range of increases influenced by the size, quality and location of the properties. Property development across all subsectors have been gradually increasing mainly aided by investors' need to preserve value while entering into new developments with a more long term view. As the country's path of economic recovery becomes clearer, property remains both a defensive investment that preserves investor capital and a strategic long term asset that will appreciate with improvements in the economy.

1.3 Prospects for Tigere REIT

It has been evident that the economic growth of a nation is supported by a vibrant commercial infrastructure both industrial and retail properties to drive production and trade. Zimbabwe's protracted economic woes since the early 2000s has led to an ailing commercial infrastructure with little growth and development happening in this sector over the years. This has not only further suppressed economic activity but has also made the country a less attractive investment destination for foreign capital. The state of the economy has also not spared both institutional and retail investors from capital value erosion that resulted from hyper inflationary pressures and an economic downturn.

The development of quality commercial property is more than imperative in Zimbabwe as the economy is set for a path of recovery that is expected to revitalise significant economic activity. The participation of local beneficiaries in the development and ownership of such property fosters an inclusive capital growth and sources of passive income for average Zimbabweans. This presents a strong case for a well-structured REIT that allows participation of investors with minimum capital requirement, offering value preservation and stable return on capital through income distributions and capital gains.

The Tigere REIT will offer a unique opportunity to investors by giving them exposure to high quality retail property assets in strategic locations with growing demand across Zimbabwe. The Fund will target to achieve a minimum income yield which will be backed by a diversified tenant mix of quality tenants and active asset management. Initial developments being placed into the fund will achieve a USD yield of between 5% & 7% for the first year of operation.

There are strong profitability and growth prospects for the Tigere REIT which is strongly supported by the growing demand for quality and modern commercial and retail space in Zimbabwe. The REIT manager's experience in commercial and retail property management in Zimbabwe and around the region will be key in deploying a deliberate and specialised investment strategy. Tigere REIT will seek to exploit growth opportunities through investing in quality commercial and retail properties across the country and within the region.

The Tigere REIT will be one of the few products which will have direct access to a pipeline of quality commercial and retail projects within Zimbabwe. The Asset Manager will ensure that quality property developments remain the core income stream for the fund and management will leverage off existing relationships with Zimbabwe's leading retailers who have shown commitment to support the REIT on its future growth strategy.

Prior to the introduction of the REIT legislation, Real Estate was characterised as a store of value however with little to no liquidity. The REIT framework offers investors guaranteed distribution of net income, with liquidity and therefore provides investors within Zimbabwe a credible alternative to the traditional forms of real estate investment.

2. Tigere Reit Information

2.1. Promoter

Frontier Real Estate Development is the Promoter of the Fund and is responsible for sponsoring the setting up of the Fund. Frontier has separately fundraised and is developing retail properties that will be acquired into the Fund as the initial seed properties. The Promoter is consequently the Fund's majority shareholder with plans to gradually reduce its ownership over time.

Frontier is a real estate company passionate about Africa and its growth. The business was established in 2013 to develop retail focused real estate across the African continent. The Promoter is currently active in Mozambique, South Africa, Zambia and Zimbabwe and holds future aspirations for both East and West Africa. Frontier has successfully raised capital and delivered a strong track record of projects with current value in excess of USD 120 million. Its Zimbabwean development assets include the Village Walk in Borrowdale and Marondera Main in Marondera which are both fully tenanted and realising stable USD rental yields.

Frontier will leverage its established experience and expertise to enhance Zimbabwe's urbanisation, infrastructural and economic development.

The promoter's Board of Directors and Key management is made up of the following members:

Name	
Brett Abrahamse ,38	Brett holds a BComm Honours Degree in Financial Analysis from the University of Stellenbosch. He has worked within the African real estate and asset management industry for the past 17 years. Prior to starting Terrace Africa in 2011, he was head of business development for Liberty Properties, one of Africa's largest real estate companies. He is based in Harare, Zimbabwe.
Antony Benatar,56	Antony co-founded Frontier Real Estate and has successfully guided and built large scale businesses across multiple sectors such as Real Estate, Asset Management, Eventing and Exhibitions, Outdoor Media and other Private Equity investments. Antony has consistently performed a key role in developing future infrastructure in Zimbabwe and has a firm belief in its prospects and growth potential
Michael Craft,49	Michael holds a Bachelor of Accounting degree from at the University of Southampton. He has since built a portfolio of successful businesses in Zimbabwe and in over 20 other African countries. Michael is based in Harare and is an executive with an entrepreneurial spirit who leads companies to growth and market differentiation.

A summary overview of the Frontier development assets are as follows:

Asset	Country	GLA(m2)	Anchor Tenant	Occupancy	Completed
Waterfalls Mall	Zambia	10 391	Shoprite	97%	2017
Zambezi Shopping	Mozambique	3 437	Shoprite	90%	2016
Tete Junction	Mozambique	4 704	Shoprite	91%	2015
Puma Airport Road	Zambia	2 500	Puma Energy	100%	2019
Nampula Shopping	Mozambique	4 669	Shoprite	100%	2018
Marondera Main	Zimbabwe	2 891	Pick n Pay	100%	2019
Total Energies Nampula	Mozambique	1 250	Total Energies	100%	2021
Borrowdale Village Walk	Zimbabwe	8 643	Pick n Pay	100%	2017
Highland Park	Zimbabwe	6 704	Pick n Pay	94%	2022
Chinamano Corner	Zimbabwe	2 007	Puma Energy	100%	2022
Kleinmond Shoprite	South Africa	3 650	Shoprite	Development	2023
KFC Waterfalls	Zambia	350	Yum Foods/ KFC	100%	2020
231 Oxford	South Africa	1 500	Alliance Media	100%	2017

2.2. Trustee

ZB Bank Limited is the appointed Trustee of the Fund and is responsible for protecting the interests of Unitholders and securing the fulfilment of the objectives of the REIT. The Trustee will be the custodian of the Fund's assets and will hold key documents of title such as Title Deeds.

ZB Bank Limited is duly registered as a commercial bank and is a licensed trustee in Zimbabwe. Among its business units is ZB Custodial Services, a leading provider of third-party custodial services. ZB Bank is a subsidiary of ZB Financial Holdings Ltd and the Board of Directors of ZB Bank is as follows:

Name (Position)
Stanford Andrew Sibanda
Masinire Edmore
Dr Passmore Musungwa Matupire
Gugu Nolwandle Mahlangu
Charles Mandizvidza
Precious Murena-Nyika
Francis Nyambiri
Shepherd Fungura

2.3. REIT Asset Manager

Terrace Africa Asset Management is a registered fund manager in terms of the Asset Management Act (Chapter 24:26) and is the Fund's REIT Manager appointed to manage Tigere REIT's property assets and offer its proven property and investment management expertise to ensure effective investment performance. Terrace Africa Asset Management team is made up of:

Name (Position), Age	Qualification	Experience
Brett Christopher Abrahamse (Managing Director), 39	B Com Financial analysis	16 years
Gregory John Benatar (Director), 46	BA, Economics and Internationals Relations	22 years
Tendai Mutizwa (Chief Financial Officer), 37	Chartered Accountant	13 years
Anesu Mutizwa (Compliance Officer), 27	B Com Accounting	5 years

Terrace Africa Asset Management will bring a wealth of expertise and experience to Tigere REIT having managed quality yielding retail properties within Zimbabwe and the region for over 10 years.

The company will carry out the following key functions:

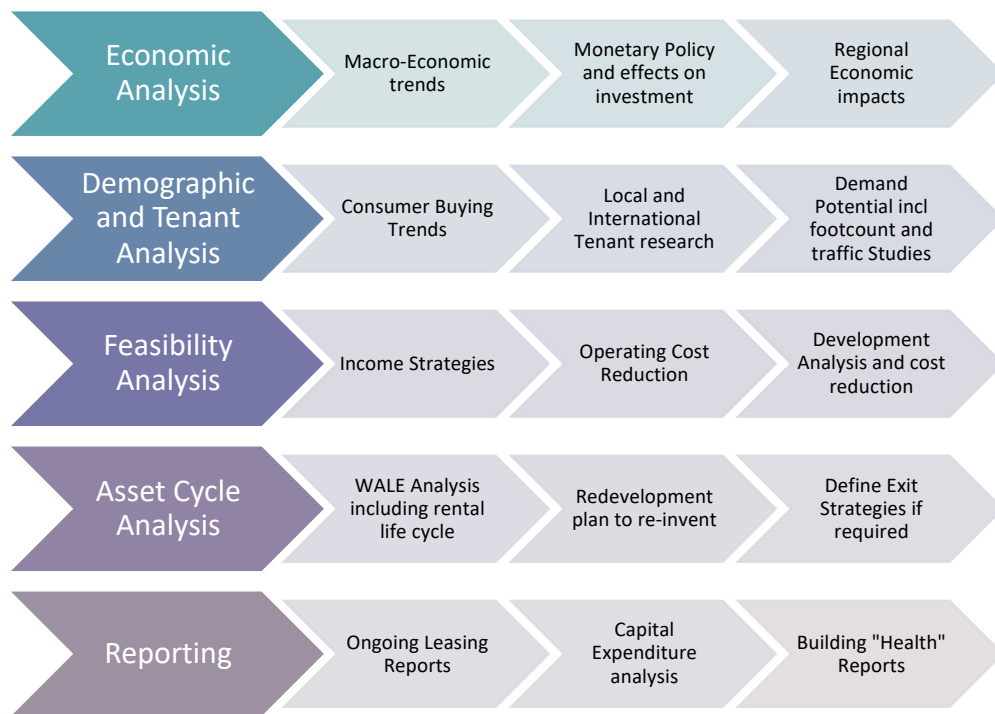
- Development of the Initial Public Offering and any subsequent Offering approved by the Trustee, including the determination of the specific terms of the securities to be offered by the Fund, preparation of all offering and related documents, and obtaining all required regulatory approvals of such documents;

- Carrying out the investment administration of the REIT Assets including the asset management of the portfolio of investments in accordance with the provisions of the Trust Deed, the Act and its Regulations;
- Make decisions as to the investment of the REIT Assets in a way that appears to it most likely to secure the objectives of the Scheme;
- Implement the Fund's investment policy;
- Reinvest any income of the REIT which is not required for immediate payments;
- Keeping and maintaining records of the REIT at all times ensuring timely reporting of the Fund's performance to Unitholders;
- Serve as the Fund's investment and financial manager with respect to sourcing, underwriting, acquiring, financing, originating, servicing, investing in and managing a diversified portfolio of commercial properties and other real estate-related assets;
- Adhering to the Fund's investment guidelines and maximising returns in the best interests of the unitholders;
- Oversee and conduct the due diligence process related to prospective Investments and advising on any disposal or acquisition of assets to the interest of the unitholders;
- Prepare reports regarding prospective Investments which include recommendations and supporting documentation necessary for its investment committee to evaluate the proposed Investments.

Terrace Africa Asset Management will endeavour to manage the Tigere REIT with a long-term investment mindset and ensure that the quality real estate assets to be included in the fund are situated in carefully chosen economically growing neighbourhoods within Zimbabwe and the region.

The REIT Manager can utilise their existing skillset to create strong trading assets which in turn attract good tenants. This success will further drive higher rentals while maintaining a consistent demand for space. This results in sound returns for investors while increasing asset diversification. The intention is that the REIT will remain resilient due to the quality and diversification of the assets and the Manager's well-established relationships with good tenants.

Terrace Africa Asset Management investment analysis process is summarised as follows:



The REIT Manager will also ensure that risk management is an integral part of its day-to-day investment process. This means that the team is prepared for unlikely events and are constantly learning from market corrections.

This applies to both market risk and non-market risks such as counterparty lease, operational, leverage and liquidity risks. Risk management is the responsibility of the REIT Manager and is integrated into the team's decision-making process. A Risk Management Matrix will form part of the Asset Managers ongoing reporting documentation

The components of Terrace Africa's risk management framework are as follows:

1. Risk Measurement - defining the potential impact;
2. Risk Monitoring - monitor changes in the sources of risk on a regular and timely basis;
3. Risk-adjusted Decision Making - aligning the property decision making process to maximise benefit for unitholders taking into account the risks.

2.4. Financial Advisor

Intellego Investment Consultants (Pvt) Ltd is a licensed investment advisory firm that advises institutional investors and provides a wide array of capital markets and strategic transaction advisory services. They are a trusted advisor to some of the largest pension funds in Zimbabwe and continue to add value to their investment programmes.

Intellego Investment Consultants (Pvt) Ltd t/a Intellego Advisory Services is the appointed Financial Advisor responsible for advising on the structure of the Fund, its capital raising and listing.

They provide a full spectrum of investment consulting services to investor clients who include pension funds, endowments, foundations, banks, insurance companies, medical aid funds and high net-worth individuals.

Their service offering is tailored to the needs of clients and it ranges from the basics of formulating a fit-for-purpose investment management program to confirmatory investment appraisal, sophisticated analytics and reporting.

Corporate Advisory



Investment Consulting



2.5. Legal Advisor

DLA Piper / Manokore Attorneys is a law firm duly constituted in terms of the Legal Practitioners Act [Chapter 27:07] and in compliance with the regulatory requirements imposed by the Law Society of Zimbabwe. They are the appointed Legal Advisor of the Fund responsible for advising on all legal and regulatory matters.

Manokore Attorneys is a leading Pan-African focused business law firm in Zimbabwe and a member of the DLA Piper Africa network of independent law firms. They are comprised of a team of well exposed, diverse and attentive lawyers that are regularly structuring and executing innovative transactions in both local and international markets. The focus of the firm's services is on key sector economic drivers and they have handled matters that involve mobilizing capital from development finance institutions, Pan-African financial institutions and international banks as well as private investors.

They have achieved rapid recognition in the local, regional and international markets and have established a strong reputation as a "go-to" firm for advice and assistance on public and private mergers and acquisitions, real estate and property development, oil and gas, mining, investment inflows from foreign capital source markets and a comprehensive understanding of reinvestment in different spheres of the commercial sector.

2.6. Auditors & Reporting Accountants

PKF Chartered Accountants Zimbabwe is a member firm of the PKF global network of accountancy firms and is duly registered with the Public Accountants and Auditors Board of Zimbabwe.

PKF Chartered Accountants Zimbabwe are the appointed independent auditors and reporting accountants responsible for giving an independent opinion on the financials of the Fund.

They specialise in advising growing and entrepreneurial / owner-managed businesses, listed companies, public institutions, local authorities and not-for-profit organisations.

2.7. Independent Valuers

Knight Frank are the appointed independent valuers responsible for giving an independent valuation on the assets of the Fund.

Knight Frank Zimbabwe Partnership was founded in 1980 and now employs over 100 people in Zimbabwe's two main cities, Harare and Bulawayo.

Supported by a global network of offices and cutting edge market-research, their clients benefit from their deep understanding of issues affecting national and international real estate. Knight Frank Zimbabwe Partnership is part of Knight Frank LLP - the leading independent commercial and residential property consultancy.

2.8. Advisory Board

Certain members of the Advisory Board may be selected to participate in the Fund Investment Committee, which shall be mandated to review and advise on key Fund transactions in line with the set Investment Policy. Other Board Committees may be established as deemed necessary considering the size of the Fund.

The Initial Advisory board members are as follows:

Michael Phillip Craft (49), Zimbabwean

Michael is a co-founding director of Frontier Real Estate. Having studied Bachelor of Accounting at the University of Southampton, he has since built a portfolio of successful businesses in Zimbabwe and in over 20 other African countries. After moving to Nairobi to drive expansion throughout the East Africa region, Michael has returned to Zimbabwe. He is excited about the infrastructure growth potential, and has been a key driver of Frontier's development pipeline in Zimbabwe and its other countries of operation in Southern Africa.

Michael is based in Harare and is an executive with an entrepreneurial spirit who leads companies to growth and market differentiation. He has a proven track record of implementing business development projects to drive revenue growth not only in the Property sector but in other portfolio businesses such as Alliance Media.

Michelle Chiganze (37), Zimbabwean

Born and raised in Harare, but having lived and worked in inner city Melbourne, Australia for over fifteen years. Her exposure to the first world real estate market has garnered her a world-view and a competitive edge that has awakened her passion of breathing new life into all the exciting features that her home country Zimbabwe has to offer.

Michelle studied Bachelor of Commerce at Deakin University and holds a Certificate in Real Estate Services from the Kangan Institute. Michelle has had the unique understanding of working with a plethora of clientele and properties in both Melbourne and Harare. Her attention to detail shows through the level of care and high regard that she extends to each and every property that passes through her hands, whether it be a stunning top floor penthouse apartment or a commercial property in the city outskirts

As a result of her human-centred approach, Michelle has accumulated an impressive network of clientele, which has accumulated through her vibrant and personable demeanour as well as her commitment to create a positive customer experience.

Michelle is known for her vibrant, positive nature, she has go-getter attitude and she exudes infectious enthusiasm and a bubbly approach to both life and real estate.

Isaac Isaki (39) Zimbabwean

Isaac is a seasoned strategic leader in investment management and corporate finance with over 13 years of progressive experience in corporate strategy formulation and implementation. Over the past years he has been successful involved in deal structuring,

transaction advisory, risk due diligence, investment appraisal, financial modelling, investment portfolio management and investment risk management.

He is current the Deputy Director Investment for the NSSA responsible for managing financial investments with a portfolio of over \$150 billion. Isaac is concurrently, the Chief Executive Officer / Principal Officer of the NSSA's occupational pension scheme. During his career he has served as Head of Corporate and Structured Finance for fast growing financial institution. He is a past Director of the National Building Society.

Isaac is a holder of Chartered Financial Analyst (CFA) designation and a MBA graduate from the University of Zimbabwe. He also holds an Msc Finance and Investment postgraduate degree from the National University of Science and technology.

Bongai Zamchiya (45) Zimbabwean

Bongai Zamchiya read law at university and has been involved in business in Zimbabwe for over 20 years as an entrepreneur . He is co-founder and executive director of Pariah State – a food and beverage company.

Bongai is the Chairman of Old Mutual Insurance Company – Old Mutual Zimbabwe's short term insurance company, Chairman of Montclair Hotel and Casino; and sits on the board of listed entity TSL Limited. In the not profit space, Bongai is a trustee of the Conservation Angling and Sustainability Trust (CAST) and is a Zimbabwe selector for the Beit Scholarship in Zimbabwe.

Bongai is a keen rugby man and has been involved the game in Zimbabwe for over 20 years, in various roles. He sits on the Judicial Panels of Rugby Africa and World Rugby; and is a World Rugby Educator.

Antony Benatar (56), Zimbabwean

Antony Benatar, born and raised in Zimbabwe is considered a successful entrepreneur within Africa. Antony is a co-founder and Managing Director of Alliance Media which he started in 1997 in Zimbabwe. Over the past 25 years Alliance Media has grown to be recognized as Africa's leader in Outdoor Media and Airport Advertising across 25 African Countries.

15 years ago Antony co-founded Frontier Real Estate and has successfully guided and built large scale businesses across multiple sectors such as Real Estate, Asset Management, Eventing and Exhibitions, Outdoor Media and other Private Equity investments. Antony has consistently performed a key role in developing future infrastructure in Zimbabwe and has a firm belief in its prospects and growth potential.

He is a passionate about business in Africa and is constantly looking for options to contribute and share in its growth.

Charity Chirume (31), Zimbabwean

Charity Chirume is a real estate investment analyst who holds a BSC in quantity surveying. She has over 10 years' experience in the real estate sector. Her quantity surveying and project management foundation provides solid background for analyzing business transactions in the property fraternity.

She has been instrumental in acquisition and development of recently completed high profile retail shopping centers across Zimbabwe and she is currently spearheading a strong pipeline of future projects.

Charity is currently a senior development manager at Terrace Africa. She is a fellow member of the Project Management Institute of Zimbabwe.

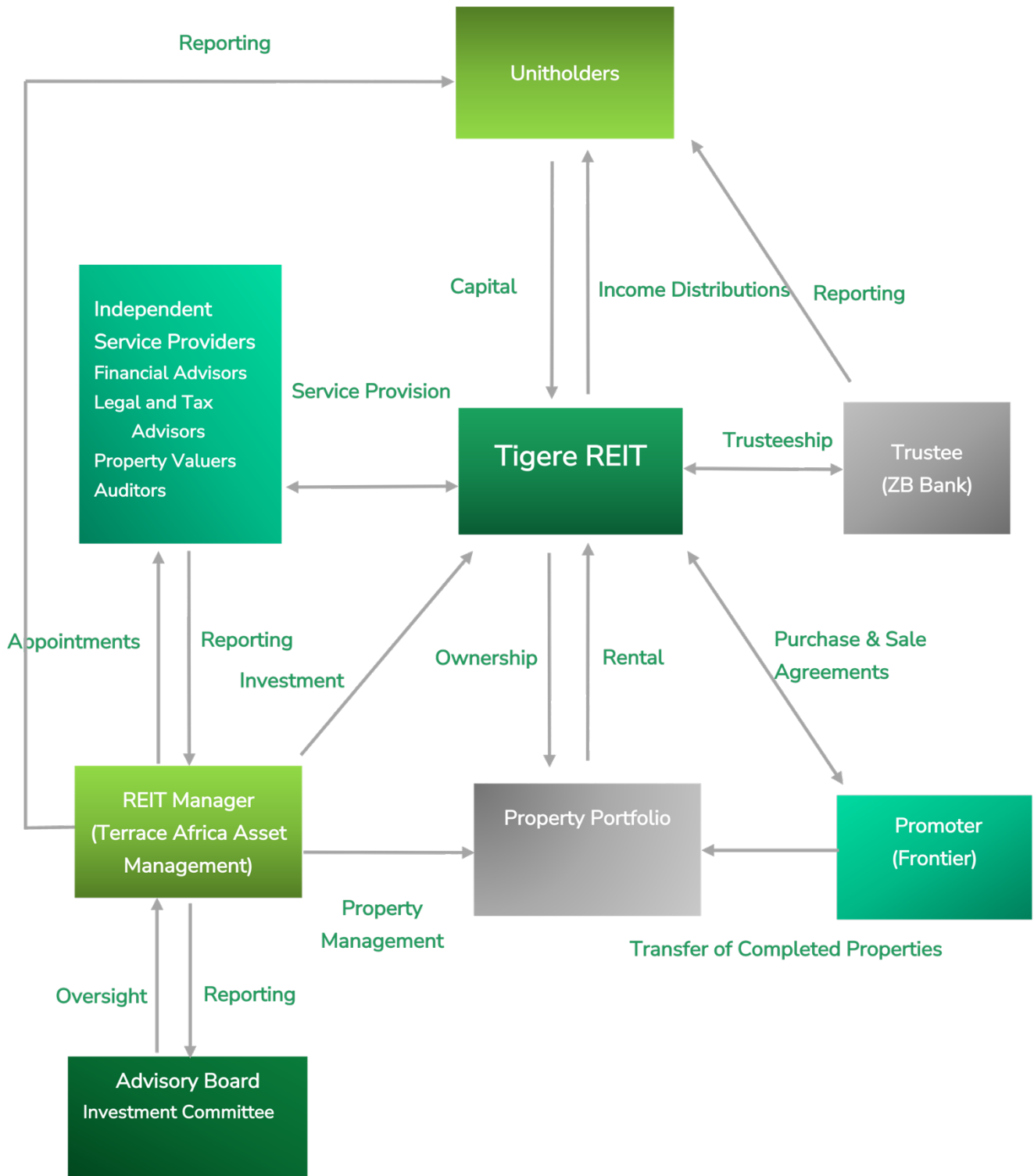
2.9. Other Service Providers

The REIT Manager will appoint specialist service providers to provide their services in the ongoing operations of the Fund. Such service providers may include but not limited to:

- Property Managers – who are responsible for leasing, tenant management, rent collection, property maintenance, operational budgets, facilities management and more for the Fund's properties;
- Structural engineers - who are responsible for ensuring that the structures of the Fund's properties are durable; safe and can withstand the stresses and pressures imposed by use and the environment;
- Marketing consultant - an outside advisor who is responsible for creating and implementing marketing strategies for the Fund's properties;
- Town Planners – who are responsible for easing or avoiding social, economic and environmental problems within the Fund's properties;
- Environmental consultants – who are responsible for advising on such areas as pollution, contaminated land and environmental policy with regards to the Fund's properties.

2.10. Structure of the REIT

A schematic presentation of the Fund's structure is shown below:



2.11. Fee Structure

The Fund will incur costs associated with its administration and management. Details of the expected fees are set out below:

2.11.1. Fund Management Fee - The REIT Manager fees cover the day to day management of the Fund. The fees are calculated as:

- **0.9% per annum of the Enterprise Value of the Fund**
Whereas the Enterprise Value is the sum of the Fund's market capitalisation (based on one-month volume weighted average price) and any net debt. The fee will be calculated and be payable quarterly in arrears.
- **Transaction fee of 1% of the value of any property acquired or sold**
Further to the fund management fees, The REIT Manager is entitled to a transaction fee of 1% of the value of any property acquired or sold.
- **Transaction fee for initial seed assets**
For assets included in the initial public offering a negotiated fee has been agreed at 0.5% of asset transaction value.

2.11.2. Trustee Fee – The Trustee will paid fees Fund's relating to trusteeship and safe custody of the Fund's assets. The fees comprise of:

- **0.1% per annum of Net Asset Value**
The fee is subject to a maximum of the ZWL equivalent of USD 50 000 per annum.

2.11.3. Audit Fee – This is a fee paid to the auditors of the Fund and will be quoted by the Auditors in accordance to the number of hours worked in conducting an Audit. It is anticipated that the maintenance of a reserve will be sufficient to cater for any scheduled or ad hoc audits of the Fund.

2.11.4. Property Valuation Fee – This represents the fees paid to the valuers of the underlying properties for their services. These fees are to be quoted in accordance with the valuation needs of the Fund and the Fund's advisory board will be responsible for the appointment of a valuer and approval of fees thereof, as and when property valuations are needed.

2.11.5. Other Service Providers' Fees – Other fees such as financial advisors, town planning, legal and conveyancing fees, agents' commission, specialist service provider fees, project management costs, letting fees and other fees incurred pursuant to the acquisition, refurbishments and (or) disposal of the Fund's properties will be borne directly by the Fund.

2.12. Initial Estimated Expenses

The Initial Estimated Expenses include costs, fees and charges associated with the establishment and listing of the REIT incurred by the Promoter to be recovered from the REIT. These costs are limited to a maximum amount of 7,5% of the market capitalisation of the Fund and are estimated to be a total of approximately USD 770 902

The Initial Estimated Expenses comprise of:

Listing fees	USD		Total
	REIT Set-up	Capital Raise	
Transaction advisor - advisory fees	37 000		37 000
Transaction advisor - placement fees		235 200	235 200
Asset Manager - structuring fee		110 500	110 500
Sponsoring Broker	8 733		8 733
ZSE listing fee		7 500	7 500
SEC REIT approval	109		109
Legal and advisory fees	291 050		291 050
Marketing fees	17 332		17 332
Advertising Costs	7 500	5 000	12 500
Events	25 000		25 000
Registrar			-
Structural engineers fee	5 000		5 000
Tax consultant fee	5 978		5 978
Valuation fees	10 000		10 000
Travel and Roadshow related	5 000		5 000
Total	412 702	358 200	770 902

2.13. Issue and Buy-back of Units

Initial issue of Units in the Fund shall be allocated and sold to investors in accordance with the Allocation Procedure at the time of listing.

The Fund through the REIT Manager may issue additional Units towards funding the acquisitions of new properties or in exchange for properties being transferred into the Fund. The basis for the issue of such Units is stipulated to be the same value or as nearly as possible as that for the issue of Units for cash.

The REIT Manager may buy back Units in the REIT if the Advisory Board considers that redeeming Units would be in the best interests of the REIT.

Unitholders can exit their investment, all or in part, by trading their units on ZSE at the prevailing quoted prices.

2.14. Valuation of REIT Assets

The REIT Manager in consultation with the Trustee shall appoint an independent Valuer to value the Real Estate assets at least annually while the REIT Manager will internally appraise the REIT's assets on a quarterly basis or earlier in the event of acquisition or disposal of properties.

For REIT assets which are not real estate assets or cash, bank deposits or listed securities, The REIT Manager in consultation with the Trustee may appoint a suitably qualified, specialist, independent and professional Valuer to undertake the valuation of those assets.

The REIT Manager shall, as soon as practicable after each valuation publish on the REIT website or the REIT Manager's website or both, a statement of the Net Asset Value ("NAV") of the Fund following such valuation.

The REIT Manager will ensure that the relevant REIT Assets are appropriately valued:

- Prior to acquisition or disposal of any asset;
- Prior to the issue or offer of any Units;
- Annually or any shorter period as is necessary to enable preparation of required reports;
- If the Auditor, Promoter or Unitholders request by way of an Ordinary Resolution;
- At any other time, if the Trustee or the REIT Manager or the Auditor is of the opinion that it is desirable in the interests of the Unitholders that a valuation be conducted or that there has been a material change that may result in the then current valuation being incorrect.

Valuations of the Fund's property assets will make use of the most suitable one or more valuation methodologies which are in line with best practice and applicable valuation standards. Where the regulator has prescribed a method of valuation for any assets, including assets for which a quotation is lacking at any time, such assets shall be valued in the manner prescribed.

The valuation shall be made in Zimbabwe dollars, and where applicable converted from another currency at the rate of exchange prevailing when the valuation is made

2.15. Accounting Period, Reporting and Distribution of Income

The REIT shall have annual accounting period year ending 31 December and The REIT Manager shall prepare a yearly accounting report and publish within three months of the conclusion of each accounting period. The accounting report shall contain the following:

- The capital and income account of the Fund;
- The portfolio of assets of the Fund, its liabilities and changes in its investments;
- A total expense ratio being the ratio of all expenses to the value of the property of the Fund on an average basis;
- A report of the Auditor and of the Trustee;
- Any such information as may prescribe by regulators.

The REIT Manager, will at least on a semi-annual basis prepare and publish reports within 30 days after the end of the period containing the following:

- Brief commentary on the economic and property market overview;
- Acquisitions or disposals made during the period;
- Details about the Fund's property portfolio and any developments in the past reporting period;
- Details about income, expenses and distributions made by the Fund.

The REIT Manager shall distribute the net income of the Fund as follows:

- At least 80% (eighty percent) of all distributable income per annum shall be distributed not later than three months after the end of each accounting period;
- More Frequent interim distributions may be made after taking into account any immediate cash flow requirements and such that the total distributions in a year shall be at least 80% of the annual distributable income;
- Distribute to Unitholders the whole of the income available for distribution on the basis of each unit receiving an equal amount.

As a commitment to paying out a minimum of 80% distributable income, the REIT intends to pay dividends for Year 1 as follows, subject to regulatory and Stock Exchange approvals:

End of Financial Quarter	Dividend Declaration date	Proposed Payment date
31 December 2022	6 February 2023	20 February 2023
31 March 2023	5 April 2023	17 April 2023
30 Jun 2023	3 August 2023	14 August 2023
30 Sep 2023	6 November 2023	20 November 2023
31 December 2023*	18 March 2024	29 March 2024

*final dividend following year end and Audit

2.16. Tax and Regulatory Compliance

The Fund shall be accorded a tax exemption status in accordance with the criteria set out under the Finance (No. 2) Act of 2020. As such, the Fund's income is non-taxable and Unitholders will be taxed on income distributions depending on their tax status.

The Fund through the REIT Manager and Trustee will ensure that the Fund remains compliant with the tax exemption requirements, Fund registration requirements as set out under the Collective Investment Schemes Act and any other relevant regulatory requirements.

2.17. Voting Rights of Unitholders

The Trust Deed contains in detail the voting rights of Unitholders. In summary, voting rights of Unitholders are highlighted as below:

- Each Unitholder is entitled to attend and vote at a meeting of the REIT and is entitled to appoint another person to attend and vote in his/her/its place whether such a person is a Unitholder or not.
- On a show of hands, every Unitholder who, being an individual is present in person or being a corporation, is present by its representative duly authorized in that regard, shall have one (1) vote per Unit held.
- Votes may be given either personally or by proxy and the voting rights attached to each shall be in such proportion of the voting rights attached to all of the Units in Issue.
- Schedule 1 of the Trust Deed contains matters that require the approval of Unitholders either by Ordinary Resolution or Special Resolution.

2.18. Meeting of Unitholders

The Trust Deed contains detailed provisions for meetings of Unitholders. In summary;

- The Trustee or the REIT Manager shall convene a meeting of the Unitholders at any time or if so requested in writing by participants holding not less than one tenth (10%) of the Units in issue.
- Unitholders shall convene an annual general meeting.
- For the convening of a general meeting, a written notice of not less than 14 (fourteen) calendar days, inclusive of the date on which the notice is deemed to be served, and the day of the meeting, shall be given to each Unitholder.
- A quorum of Unitholders holding not less than one tenth (10%) of the Units in issue must be present in person or by proxy.

- The REIT Manager shall be required to keep minutes of every meeting in a minute book.
- Matters requiring an Ordinary Resolution of a meeting shall be passed requiring majority of votes (greater than 50 percent) of the Units held by those present and voting at the meeting.
- Matters requiring a Special Resolution shall be passed requiring votes representing greater than 75 per cent of the Units held by those present and voting at the meeting.
- Certain Matters requiring a Special Resolution are summarised as follows:
 - Approving the REIT Asset Manager’s recommendation to appoint a new Trustee in the event of a voluntary resignation by the Trustee;
 - approving the Tigere-REIT’s intention to dispose any Real Estate assets that can only be terminated on the payment of consideration or of a penalty if the total consideration for the proposed acquisition from or disposal transaction to the Promoter or a Connected Person represents more than five per cent (5%) of the latest published value of the REIT;
 - approving the disposal of Real Estate at a price lower than eighty per cent (80%) of the value assessed in the relevant valuation report;
 - approving the conversion of the Tigere Income REIT into a Development REIT.
 - Approving the REIT Asset Manager’s recommendation to appoint a new Trustee in the event of a voluntary resignation by the Trustee;
 - Approving the removal of the REIT Asset Manager and the appointment of a replacement REIT Asset Manager
 - approving the disposal of Real Estate at a price lower than eighty per cent (80%) of the value assessed in the relevant valuation report;
 - approving the alteration of any Scheme Document;

2.19. Winding Up

The Trust Deed contains detailed provisions of circumstances under which the Fund can be wound up and the procedures to be followed. In summary, the Fund is wound up in the event of any of the following:

- Where the Fund ceases to be registered;
- Where the Registrar so agrees at the request of the Trustee and the REIT Manager;
- If a Special Resolution is passed to that effect and the Registrar so agrees;
- On amalgamation of the Fund with another registered scheme;
- If an event occurs, of which its occurrence provides that the REIT is to be wound up as per the Trust Deed.

3. Investment Policy And Property Portfolio

3.1. Investment Objectives and Strategy

The main purpose of the Tigere REIT is to generate financing for ownership of Rental Income Real Estate projects and to generate income and capital growth for investors. The Tigere REIT shall further have infrastructure development goals to drive economic growth within the regions it operates in.

The objectives of the Tigere REIT are summarised as follows:

- Acquisition and disposal of and investment in Eligible Real Estate Investments;
- Letting and stabilization of income generating rental Real Estate spaces;
- Undertaking of incidental and connected activities related to the REIT Assets;
- Promoting the general ownership of real estate by the generality of Zimbabweans;
- Contributing to building country infrastructure through development of supporting infrastructure to the Real Estate assets.

The investment strategy shall focus on accretive acquisitions of rental income generating real estate spaces.

3.2. Investment Guidelines

The overall objective of the REIT Scheme is to generate income and capital growth through the acquisition of Eligible Real Estate Investments. The REIT Scheme can do this by investing in both completed real estate acquisitions and new development activity in-order to deliver on its mandate.

The Fund may invest only in accordance with the following investment guidelines, and the Trustee and the REIT Manager shall ensure that the Tigere REIT observes such guidelines:

- Tigere REIT shall acquire, for long-term investment, income generating real estate and other eligible investments including, but not limited to, retail, commercial, mixed use, hospitality, residential and industrial real estate sectors;
- Tigere REIT shall undertake development and construction activities as may be permitted by the Act and the Regulations for a REIT;
- Tigere REIT shall target long-term contracts with financially sound and reputable tenants;
- By leveraging off the expertise of the Promoter and REIT Manager, the REIT will also look to invest in income producing and development opportunities in Sub-Saharan

Africa to the extent that the investment outside of Zimbabwe may not exceed 30% of the total portfolio value at the time of investment;

- The REIT Manager will investigate and comprehensively review all relevant information regarding any prospective acquisition target, such as anticipated market demand, future revenues from the property and related risks, costs specific to the exact location of the property, environmental and topographical features, regulatory constraints and related rights attached to such property;
- The Trust shall not make, or permit any of its Subsidiaries to make, any investment that could result in the Fund ceasing to qualify as an Authorised REIT Scheme under the REIT Regulations;
- The REIT Manager will investigate and comprehensively review all relevant information regarding any prospective acquisition target, such as anticipated market demand, future revenues from the property and related risks, and costs specific to the exact location of the property, environmental and topographical features, regulatory constraints and related rights attached to such property;
- The REIT Manager, Investment Committee and the Trustee shall ensure that the investment policy is adhered to.

3.3. Initial Property Portfolio

The Tigere REIT will be seeded with two newly completed retail property assets in line the Finance (No. 2) Act of 2020's qualifying requirement for tax exemption status to REITs for non-pension fund investors. The Fund views the requirement as an instrumental driver for infrastructure growth within Zimbabwe.

The two properties that will be seeded to the Fund are Highland Park Phase 1 and Chinamano Corner as presented below:

	Lettable Area (m ²)	Completion	Key Tenants	Estimated Net USD income p.a.
Highland Park Phase 1	6,704 m ²	June 2022	Pick n Pay, Puma, Chicken Inn, Café Nush	USD \$1,427,019
Chinamano Corner	2,007 m ²	August 2022	Puma, Chicken Inn	USD \$285,272

The consolidated portfolio metrics and characteristics upon listing are illustrated below:

	Lettable Area (m ²)	Occupancy	Average Rental per m ²	Weighted Average Lease Expiry (WALE)	USD lease percentage %
Highland Park Phase 1	6,704 m ²	94%	USD \$15.69	7.27 years	73%
Chinamano Corner	2,007 m ²	100%	USD \$20.50	6.26 years	76%
Consolidated	8,711 m²	94%	USD \$16.82	7.03 years	75%

The major tenants for the portfolio are listed below:

Highland Park	Lettable Area (m ²)	Lease Term (years)
Pick n Pay	2,291 m ²	10 years
Pick n Pay Liquor	200 m ²	5 years
Puma Energy	2,000 m ²	20 years
Café Nush	361 m ²	3 years
Pariah State	239 m ²	3 years
Chicken Inn (Simbisa)	203 m ²	5 years
TV-Sales	195 m ²	3 years

Chinamano	Lettable Area (m ²)	Lease Term (years)
Puma Energy	1,200 m ²	10 years
Simbisa	220 m ²	5 years

Highland Park Phase 1

Overview

The Property is situated in Highlands with its formal address being 1 Arcturus Road, Highlands, Harare with consolidated stand number 1006 of Highlands. The development is situated on the corner of ED Mngangagwa Road (former Enterprise Road) and Arcturus Road. Highlands suburb is part of a decentralized predominantly residential area within the middle to high income area of Highlands - incorporating neighbouring suburbs of Greendale, Colne Valley and Lewisam approximately 7km, east of the city centre of Harare. The development features 27 Retail shops including a fuel station with a gross lettable area of approximately 6,704 square meters with 221 parking spaces. The retail centre is located on 2.4 hectares of land. The mall is built for future expansion and features a parking ratio of over 5 bays per 100sqm of retail GLA (gross lettable area).

The property presents an ideal location with potential to improve the returns through growing traffic volumes and improved tenant mix compared to competing properties in nearby retail nodes.

Major access road to the area is ED Mngangagwa (Enterprise Road) which is one of the largest East-bound highways connecting the towns of Mutoko, Nyamapanda as well as the outlying residential neighbourhoods of Glen Lorne, Gletwin, Chisipite and Umwinzidale. The traffic volumes are expected to improve the accessibility to the neighbourhood. The area is populated with middle / high income residential owners / tenants. The mall is well supported by local residents and workforce from businesses and offices in nearby mixed-use developments along ED Mngangagwa (former Enterprise) Road.



Tenant Mix and site leasing plan (phase 1)

The tenant mix is centred around the Anchor store, being Pick n Pay which occupies approximately 40% of the total GLA. A Puma fuel station also acts as a key attraction to the site allowing for a steady stream of clientele throughout the day. The centre also incorporates multiple restaurants and take-away options, as well as various service-related tenants such as banks, wellness and service centres as well as an apparel component. The leasing for

phase 1 has been finalised with the centre being 94% occupied at time of publication, however leases for 100% of the lettable GLA have been concluded.

Town planning Summary

A town planning survey was conducted by Development Studio Africa, who are one of Zimbabwe's leading Town Planning companies. The town planning report confirmed that the existing plans are approved and the surveyor confirmed the surveyed and computed acreage tallies with the certificate of title. The full town planning report is available for inspection.

Chinamano Corner

Overview

The Property is situated at the corner of J. Chinamano Avenue and Sam Nujoma (Former 2nd) Street (A3 highway) leading directly out of the Harare CBD with its formal address being 23 J. Chinamano Avenue, Harare whose stand number is Stand 1745 Salisbury Township of Harare. The new modern convenience retail development features 13 retail shops including a fuel station. The development has been positioned to capture traffic and trade outbound along 2nd Sam Nujoma (Former 2ndals) Street heading towards the suburbs of Avondale, Greencroft, Belgravia and beyond to Mazowe and Bindura / Shamva.

A key feature of the location is the position of the development around the neighbouring residential component of the Avenues including the Medical facilities which are currently lacking quality food and convenience retail offering. Hospital staff from nearby facilities including Avenues clinic as well as patients and hospital visitors will now have a safe, secure and clean environment to visit nearby. There will also be 4 first floor shops which can be rented out as retail showrooms or offices who will benefit from the convenience.



Tenant Mix and site leasing plan

The tenant mix consists of 13 shops includes a pharmacy, convenience retail, florist and multiple food tenants. A Puma fuel station acts as a key attraction to the site allowing for a steady stream of clientele throughout the day.

Town planning Summary

A town planning survey was conducted by Development Studio Africa, who are one of Zimbabwe’s leading Town Planning companies. The Town planning report confirmed that the existing plans are approved and the surveyor confirmed the surveyed and computed acreage tallies with the certificate of title. The full town planning report is available for inspection.

3.4. Property Deal Pipeline

The Fund has entered into pre-emptive agreements with various partners and developers to purchase a pipeline of prospective properties which could be added into the portfolio and provide further returns to Unit Holders. The fund notes that whilst only some of these assets are secured, Tigere REIT is not obliged to transact on these assets and each project will be subject to its own due diligence and terms and details to properties and projects are subject to changes.

Project	Status	Commencement	Detail and GLA
Highland Park Phase 2	Development Started	September 2022	4 500m ² of Additional retail and mixed use offices. Development already 80% pre-let
Harare Office Park	Land Purchase Underway	March 2023	New 900m ² mixed use office park on prominent road within the Golden Triangle of Harare. Development already 80% pre-let
Ruwa Retail	Land Purchase underway	March 2023	Retail, Drive thru and fuel station on extremely well-located piece of land in Ruwa. Approx 4 000m ²

Harare Retail Mall

Memorandum
and Notarial
lease signed

June 2023

New 5 850m² mixed used
Retail scheme in partnership
with Zimbabwean Agricultural
Society

Bulawayo

Land
Negotiations
underway

April 2025

Suburban Mall with food and
lifestyle offering,
Approximately 2 800m²

4. Financial Information

4.1. Forecast Financials

In order to present the Fund's potential financial performance, this Prospectus includes the forecast income statements and balance sheet for a projection period of 3 years. The projections are based on the base case assumptions of likely future operational performance, taking into consideration, the anticipated broad operating environment, risks and industry dynamics.

The underlying assumptions and their consequent results may or may not prove to be correct, more-so in the medium to long term, and prospective investors should be guided accordingly. No representations, expressed or implied, are made as to the accuracy of such statements, estimates and projections. Presented below are the forecast financials:

FORECAST INCOME STATEMENT (FY1 – FY3)

All figures in USD	Tigere Property Fund		
	FORECAST	FORECAST	FORECAST
	YEAR 1 14 Months	YEAR 2 12 Months	YEAR 3 12 Months
Forecast Statement of Comprehensive Income			
Revenue	1 948 247	1 734 275	1 804 760
Utilities income	302 349	274 441	278 099
Utilities expense	(328 905)	(296 424)	(304 601)
Net Property income	1 921 692	1 712 292	1 778 257
Other Income	-	-	-
Total income	1 921 692	1 712 292	1 778 257
Total operating expenses	(388 212)	(392 444)	(400 238)
Distributable income before fair value adjustments	1 533 480	1 319 847	1 378 019
Fair value adjustments	-	-	-
Finance costs	-	-	-
Total comprehensive income	1 533 480	1 319 847	1 378 019
Key Forecasted ratios	YEAR 1	YEAR 2	YEAR 3
Occupancy	94%	95%	96%
Rent per sqm	\$14.26	\$14.82	\$15.50
% Leases contracted in USD	75%	78%	82%
% GLA national tenant	74%	77%	81%

FORECAST OF FINANCIAL STATEMENT POSITION (FY1-FY3)

All figures in USD	Tigere Property Fund			
	FORECAST	FORECAST	FORECAST	FORECAST
	Opening Statement	Year 1 14 Months	Year 2 12 Months	Year 3 12 Months
Forecast Statement of Financial Position				
Assets				
Investment Property	22 100 000	22 100 000	22 100 000	22 100 000
Current assets	191 085	467 944	805 067	1 155 267
Cash	191 085	410 294	753 698	1 101 919
Debtors	-	57 651	51 369	53 348
Total assets	22 291 085	22 567 944	22 905 067	23 255 267
Equity and Liabilities				
Shareholders equity	22 201 575	22 478 434	22 815 557	23 165 757
Equity and reserves	22 201 575	22 478 434	22 815 557	23 165 757
Liabilities	89 510	89 510	89 510	89 510
Short term liabilities	89 510	89 510	89 510	89 510
Long term liabilities	-	-	-	-
Total equity and liabilities	22 291 085	22 567 944	22 905 067	23 255 267

Additional disclosures to the forecasted financial information

Included in the administration costs are advisor emoluments detailed below

Administration costs	Year 1	Year 2	Year 3
	USD	USD	USD
Advisor emoluments	14,400	14,480	14,970

4.2. Key Forecast Assumptions

The forecast financials and financial analysis are based on the following key operating assumptions:

Assumptions FY 1- FY 3			
	<ul style="list-style-type: none">• These forecasts have been supplied in USD• All leases are assumed to remain in place over the life of the lease• Lease escalations have been indicated per lease• All exchange rates are at the time of preparing the forecast• To maintain REIT status the fund must pay out 80% of dividends• There will be no revaluation gains recorded in the period being forecast• All investments are at the discretion of the board of advisors as such no assumptions have been made on the utilisation of cash		
	Year 1	Year 2	Year 3
GDP growth	4.6%	5.4%	5.2%
Cost inflation	2.0%	2.0%	2.0%

5. Investor Considerations And Risk Factors

5.1. Investment Attractions

Tigere REIT presents a strong investment proposition to both institutional and retail investors by offering several attractions summarised as follows:

Exposure to quality property assets

- Tigere REIT will only invest into and hold quality, yielding properties that meet set benchmarks.
- Properties that are located in strategic locations with a bias towards convenience retail.
- Properties that have a diversified tenant mix of quality tenants on long term leases.

De-risked and pre-tenanted properties

- The Promoter will de-risk property developments by first developing properties separately outside the Fund before transferring them.
- The REIT Manager will seek to pre-let all the lettable space during development and to actively maintain optimal occupancy, preserve and grow the portfolio's value.

Stable income, tax efficient and liquid security

- Stable income through set targeted USD rental yields with a high rental yield on initial properties transferred into the fund for a period of one year.
- A REIT is tax efficient as investors into the Fund are only taxed on income distributions depending on their tax status.
- Units are tradable securities on ZSE and hence liquid, offering an easier exit for investors.

Experienced team, strong ESG values and broad economic impact

- The Fund has a highly experienced team with proven capabilities from the Promoter, REIT Manager, Trustee and Advisors.
- Tigere REIT and its respective parties are committed to strong governance and reporting systems that are centred on accountability and transparency.
- Social and environmental impact are key considerations by the Fund in creating a broader impact in society and the economy. The Tigere REIT, in partnership with the REIT Manager will implement an Educational fund. The fund will utilize a percentage of REIT income to develop human capital skills in the areas of Real Estate and Capital Markets. Further details of the programme will be made available to unitholders during the financial year.
- By advancing infrastructural development in the country through modern retail property developments and associated public infrastructure such as roads,

intersections, power and sewer the Fund is making a broader economic, social and environmental impact

5.2. Risk Factors

Investment in the Fund is not risk free and potential investors are strongly recommended to consider the risk factors described below, together with information contained elsewhere in this Prospectus, before deciding whether to participate in this Offer.

There are specific risks which relate directly to investment in the Fund, its underlying property assets and projected performance. In addition, there are other general risks, many of which are largely beyond the control of the Fund, the REIT Manager, the Trustee and the Board. The risks identified in this Section, or other risk factors, may have a material impact on the investment performance of the Fund and the value of the capital invested.

The following is not intended to be an exhaustive list of the risk factors to which the Fund is exposed.

Risks associated with the Tigere REIT and its Property investments

- **Market Risk** - The underlying asset value of Tigere REIT properties may be impacted by fluctuations in supply and demand for rental properties of the type that the Scheme intends to invest in.
- **Income Risk** - Rental income earned from, and the value of Tigere REIT's investment properties may be adversely affected by a number of factors and distributions may not be made if the REIT Scheme reports an operating loss.
- **Operational risk** – This involves the risk of loss arising from inadequate controls within the Fund or system failure that may adversely affect Unit holders. The use of independent Trustees and Auditors helps minimise exposure to such risks.
- **Financial risks** – The use of leverage to satisfy temporary liquidity requirements may expose the Fund to financial risk, especially in the event of failure to repay the money so borrowed or an increase in interest rates which may adversely affect the Fund. Any such borrowings will be used after careful consideration and have been limited to 50% of the Fund to help manage the risk.
- **Regulatory and Compliance risk** – The Fund is regulated by the Securities and Exchange Commission of Zimbabwe. To protect the investing public, SECZIM may impose stringent regulations which may adversely affect the smooth operation and decision making of the Fund and in the event of non-compliance, may incur heavy

penalties. The REIT Manager intends to fully comply with all regulatory requirements and actively engage the regulator where it is uncertain.

- **Liquidity Risk** - The Tigere REIT will be amongst the first I-REITS to have its units listed on the ZSE, so there is no demonstrated active market for similar securities as yet.

General Investment Risks

- **Political Risks** - Policy changes or political interventions may adversely affect the existence and/or ownership or market value of investments in general. Changes in legislation, especially taxation laws, may also affect the demand and value of the properties. The Fund will retain the services of legal and taxation experts to help anticipate and manage such risks.
- **Country specific risks** - Investing in securities in emerging markets generally poses a greater degree of risk, albeit for potentially higher returns, than investment in more mature market economies because the economies in emerging markets are more susceptible to destabilisation resulting from domestic and international developments.

6. General Disclosures

6.1. Conflicts of Interest

The Trustee, REIT Manager, Board, Promoter and other service providers to the Fund may from time to time act in a similar capacity in relation to, or be otherwise involved in, other business interests established by parties other than the Fund which have similar objectives to those of the Fund. It might happen that any of them may, in the course of business, have possible conflicts of interest with the Fund. In such cases, each will, at all times, have regard in such event to its obligations to the Fund to:

- 1) disclose the nature of the conflict of interest
- 2) provide working solutions to resolve the specific conflict of interest
- 3) report such solutions to resolve the conflict to the Trustee for their approval.

Should a conflict arise which cannot be fairly and objectively resolved, then the Trustee shall act as the final decision-maker and provide a working solution.

6.2. Material Contracts

The Trustee and the REIT Manager have entered into an Agreement dated 12 September 2022 for the provision of REIT Management services by the REIT Manager to the Tigere REIT.

The REIT Manager has entered into a contract with Terrace Africa PVT Ltd, a property manager, dated 12 September 2022 for the provision of Property Management services to the Tigere REIT

6.3. Litigation Statement

The Property Fund is not involved in any litigation or arbitration proceedings which may have a significant effect on the financial position of the Fund, nor is the Property Fund aware that any such proceedings are pending or threatening.

6.4. Documents Available for Inspection

Upon giving fourteen days' written notice to the Trustee, copies of the following documents will be available for inspection on any Business Day at the offices of the Trustee or the REIT Manager.

- Trust Deed;
- Material contracts disclosed in the Prospectus;
- Valuation reports obtained on request in respect of the real estate assets;
- Any expert reports in relation to the Issuance of the Fund's units and its properties;
- Expert Consents.

The Promoter

The Directors
Frontier Real Estate Development (Private) Limited
3 Natal Road
Belgravia
HARARE

Dear Sir

INDEPENDENT REPORTING ACCOUNTANT'S REPORT ON THE UNAUDITED PRO FORMA FINANCIAL INFORMATION OF TIGERE REPORTING FUND

Introduction

The directors of Frontier Real Estate Development (Private) Limited "the promoter" are proposing to raise Zimbabwean Dollars ("ZWL") \$7,149,044,000 by way of an initial public offer ("IPO") for sale of 255,323,000 units in Tigere Property FUND at a subscription price of ZWL 28 per unit. On conclusion of the IPO, it is envisaged that the entire issued units of Tigere Property FUND of 719,323,000 units will be listed on the Zimbabwe Stock Exchange ("ZSE").

At your request and for the purposes of the Prospectus dated 28 October 2022, we present our assurance report on the compilation of the pro forma financial information Tigere Property FUND by the promoter. The pro forma financial information, presented under the financial effects in the Prospectus, consists of the pro forma income statements and proforma statement of financial positions for the periods: 14 months ending 31 December 2023, and years ended 31 December 2024 and 31 December 2025. The pro forma financial information has been compiled on the basis of the applicable criteria specified in the ZSE Listing Requirements.

Since it is a new FUND, the pro forma financial information has been compiled by the promoter to illustrate the financial performance and position of the FUND upon the proceeds of the IPO, issue of the units by the FUND and the investments on the properties as detailed in the prospectus.

Promoter's responsibilities

The Promoter of Tigere Property FUND is responsible for the compilation, contents and presentation of the pro forma financial information on the basis of the applicable criteria specified in the ZSE Listing Requirements. The Promoter is also responsible for the financial information from which it has been prepared.

Reporting Accountant's responsibility

Our responsibility is to express an opinion about whether the pro forma financial information has been compiled, in all material respects, by the Promoter on the basis specified in the ZSE Listing Requirements based on our procedures performed. We conducted our engagement in accordance with the International Standard on Assurance Engagements ("ISAE") 3420, Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus issued by the International Auditing and Assurance Standards Board. This standard requires that we comply with ethical requirements and plan and perform our procedures to obtain reasonable assurance about whether the pro forma financial information has been compiled, in all material respects, on the basis specified in the ZSE Listing Requirements.

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PKF Chartered Accountants (Zimbabwe) is a member of the PKF International Limited network of legally independent firms and does not accept any responsibility or liability for the actions or inactions on the part of any other individual member firm or firms

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the pro forma financial information.

As the purpose of pro forma financial information included in a Prospectus is solely to illustrate the impact of a significant corporate action or event on unadjusted financial information of the entity as if the corporate action or event had occurred or had been undertaken at an earlier date selected for purposes of the illustration, we do not provide any assurance that the actual outcome of the event or transaction would have been as presented.

A reasonable assurance engagement to report on whether the pro forma financial information has been compiled, in all material respects, on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used in the compilation of the pro forma financial information provides a reasonable basis for presenting the significant effects directly attributable to the corporate action or event.

The selected procedures depend on our judgment, having regard to our understanding of the nature of the FUND, the corporate action or event in respect of which the pro forma financial information has been compiled, and other relevant engagement circumstances. Our engagement also involves evaluating the overall presentation of the pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the pro forma financial information has been compiled, in all material respects, on the basis of the applicable criteria specified by the Zimbabwe Stock Exchange Listing Requirements.

PKF

**PKF Chartered Accountants (Zimbabwe)
Registered Chartered Accountants (Zimbabwe)
Harare**

**Per: Sydney Bvurere
Registered Public Auditor (Zimbabwe)
PAAB Practicing Number 0209**

Date: 27/10/2022

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Subscription Form

Zimbabwe Residents

This form relates to the initial public offer of up to **255,323,000** Units in the unitised capital of Tigere Real Estate Investment Trust, at an issue price of **ZWL 28.00** per unit.

Expressions used in this Application form shall, unless the context requires otherwise, have the same meaning as in the Prospectus dated 28 October 2022 to which this Application form is attached. This Application form should be read in conjunction with the Prospectus and the terms and conditions contained therein are deemed to be incorporated in and form part of this Application form.

PLEASE REFER TO THE INSTRUCTIONS OVERLEAF BEFORE COMPLETING THIS APPLICATION FORM.

	FOR OFFICE USE ONLY	
AGENT CODE	SERIAL NUMBER	SCHEDULE NUMBER

APPLICATION LISTS WILL OPEN AT 09:00 HOURS ON FRIDAY 28 OCTOBER 2022 AND WILL CLOSE AT 16:00 ON FRIDAY 18 NOVEMBER 2022

TO: The Directors,
Frontier Real Estate Development,
c/o ZB Bank,
Trustees, 1st Floor, 21 Natal Road,
Avondale, (PO Box 2540),
Harare, Zimbabwe

I/We the undersigned, declare that I/ We have full capacity to contract and, where relevant, authority to sign on behalf of the Applicant, and hereby irrevocably apply for and request this as my/our application, subject to the Trust Deed of Tigere Real Estate Investment Trust, for the undermentioned number of units in the currency of Zimbabwe or any lesser number that, in your discretion, may be allotted to me/us in terms of the IPO dated 28 October 2022.

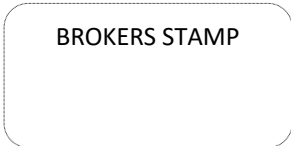
I/We understand that my/our application may be refused in full or in part without reasons being given for such refusal.

I/We understand that the allocation of Tigere Real Investment Trust units is conditional upon the granting of a listing of Tigere Real Investment Trust on the ZSE on 23 November 2022, or such other date as the Trustee/Managers of Tigere Real Investment Trust or the ZSE may determine.

.....

Signature

Company Stamp (where applicable)



Dated this day of 2022

APPLICANTS DETAILS

Surname or name of corporate body								
First Name(s) in full (only applicable to individuals)								
Title (only if applicable to individuals) (Mr, Mrs, Miss, Ms, Dr, Rev, other)								
National Identity/Passport/Drivers Licence/								
Company Registration/ other registration details								
Postal Address (include town/city)								
Telephone number (in case of query)								
Email address (in case of query)								
Number of units	BILLIONS	HUNDRED MILLIONS	TEN MILLIONS	MILLIONS	HUNDRED THOUSANDS	TEN THOUSANDS	TEN THOUSANDS	THOUSANDS
Words only								
Figures only								
Payment in full at per unit								
Words only								
Figures only								

REFUNDS

In the event that the IPO is oversubscribed, the excess of the value of units allotted will be refunded. Please indicate below your preferred method for receipt of such a refund payment, by placing a tick in the appropriate box. In the event that no preference is indicated, or your bank/building society details are incomplete, a refund cheque will be generated. I would like any refund due to me to be paid directly to the Bank/Building Society account specified below.

Bank	Branch Name
Account Number	
Collection Instructions	

INSTRUCTIONS

Applicants can transfer the offer unit funds to Tigere Real Estate Investment Trust ZB Bank account number 4130-078102-080.

- 1.
2. Electronic copies of Application forms and proof of payments will be accepted.
3. Applications are irrevocable and may not be withdrawn once submitted.
4. Applicants/subscribers can deliver or email electronic copies of the applications and bank proof of payments following address and email:
ZB Transfer Secretaries (Private) Limited
1st Floor ,
21 Natal Road Avondale,
Harare
OR
Any ZB Bank Service Centre country wide
OR
zbtransfersecretaries@zb.co.zw
5. You are referred to the terms and conditions set out in this Prospectus. You are advised to consult with your accountant, banker, financial advisor, legal practitioner or stockbroker if you require assistance in completing this Application Form.
6. Applications must be for a minimum of 5 000 units.
7. Only one Application Form per Applicant will be accepted. If multiple applications are received from a single Applicant, only the first Application Form received will be accepted and allotted by the Directors.
8. Material alterations on this Application Form, other than the deletion of alternatives, must be authenticated by a full signature.
9. No documentary evidence of capacity need accompany this Application Form, but the Directors reserve the right to call upon any Applicant to submit such evidence in support of a person's authority to sign this Application Form.
10. No receipts will be issued for applications and applications will only be regarded as complete once the relevant proof of payments are confirmed with the banks. t.
11. If the proof payments are not confirmed by the bank, the Directors may in their discretion, regard the relevant application as invalid and take such steps in regard to such application as they deem fit.

Tigere REIT

Real Estate Investment Trust

Prospectus

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TIGERE
PROPERTY FUND