RUNWAY
PROPERTY GROUP

2025 Annual Report

CONTENTS

ABOUT THIS REPORT

This Annual Report of Runway Property Group Limited and its Subsidiaries (the Group) aims to provide a balanced, understandable, and complete view of our business by reporting on the financial performance and non-financial aspects of the Group.

The report covers the identification and reporting of material issues and stakeholder relations affecting the Group, key performance areas of the business, and considerations undertaken to ensure the Group's sustainability. This document contains the Group's Consolidated and Separate Annual Financial Statements for the financial year from 1 March 2024 to 28 February 2025.

The Runway Property Group Board confirms its responsibility for the integrity of the report. The Directors have collectively assessed their content and believe all material issues have been addressed.

The Consolidated and Separated Annual Financial Statements have been audited by the independent Auditor regarding the Companies Act of South Africa, 71 of 2008, as indicated in their report. Other than Quadrant, which conducted an independent property valuation, no other information in the Annual Report has been independently assured. The complete set of audited Consolidated and Separate Annual Financial Statements for the year ended 28 February 2025 is available on the Company's website at www.runwaypropertygroup.co.za.

The Financial Statements were prepared under the supervision of the Group Chief Financial Officer, Zvi Kaplan, CA(SA).

The 2025 Annual Report comprises:

- A review of the Group as pertains to the 2025 results.
- Governance, prospects and leadership of the Group.
- An extract of the Annual Financial Statements, the complete set prepared and presented in accordance with the provisions of the Companies Act, International Financial Reporting Standards ("IFRS") and SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Pronouncements as issued by the Financial Reporting Standards Council.

The report is guided by:

- The King Code on Governance Principles for South Africa for 2016 ("King IV™").
- The Companies Act of South Africa, 71 of 2008, as amended ("the Companies Act").
- CTSE Listing Requirements.

Forward-Looking Statements

This Annual Report may contain certain forward-looking statements concerning Runway Property Group's operations, business strategy, financial conditions, growth plans and expectations. These statements include, without limitation, those concerning the economic outlook, business climate and changes in the market. Such views involve both known and unknown risks, assumptions, uncertainties and important factors that could materially influence the actual performance of the Group. No assurance can be given that these will prove correct, and no representation or warranty, expressed or implied, is given as to the accuracy or completeness of such views contained in this Annual Report.

Independent Assurances

The Group's Annual Financial Statements were independently audited and assured by the external Auditors, De Vos Richards Abed Inc.
Quadrant Properties independently valued all the properties on 28 February 2025.

Materiality

This report applies the materiality principle by focusing on issues, opportunities, and challenges that may have a material impact on the Group's capital. Materiality has been determined by considering both quantitative and qualitative aspects, and it requires prudent judgment.

- For financial information, materiality is based on whether the item is of such significance that it could affect financial decisions made by capital providers to the Group (current and potential). Both the amount and qualitative nature of an item are considered.
- For non-financial information and the identification of capitals and stakeholders, materiality is based on whether an item, resource or stakeholder is of such significance that it can prevent the Group from achieving its medium to long-term objectives and return hurdles.

Board Approval

The Runway Property Group Limited's Board of Directors ("the Board") acknowledges its responsibility to ensure the integrity of the 2024 annual report, which, in the Board's opinion, addresses all material issues and presents the Group's integrated performance fairly.

Board Responsibility Statement

The Board of Directors oversaw the integrity of the Annual Report in conjunction with the Audit and Risk Committee. The Board of Directors acknowledges its responsibility to ensure the integrity of the 2025 Annual Report and has evaluated its preparation and presentation accordingly.

In the opinion of the Board, the report provides a fair and balanced account of the Group's performance, strategy, and value creation, as well as addressing material matters related to the Group's long-term sustainability and its impacts. This report was approved by the Board on 28 May 2025 and signed on its behalf by:

Earle Marks	*Zvi Kaplan*	*Shaun Zagnoev*
Earle Marks	Zvi Kaplan	Shaun Zagnoev
Chief Executive Officer	**Chief Financial Officer**	**Independent Chairman**
28 May 2025	28 May 2025	28 May 2025

GROUP OVERVIEW

INTRODUCTION AND NATURE OF BUSINESS

Runway was incorporated as a Public Company on 30 October 2019. It is an internally asset-managed Property Company with a portfolio of income-generating immovable properties focused primarily on retail, principally located in the greater Gauteng region.

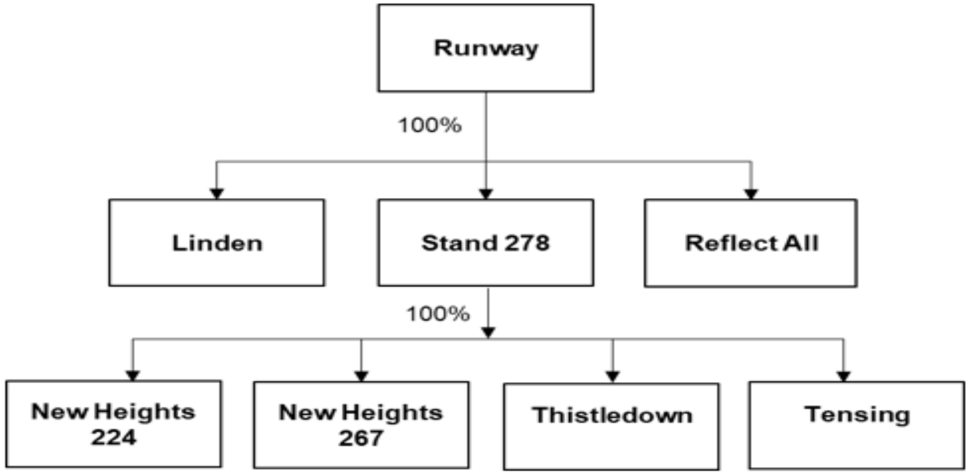
The business began as two separate property portfolios, the one run by the Cendrowski family since 1998 and the other run by the Marks family since 2000. In 2009, the Cendrowski and Marks families joined forces to create a new property portfolio, which would be predominantly retail-based. Over the years, the business has evolved through acquisition and redevelopment into a quality, income-generating South African property business, comprising 27 properties. These properties are primarily leased on long-term terms at market-related rentals, with a diverse tenant base.

Asset management is steered internally by the Board, which comprises a team of well-qualified and highly experienced individuals. Profiles of the Directors are set out on pages 8 and 9 of this Annual Report. The Company's properties are currently operated and managed by the Property Manager in terms of the Property Management Agreement. The Management team has been responsible for managing the properties since their inception and has an in-depth working knowledge of them. Details of the Property Manager are on page 4 of this Annual Report.

We aim to provide all stakeholders with a balanced, clear and transparent understanding of our business and how we create sustainable value. Stakeholders are invited to actively participate by sending questions, comments, concerns or queries to Sirkien van Schalkwyk, Company Secretary/Issuer Agent (sirkien@juba.co.za).

The Company's Values

GROUP STRUCTURE



Directors appointed at all the Subsidiaries	Name of subsidiary (Registration number)	Date of incorporation (registered in South Africa)	Length of time business (years)	% Share-holding in Company (indirect/ direct)
Earle Marks Roman Cendrowski Zvi Kaplan	**Linden Square Shopping Centre** (2002/027189/07)	2022-10-30	22	100%
	New Heights 224 (2000/021246/07)	2000-08-24	24	100%
	New Heights 267 (2000/023377/07)	2000-09-13	24	100%
	Reflect-All 1025 (2016/348963/07)	2004-10-11	20	100%
	Stand 278 Strijdom Park (1998/010700/07)	1998-06-04	26	100%
	Tensing Trading (2006/013709/07)	2006-05-08	18	100%
	Thistledown Properties 16 (2006/018434/07)	2006-06-04	18	100%

BUSINESS STRATEGY

Investment strategy

The Company's investment strategy has slightly changed to focus on optimising the current property portfolio, which will enhance shareholder value. The Board will consider acquisitions as opportunities arise.

Investment mandate and growth strategy

- The Board is responsible for Runway's investment decisions.
- The Executive Directors shall be responsible for:
  - Identifying, researching and evaluating potential investment opportunities for Runway;
  - Monitoring and optimising current Runway investments and recommending any investment decisions to the Runway Board.

Prospects

The Group intends to expand through acquisitions at attractive pricing once there is more stability in the market following the difficult current economic environment in which Runway operates.

Material changes

There have been no material changes in the business or trading objects of Runway from the Company's date of incorporation to the last practical date.

Material commitments, lease payments and contingent liabilities

The Company has no material commitments, lease payments or contingent liabilities, other than for the borrowings, the funding terms are set out in the Consolidated and Separate Annual Financial Statements.

INFORMATION REGARDING PROPERTIES

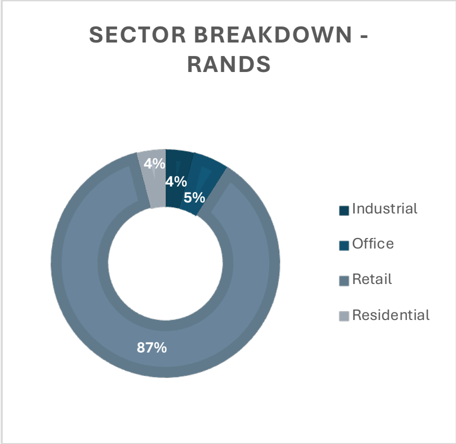
Property Manager

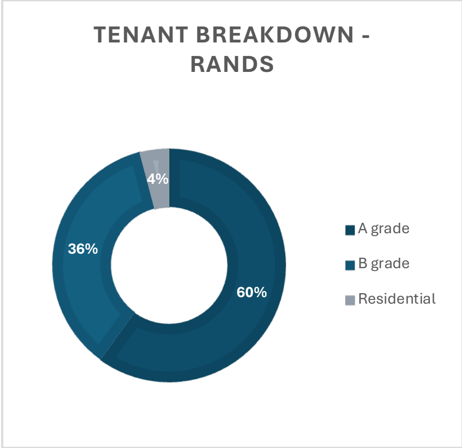
The Property Manager is Exceedprops Management Services Proprietary Limited (Registration Number 1995/008835/07), a private Company incorporated and registered in accordance with the laws of South Africa and the registered address of which is 22 Stirrup Lane, Woodmead Office Park, Woodmead, 2191. The sole shareholder and Director of the Property Manager is Peter Marks, who has been managing properties for more than 22 years and is Earle Marks' father. Earle's brother, Wayne Marks, is an employee of the Property Manager.

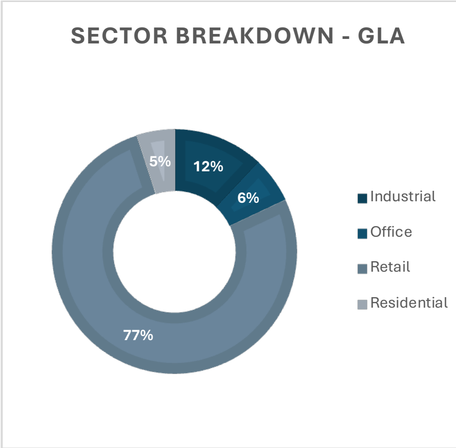
Property Valuation

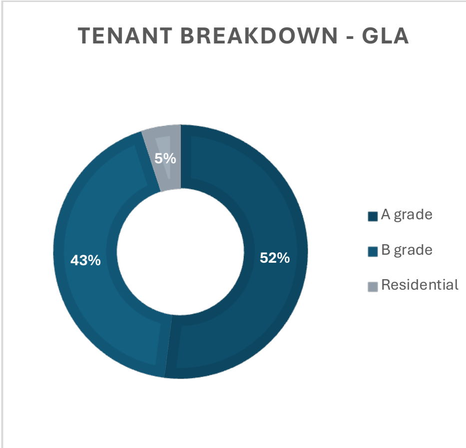
The Independent Valuer valued the properties as of 28 February 2025. All are situated in Gauteng, except for one property in the Free State Province. The Group ended the financial year with a 47.06% gearing ratio.

Set out by both GLA and rental income are the following profiles:

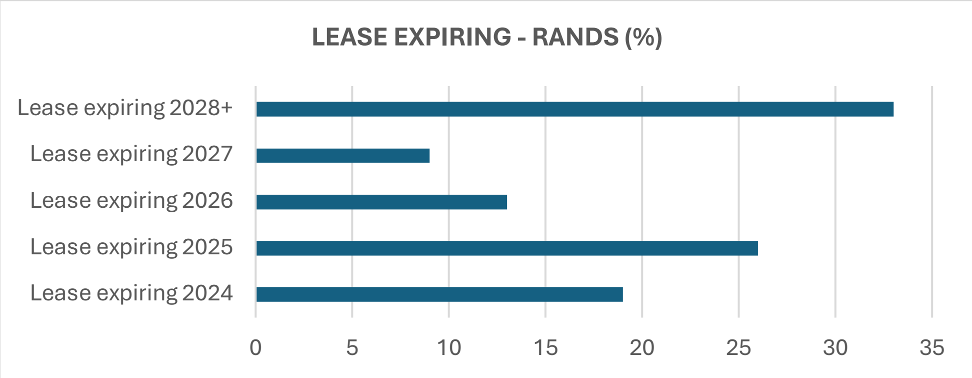


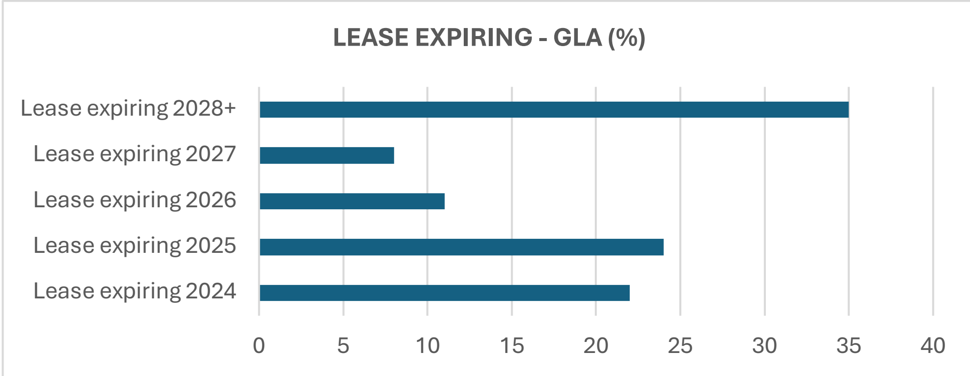






A lease expiry profile (by rental income and GLA), reflecting well-distributed expiries over the next five years and onwards, is set out below:





Summary of Loan Accounts and Funding

Below is a summary of the inter-Company, shareholder and bank funding loan accounts as of 28 February 2025. The shaded amounts represent inter-company loans, which are interest-free.

	Stand 278 Strijdompark	Linden Square	New Heights 224	New Heights 267	Tensing Trading	Thistledown Properties	Reflect All	Runway Loan Account	Total
Linden Square	R7 251 924	-	-	-	-	-	-	(R3 317 301)	R3 934 623
New Heights 224	(R13 782 291)	-	-	-	-	-	-	-	(R13 782 291)
New Heights 267	(R7 226 338)	-	-		-	-	-	-	(R7 226 338)
Reflect All	R208 425 133	-	-	-	-	-	-	(R30 876 933)	R177 548 200
Stand 278 Strijdompark	-	(R7 251 924)	R13 782 291	R7 226 338	R1 298 666	(R707 876)	(R208 425 133)	R27 721 204	(R166 356 433)
Tensing Trading	(R1 298 666)	-	-	-	-		-	-	(R1 298 666)
Thistledown Properties	R707 876	-	-	-	-		-	-	R707 876
Runway Loan Account	(R27 721 204)	R3 317 301	-	-	-		R30 876 933	-	R6 473 030
Flamink - Vendor	(R22 591 075)								(R22 591 075)
Markscend Group Holdings	(R30 951 400)	-	-	-	-	-	-	R4 976 206	(R25 975 194)
	(R112 813 958)	**(R3 934 623)**	**R13 782 291**	**R7 226 338**	**R1 298 666**	**(R707 876)**	**R177 548 200)**	**(R1 496 824)**	**(R48 566 268)**
Investec	R29 239 631	-	-	-	-	-	R104 738 143		R146 909 643
Nedbank	-	-	-	-	-	-	R507 238 185		R449 463 154

RISK MANAGEMENT

Effective risk management processes and procedures are vital for the Group to achieve its strategic and operational goals, particularly in the current environment of change and uncertainty. The Board recognises that risk is intrinsic to the Group's operations. However, a balance must be struck between managing risk and exploiting opportunities.

The Board monitors the company's significant risks with the assistance of the Audit and Risk Committee. It also ensures that risks are taken within a reasonable appetite and that safeguards are implemented to mitigate them.

Risk management dashboard

The Group's risk registers revealed the following top 10 risks, ranked according to their residual rating after implementing risk mitigation measures and controls.

All of these risks are within the tolerance level.

#1 Refinance Risk	#2 Vacancies	#3 Underperfor-ming vs the market	#4 Disruption of public services	#5 Tenants in Liquidation
#6 Underinsured	#7 Bad debts	#8 Cash flow and liquidity risk	#9 Undervalued properties	#10 Interest rates

Impact					
5 Catastrophic					
4 Very high			❶ ❷ ❸		
3 High		❾	❺ ❻ ❼ ❽	❹	
2 Medium		❿			
1 Low					
	1 Rare	2 Unlikely	3 Possible	4 Likely	5 Almost certain
			Likelihood		

Risk	Rating	Cause and consequences	Mitigating controls
Refinance risk	1	Inability to raise capital for growth	• Thorough due diligence conducted for all acquisitions • Acquisitions are recommended to the Board
Vacancies	2	Above-average vacancies in properties and failure to retain tenants	• Incentives put in place to encourage brokers to focus on vacancies
Underperforming versus the market	3	Distribution growth, capital growth and market capitalisation growth	• Ad-hoc strategic sessions • Setting of financial targets and strategic priorities • Purchase of new properties • Disposal of underperforming and non-core properties • Effective asset management including redevelopments and/or refurbishments • Targeting distribution growth
Disruption of public services	4	• Disruption of electricity and water supply through load shedding, droughts, and water cuts • Increase in the costs of utilities	• Installation of generators at certain buildings to keep electricity supplies • Installation of water tanks for water harvesting • Solar panels • Boreholes
Tenants in liquidation	5	• Loss of income due to tenants in liquidation	• Significant diversification in tenant mix regarding the type of premises and geographical location
Underinsured	6	• Inadequate insurance cover over the property portfolio	• Regular review of insurance coverage by the Board and the funders
Bad debt	7	Above-average levels of arrears, legal handovers, and bad debts	• Vigilant credit control • following up on handovers in • Screening and vetting of new tenants • Provision for bad debts regularly reviewed • Willingness to negotiate lease terms to retain tenants • Deposits required from tenants
Cash flow and liquidity risk	8	• Low levels of cash flow to not cover expenses • Changes to forecast distributions are not picked up timeously	• Cash flow forecasts are drawn up to monitor the timing of interest payments and capital requirements
Undervalued properties	9	• Properties are undervalued for rate purposes	• Municipal publications reflecting updated valuations are constantly monitored • Monitor municipal valuations • Objections are filed when the council unreasonably increases valuations for rate purposes • Will consider engaging with industry bodies such as SAPOA to deal with councils as a Group • External rating consultant engaged to liaise with the council where required
Interest rates	10	• Increase in interest rates	• Monthly analysis of projected income and expenses • Forecasts prepared • Quarterly Board reporting on forecast distributions and variances to budget and prior period forecasts • Risks to forecast distributions

LEADERSHIP REPORT

It is our pleasure to provide Shareholders and stakeholders with a report on Runway's performance for the 2024/2025 financial year.

External Economic Environment

Runway continues navigating challenges in a complex operating environment and is committed to creating shareholder value. Consumers remain under pressure with little discretionary income.

The year under review

We are pleased to report that the Group ended the year positive with a profit of R160.3 million. On 28 February 2025 Quadrant Properties independently valuated the investment properties, resulting in a revaluation gain. Being a Key Audit Matter (KAM), the External Auditors was comfortable with the valuation method used by Quadrant.

Dividend

The Board is pleased to announce that a final dividend of 48.90631 cents per share, being an aggregate gross cash dividend of R23.5 million (2024: R28.4 million) was declared and will be paid to Shareholders on 17 June 2025.

Commitment to Governance

Runway is committed to the highest levels of governance and continues to apply the 16 principles of King IV™. The King IV™ Application Register is available on the Company's website at www.runwaypropertygroup.co.za.

United Nations' Sustainable Development Goals

Runway acknowledges the importance of sustainability and the following United Nations' Sustainable Development Goals (SDGs). The Group have taken the UN SDGs into account and concentrated on six that support our strategy.

Board Changes

No changes were made to the Board during the reporting period.

Appreciation

To all our stakeholders, including employees, regulators and clients, the Board and we recognise and appreciate your continued support and commitment. Thank you all for sharing our challenging journey.

Earle Marks

Earle Marks
Chief Executive Officer
28 May 2025

Shaun Zagnoev

Shaun Zagnoev
Independent Chairman
28 May 2025

DIRECTORS AND SKILLS

The key is used for the skills of Board members:

Board Industry or Property	**Accounting and Auditing**	**Legal**	**Business Strategy**
Macro-Economic	**Governance**	**Stakeholder Management**	**Environment and Climate**

EARLE MARKS (57) Chief Executive Officer
CA(SA)

Earle is a charted accounted with 25 years' experience. He has been actively involved in the Group for the last 18 years, as asset and property manager of the properties.

ZVI KAPLAN (48) Chief Financial Officer
CA(SA)

Zvi is a CA as well as a CGMA having completed his accounting articles with Fisher Hoffman PKF. After leaving SAB Miller in 2010, Zvi has been employed as Chief Financial Officer by Exceedprops Management Services which provides asset and property management services to the Group.

ROMAN CENDROWZKI (68) Executive Director

Roman Cendrowski is a co-founder of the Group. He was previously involved in various trading business ventures before becoming fully engaged in the property sector in 1998.

SHAUN ZAGNOEV (58) Independent Chairman

BSc (Elec Eng), MSC (Elec Eng), MBA

Shaun spent 23 years until 2018, with Ethos Private Equity, the largest private equity firm in South Africa. In late 2018, Shaun joined forces with Craig Lazarus and Greg Kinross to establish Evolve Capital Partners. Shaun also has extensive property experience, having personally invested in an array of local and international properties, both in the residential and retail sectors.

AVI GLUCH (50) Independent Non-Executive Director

BA, LLB LLM (Tax), Admitted Attorney

Avi obtained his BA degree from the University of Cape Town in December 1996, his LLB degree from the University of Cape Town in December 1999 and his LLM (Tax) degree from the University of Witwatersrand in December 2004. Avi practised as an attorney for his own account for 12 years before joining TWB – Tugendhaft Wapnick Banchetti and Partners as a partner in June 2017.

JONATHAN BENNETT (51) Independent Non-Executive Director

Bachelor of Business Science (Finance), CA(SA)

Jonathan graduated from the University of Cape Town with a Bachelor of Business Science (Finance) and went on to qualify as a Chartered Accountant. Jonathan has been involved in the unsecured lending as well as the debt collection industry for over 20 years. Jonathan is a serial entrepreneur who has founded and sold several businesses over his career. Jonathan is currently the operations and Chief Financial Officer of the Landau Group of companies which currently employs more than 250 people.

IMPACT AND CORPORATE GOVERNANCE

ENVIRONMENTAL, SOCIAL AND GOVERNANCE

Approach to Reporting

This Chapter provides information on the impact across social and governance metrics, including social, and relationship capital. The Group acknowledges that to be a truly sustainable Company, it must continually look internally and externally to remain abreast of our operating landscape and consider the impact our business has on all our stakeholders, as well as beyond.

Environmental, social, and governance ("ESG") responsibility is increasingly important to investors. The world looks to companies to play a more conscious role in ensuring the sustainability of natural resources, and in adopting a conscientious attitude regarding the environment, employees, and communities. Also important are governance factors such as a company's commitment to responsible management practices.

Runway is starting its journey in terms of ESG and will report on progress made in future reports.

Environment

Runway does not have a significant impact on the environment, however, that does not prevent the Group from continuing to focus on minimising the environmental impacts by mitigating (reducing) those impacts. The Group's efforts with respect to environmental sustainability are aimed at reducing climate change impacts while reducing operating costs.

Social

Runway participates in various initiatives to uplift and assist historically disadvantaged individuals living in the local communities in which we operate. During the reporting period, the Group's contribution towards socio-economic development amounted to over R280k.

Runway chose to invest in education and the basic needs of communities. During the reporting period, Runway assisted with the refurbishment thereof. Runway also contributes to a Non-Profit Organisation that provides meals to the less fortunate.

Governance

The Board of Directors are committed to the principles of the King IV™ Code of Corporate Governance, which guides our corporate governance practices. The Board of Directors is responsible for ensuring there is effective control within the business, including compliance with applicable laws, regulations and governance practices.

The following Sub-Committees support the Board to maintain high levels of governance:

- Audit and Risk Committee;
- Social and Ethics Committee; and
- Remuneration and Nominations Committee.

Runway acknowledges the importance of sustainability and the following United Nations' Sustainable Development Goals (SDGs).

Runway is committed to being a responsible organisation. Through operations, the Group contribute to the achievement of the following United Nations Sustainable Development Goals ("SDG"):

	Runway provides opportunities to tenants, thus providing income to owners		Runway provided meals to children during the reporting period
	Upgrading the library creates the opportunity for scholars and students to uplift themselves with high-quality education		Gender and race are taken into consideration when employees are appointed
	Runway ensures that water and sanitation is maintained at the properties with 6 of centres having boreholes		4 of the 26 buildings have solar energy, with another 5 being installed and 6 boreholes

CORPORATE GOVERNANCE REPORT

COMMITMENT TO GOVERNANCE

The Board accepts its responsibility as the custodians of Corporate Governance within the Group and is therefore accountable to stakeholders for the provisions of value-enabling governance. The Board is constituted in terms of the Company's Memorandum of Incorporation and in line with King IV™. The Board consists of three Executive Directors and three Non-Executive Directors who bring diversity to Board deliberations and create value by constructively challenging management.

A clear division of responsibilities between the Directors ensures that no single Director has unfettered decision-making powers. A delegation of authority framework is in place and reviewed regularly to ensure the necessary authority to management to implement and execute the strategy. The Board is satisfied that the delegation of authority framework contributes to role clarity and the effective exercise of authority and responsibilities.

The Board is the highest decision-making body in the Group. It approves the Group's strategy and ensures that it is aligned with the Group's values. The Board assumes collective responsibility for steering and monitoring strategy implementation, performance targets, and any risks involved in the implementation of the strategy.

It is collectively responsible for the Group's long-term success. The Board is accountable to Shareholders and strives to balance the interests of the Group and those of its various stakeholders. All Directors continuously take steps to ensure that they have sufficient working knowledge of the Group and the industry in which it operates. Directors are required to ensure continued development of their competencies to lead effectively, act with due care, skill, and diligence, and take reasonable diligent steps to become informed about matters for decision-making.

The Directors have access to the advice and services of the Company Secretary, Juba Statutory Services Proprietary Limited, represented by Sirkien van Schalkwyk. Directors are entitled, at the Company's expense, to seek independent professional advice about the affairs of the Company regarding the execution of their duties as Directors.

Board Composition

No changes were made to the Board's composition during the reporting period.

Issuer Agent

Juba Statutory Services, represented by Sirkien van Schalkwyk, is the Group's Issuer Agent.

Appointment, rotation and re-election of Directors

The Board has a formal and transparent policy regarding appointing Directors to the Board. Whilst the appointments are a matter for the Board, the authority to oversee the nomination and to carry out the interview process has been delegated to the Remuneration and Nomination Committee.

Apart from a candidate's experience, knowledge, skills, availability and likely fit, the Committee also considers a candidate's integrity and other Directorships and commitments to ensure that the candidate will have sufficient time to discharge their role correctly.

New appointees are appropriately familiarised with the Group's business through an induction programme. The composition of the Board is reviewed regularly to ensure ongoing compliance with the requirements set out in the Companies Act of South Africa, 71 of 2008 as amended ("the Companies Act") and King IV™.

In accordance with the Company's Memorandum of Incorporation, a Director, having been appointed by the Board since the last Annual General Meeting of the Company, is obliged to retire and, being eligible, offers him/herself for election at the next Annual General Meeting.

In line with the Memorandum of Incorporation, one-third of the Non-Executive Directors are required to retire, and if available and eligible, stand for re-election at the Company's Annual General Meeting. Those Directors who have been in office for the longest, as calculated from the last re-election or appointment date, are required to stand for re-election. At the Annual General Meeting, Jonathan Bennett will stand for nomination to be re-appointed.

Meeting attendance by the Directors is as follows as of the date of the Report:

		Committee Membership			
Name	Designation	Board Attendance	ARC	RNC	SEC
Earle Marks	Chief Executive Officer	3/3			1/1
Zvi Kaplan	Chief Financial Officer	3/3			1/1
Roman Cendrowski	Executive Director	0/3			
Shaun Zagnoev	Independent Non-Executive Director	2/3*	2/2	1/1	
Avi Gluch	Independent Non-Executive Director	3/3	2/2	1/1*	1/1*
Jonathan Bennett	Independent Non-Executive Director	3/3	2/2*	1/1	

Chairman *

ARC Audit & Risk Committee

RNC Remuneration & Nomination Committee

SEC Social and Ethics Committee

Non-Executive Director Tenure and Succession

The management of the Board's succession process is crucial to its sustainability. The Remuneration and Nomination Committee ensures that, as Directors retire, candidates with the necessary experience are identified to ensure that the Board's competence and balance are maintained and enhanced, considering the Group's current and future needs.

LEADERSHIP ROLES AND FUNCTIONS

Non-Executive Directors

All Board members have a fiduciary responsibility to represent the best interests of the Group and all of its stakeholders. The Group's Non-Executive Directors are individuals of a high calibre and credibility who significantly contribute to the Board's deliberations and decisions. Three Non-Executive Directors make up 50% of the Board's Directors.

The Chairman

The Chairman's role is to set the ethical tone for the Board and ensure that it remains efficient, focused, and operates as a unit. Shaun Zagnoev is the Independent Chairman, and his role is separate from that of the Chief Executive Officer, Earle Marks. He provides overall leadership to the Board and the Chief Executive Officer without limiting the principle of collective responsibility for Board decisions.

Chief Executive Officer

The Board appoints the Chief Executive Officer to lead and implement the execution of the approved strategy. Earle Marks serves as the liaison between management and the Board and is accountable to the Board. The Chief Executive Officer provides feedback on the progress made against implementing the strategy.

Company Secretary

The Company Secretary, Juba Statutory Services Proprietary Limited (represented by Sirkien van Schalkwyk), plays a vital role in the Group's Corporate Governance and is responsible for ensuring Board compliance with procedures and regulations of a statutory nature.

The Company Secretary ensures compliance with the CTSE Listings Requirements and submits the Annual Compliance Certificate to CTSE.

The Company Secretary ensures that, in accordance with the pertinent laws and regulatory framework, the proceedings and affairs of the Board and its members, as well as the Company itself, are appropriately administered.

The Board satisfied itself with Sirkien van Schalkwyk's work experience, performance, technical skills, and overall competence in fulfilling her role as Company Secretary. She is a consultant and maintains an arms-length relationship with the Board. She reports to the Chairman on all statutory duties and functions relating to the Board.

The Company Secretary's primary responsibilities are to:

- ensure that Board procedures are followed and reviewed regularly;
- ensure that applicable rules and regulations for the conduct of the affairs of the Board are complied with;
- maintain statutory records in accordance with legal requirements;
- guide the Board as to how its responsibilities should be properly discharged in the best interest of the Company;
- keep abreast of, and inform, the Board of current and new developments regarding best practices in Corporate Governance thinking and practice.

Ethical and Effective Leadership

The Board is committed to achieving its goals with integrity, high ethical standards, and compliance with all applicable laws while being a responsible corporate citizen. The Board reviewed the Code of Ethics and Business Conduct, which sets the tone for an ethical culture within the Group.

The Directors are fully committed to these principles, which ensure that the business is managed according to the highest ethical standards, even beyond mere legal compliance, within its operating environment, and the social, political, and physical environment within which the Group operates.

The Code of Ethics and Business Conduct is included in the induction of new employees and other regular training programmes and is available on the Company's website at www.runwaypropertyGroup.co.za. Ethics are also part of the recruitment process, performance evaluation, employee rewards, and supplier sourcing.

No material ethical leadership and corporate citizenship deficiencies were noted. The Board, through the Audit and Risk Committee and the Social and Ethics Committee, monitors compliance with Runway Property Group Limited's Code of Ethics and Business Conduct through various reporting channels, including reporting on the Company's website. Feedback is given to the relevant Committees and the Board, and sanctions and remedies are in place when ethical standards are breached.

Independence and Conflicts

During the year ended 28 February 2025, none of the Directors had a significant interest in any contract or arrangement entered into by the Company or its Subsidiaries, other than as disclosed on page 22 of this Annual Report.

Directors are required to inform the Board promptly of conflicts or potential conflicts of interest that they may have about particular business items. Directors are obliged to excuse themselves from discussions or decisions on matters in which they have a conflict of interest, per the Declaration and Conflict of Interest Policy adopted during the reporting period. A standard agenda item is included for members to declare whether they have a conflict of interest with respect to any matter on the agenda. This is minuted accordingly.

Interests, position, association, or relationship are considered when categorising the Non-Executive Directors as independent. Independent Non-Executive Directors serving for over nine years are subjected to a rigorous review of their independence and performance by the Board. The Board will make full disclosure regarding individuals serving for more than nine years to enable Shareholders to make their assessment of Directors. None of the Directors serves for more than nine years on the Board.

This, together with the test of being judged from the perspective of a reasonable and informed third party and other indicators on a substance-over-form basis, all Non-Executive Directors were found to be independent. The categorisation of Directors can be found on pages 8 and 9 of this Annual Report.

Insider Trading

No employee of the Group may deal directly or indirectly with the Company's shares based on unpublished price-sensitive information regarding the business. No Director or Officer of the Group may disclose trade information regarding the business. Directors or Officers of the Group are precluded from trading in the shares of the Group during a closed period or prohibited period, as determined by the Board.

A Price-Sensitive Information Group Policy is in place in accordance with the CTSE Listings Requirements.

Any Director wishing to trade in ordinary shares of the Company must obtain clearance from the Chairman of the Board or, in his absence, the Chief Executive Officer. The Directors keep the Company Secretary informed of all their dealings in securities, and details of these dealings are posted on the CTSE website under 'Companies' Announcements' in line with the CTSE Listings Requirements.

Assessment of the Board

The Board of Directors analyses and evaluates its effectiveness in accordance with King IV™. The Board conducted a self-evaluation by completing questionnaires and identified areas for focus in the current financial year.

Commitment to the Governance Principles set out in King IV™

The Board remains committed to the principles of King IV™ and ensures that its recommendations are materially entrenched in the Board's internal controls, policies, terms of reference, and overall procedures and processes. A King IV™ application register, setting out how the Company has applied the principles of King IV™, is available on our website, www.runwaypropertyGroup.co.za.

Compliance Statement by Issuer Agent

Juba Statutory Services confirms that, for the twelve months ended 28 February 2025, Runway complied with all disclosure requirements for continued listing on the CTSE.

Integrated Effective Control

As the custodian of governance, the Board is ultimately responsible for ensuring effective control within the business. The Board provides effective control through several mechanisms, including:

Compliance with applicable Laws, Regulations and Governance Practices

The decisions and actions taken by the Board ensure that the Company is fully compliant with applicable laws, regulations, and governance practices. This function is delegated to the Social and Ethics Committee, with financial compliance overseen by the Audit and Risk Committee. During the financial year, the Company was fully compliant with the Companies Act, Memorandum of Incorporation requirements, and CTSE Listings Requirements.

The Board Charter

The roles and responsibilities of the Board and individual Directors are outlined in the Board Charter, which is aligned with relevant statutory and regulatory requirements and is reviewed regularly. The Charter regulates the parameters within which the Board operate and ensures the application of the principles of good governance in all its dealings.

Governance Structures and Delegation

The Company's governance structure provides for the delegation of authority, enabling the Board to retain effective control. Such structures similarly support and facilitate the informed oversight exercised by the Board. The Board delegates authority to established Board Committees and the Chief Executive Officer, with clearly defined mandates.

Board Committees

The roles, responsibilities and composition of the Board Committees are described below. The duties delegated to these Committees are formally documented in each Committee's Terms of Reference, which are approved by the Board and regularly reviewed. After each Committee meeting, Committee Chairmen report back to the Board, facilitating transparent communication between Directors and ensuring that all aspects of the Board's mandate are addressed.

The Terms of Reference are subject to change as required by the Board to accommodate the Company's evolving needs. Roles, associated responsibilities, and membership composition across Committees are considered holistically. All Committees have a minimum of three members who have the necessary knowledge, skills, experience, and capacity to execute their duties effectively. The Chairman of each Board Committee reports at meetings, and minutes of Board Committee meetings are provided to the Board.

Both the Directors and the members of the Board Committees are supplied with complete and timely information that enables them to discharge their responsibilities properly. All Directors have unrestricted access to all Group information. The Chairman of each Board Committee is required to attend Annual General Meetings to answer questions raised by Shareholders.

Runway Property Group Board	
Executive Directors	**Non-Executive Directors**
Earle Marks (Chief Executive Officer)	Shaun Zagnoev (Independent Chairman)
Zvi Kaplan (Chief Financial Officer)	Avi Gluch (Independent)
Roman Cendrowski (Executive Director)	Jonathan Bennett (Independent)

Audit and Risk Committee	Remuneration and Nomination Committee	Social and Ethics Committee
Members	**Members**	**Members**
Jonathan Bennett (Chairman)	Avi Gluch (Remuneration Chairman)	Avi Gluch (Chairman)
Shaun Zagnoev	Shaun Zagnoev (Nomination Chairman)	Earle Marks
Avi Gluch	Jonathan Bennett	Jonathan Bennett
⬆	⬆	
Independent External Audit	Chief Executive Officer	

Audit and Risk Committee	Remuneration and Nomination Committee	Social and Ethics Committee
Summarised roles and responsibilities • Providing the Board with additional assurance regarding the efficiency and reliability of the financial information used by the Directors to assist them in the discharge of their duties; • Reviewing interim and Annual Financial Statements, the Annual Report and any other external reports issued by the organisation; • Overseeing the internal audit function, once implemented; • Overseeing that significant business, financial and other risks have been identified and are being managed suitably; • Overseeing independence of external audit and overseeing the external audit process; and • Overseeing the Group's risk management profile.	**Summarised roles and responsibilities** • Identifying and nominating new Directors for approval by the Board; • Ensuring that appointments to the Board are formal and transparent; Approving the classification of Directors as independent; • Overseeing induction and training of Directors and conducting annual performance reviews of the Board and Board Committees; • Overseeing an appropriate separation between Executive, Non-Executive and Independent Directors; • Overseeing proper and effective functioning of the Group's Board Committees.	**Summarised roles and responsibilities** • Planning, implementing and monitoring the Group's strategy for transformation; • Monitoring compliance with legislation; • Monitoring employment equity and fair labour practices; • Monitoring good corporate citizenship and the Group's contribution to the development of communities in which it operates; and • Monitoring ethics and business conduct.
Meetings required: 2 Meeting held: 2	Meetings required: 1 Meetings held: 1	Meetings required: 1 Meetings held: 1
The Committee is satisfied that it has fulfilled its responsibilities in accordance with its Terms of Reference for the reporting period	The Committee is satisfied that it has fulfilled its responsibilities in accordance with its Terms of Reference for the reporting period.	The Committee is satisfied that it has fulfilled its responsibilities in accordance with its Terms of Reference for the reporting period.
The full Audit and Risk Committee Report can be found on pages 14 to 16 of this Annual Report.	Refer to page 19 for the Remuneration report by the Remuneration and Nomination Committee.	Refer to pages 17 to 18 of the Annual Report for the Social and Ethics Committee Report.

AUDIT AND RISK COMMITTEE REPORT TO SHAREHOLDERS

Annual Financial Statements for the year ended 28 February 2025

The Audit and Risk Committee takes pleasure in submitting this report, which has been approved by the Board and has been prepared in accordance with Section 94(7)f of the Companies Act of South Africa, No 71 of 2008, as amended ("the Companies Act") and incorporating the recommendations of the Report on Corporate Governance for South Africa, 2016 ("King IV™").

In summary, this Committee assists the Board in its responsibilities covering the:

- external audit process for the Group, taking into account the significant risks;
- adequacy and functioning of the Group's internal controls;
- integrity of the financial reporting; and
- risk management and information technology.

The Committee has performed all the duties required in Section 94(7) of the Companies Act.

Due to the Company's size, the Board combined the Audit and Risk Committees and appointed one Committee to attend to both audit and risk responsibilities. However, the agenda is divided into two sections to ensure that both audit and risk management responsibilities are addressed.

Members of the Audit and Risk Committee and Attendance at Meetings

The Audit and Risk Committee consists of the three Non-Executive Directors listed below. All members act independently as described in the Act and King IV™. The committee's composition remained unchanged.

The Committee acknowledges the recommendation by King IV™ that the Chairman of the board should not be a member of the Committee, but due to Shaun Zagnoev's financial experience and the size of the Board, decided that he remains a member of the Committee.

The Chief Executive Officer, Chief Financial Officer, and Partner of the External Auditors attend meetings by invitation. The Board is satisfied that each member's independence, experience, and qualifications enable them to fulfil the Committee's mandate.

In addition to scheduled meetings, the Committee meets at least once a year with the Company's External Auditors without management present. The Committee, as a whole, has the necessary financial literacy, skills, and experience to execute its duties effectively.

Two meetings have been held to date. The Committee composition and meeting attendance are below:

Name Qualification	**Meetings attended**
Jonathan Bennett (Chairman) Bachelor of Business Science (Finance), CA(SA)	2/2
Avi Gluch BA, LLB LLM (Tax), Admitted Attorney	2/2
Shaun Zagnoev BSc (Elec Eng), MSC (Elec Eng), MBA	2/2

Role of the Audit and Risk Committee

The Audit and Risk Committee has reviewed the Terms of Reference, approved by the Board, which set out its duties and responsibilities as prescribed in the Act and incorporate additional duties delegated to it by the Board.

The Committee:

- fulfils the duties that are assigned to it by the Act and as governed by other legislative requirements;
- assists the Board in overseeing the quality and integrity of the Group's annual reporting process, including the Financial Statements and sustainability reporting, and announcements in respect of the financial results;
- oversee that an effective control environment in the Group is maintained;
- provides the Chief Financial Officer and External Auditors with unrestricted access to the Committee and its Chairman as is required about any matter falling within the ambit of the Committee;
- meets with the External Auditors, senior managers and Executive Directors as the Committee may elect; and
- meets confidentially with the External Auditors without other Executive Board members and the Company's Chief Financial Officer being present.

Execution of functions during the year

The Committee is satisfied that, for the 2025 financial year, it has performed all the functions required by an Audit and Risk Committee as set out in the Act and the Committee's Terms of Reference.

External Audit

The Audit and Risk Committee discharged its functions in terms of its Terms of Reference and ascribed to it in terms of the Act during the year under review as follows:

The Committee, among other matters:

- nominated De Vos Richards Abed and Waseela Abed as the External Auditor and designated Auditor respectively, to Shareholders for appointment as Auditor for the financial year ended 28 February 2025, and ensured that the appointment complied with all applicable legal and regulatory requirements for the appointment of an Auditor;
- nominated the External Auditor and the independent Auditor for each material subsidiary Company for re-appointment;
- reviewed the audit effectiveness and evaluated the External Auditor's internal quality control procedures;
- obtained an annual confirmation from the Auditor that their independence was not impaired;
- maintained a policy setting out the categories of non-audit services that the External Auditor may and may not provide, split between permitted, permissible and prohibited services;
- approved non-audit services with De Vos Richards Abed in accordance with its policy;
- approved the External Audit engagement letter, the plan and the budgeted audit fees payable to the External Auditor;
- obtained assurances from the External Auditor that the Company and its Subsidiaries were maintaining adequate accounting records;
- considered whether any reportable irregularities were identified and reported by the external Auditor in terms of the Auditing Profession Act, No. 26 of 2005; and
- Considering any reported control weaknesses, management's response to their improvement, and assessing their impact on the general control environment.

Internal Audit

Due to the size of the Group, no internal audit function has been implemented. However, it is reviewed annually.

Adequacy and Functioning of the Group's Internal Controls

The Committee reviewed the plans and work outputs of the External Auditors and concluded that they were adequate to address all significant financial risks facing the business.

As noted above, it also reviewed the reporting on the adequacy of internal controls, having had access to the subsidiary companies' financial information. Based on this, it was concluded that there had been no material breakdowns in internal controls, including financial controls, business risk management, and the effective maintenance of a material control system.

Financial Reporting

The Audit and Risk Committee ensures that the financial reporting to stakeholders fairly presents the state of affairs of the Group. This covers the Annual Financial Statements, Annual Report, interim and preliminary reporting.

The Committee, among other matters:

- confirmed the going concern as the basis of preparation of the Interim and Annual Financial Statements;
- reviewed compliance with the financial conditions of the loan covenants and determined that the capital of the Company was adequate;
- examined and reviewed the Interim and Annual Financial Statements, as well as all financial information disclosed before the submission to the Board for their approval and then for disclosure to stakeholders ensured that the Annual Financial Statements fairly present the financial position of the Company and of the Group as at the end of the financial year and the results of operations and cash flows for the financial year and considered the basis on which the Company and the Group was determined to be a going concern;
- considered the appropriateness of the accounting policies adopted and changes thereto, if necessary;
- reviewed the External Auditor's audit report and key audit matters included;
- reviewed the representation letter relating to the Annual Financial Statements, which was signed by management;
- considered any problems identified and reviewed any significant legal and tax matters that could have a material impact on the Financial Statements;
- considered accounting treatments, significant unusual transactions and accounting judgments;
- confirmed that the Company qualifies for the tax deduction of the distribution in terms of section 25BB(2) of the Income Tax Act;
- confirmed that the gearing ratio as of 28 February 2025 does not exceed 60% of the total consolidated assets;
- undertook not to authorise any borrowings in terms of which the total liabilities as recorded in the Annual Financial Statements, less any capital repayments made after the preparation of the Annual Financial Statements, plus the nominal value of any proposed liability, divided by the gross asset value, will not exceed 60%.

Risk Management and Information Technology (IT) Governance

The Company utilise the Property Management Company's IT systems for its business. Taking this into consideration, the Committee:

- oversaw that intellectual property contained in information systems is protected;
- oversaw that adequate business arrangements were in place for disaster recovery and back-ups; and
- oversaw that all personal information is treated by the Company as an important business asset and is identified.

Legal and Regulatory Requirements

To the extent that these may have an impact on the Annual Financial Statements, the Committee:

- reviewed legal matters that could have a material impact on the Group;
- reviewed the adequacy and effectiveness of the Group's procedures, including its risk management framework, to ensure compliance with legal and regulatory responsibilities; and
- considered reports provided by management and the External Auditors regarding compliance with legal and regulatory requirements.

Going Concern

The Audit and Risk Committee has reviewed a documented assessment, including key assumptions, prepared by management of the Company's going concern status. It has made recommendations to the Directors in accordance. The Directors' statement on the Going Concern Status of the Company, as supported by the Audit and Risk Committee, is included in the Directors' Report.

Election of Committee at the Annual General Meeting

Pursuant to the provisions of Section 94(2) of the Companies Act, which requires that a public Company must elect an Audit Committee at each Annual General Meeting, it is proposed in the notice of the Annual General Meeting to be held on 2 July 2025 that Jonathan Bennett, Avi Gluch and Shaun Zagnoev be re-appointed as members of the Audit and Risk Committee until the next Annual General Meeting to be held in 2026.

Evaluation of the Committee

The Committee conducted a self-evaluation using questionnaires and identified weak areas for improvement. The weak areas will be implemented during the current financial year.

Annual Report

Following the review by the Committee of the Consolidated and Separate Annual Financial Statements of Runway Property Group Limited for the year ended 28 February 2025, the Committee is of the view that in all material aspects, they comply with the relevant provisions of the Act and International Financial Reporting Standards and fairly present the consolidated and separate financial positions at that date and the results of operations and cash flows for the year then ended.

The Committee has also satisfied itself with the integrity of the Annual Report and its sustainability information.

Recommendation of the Annual Report for approval by the Board

Having achieved its objectives, the Committee has recommended the Annual Report for the year ended 28 February 2025 for approval to the Board. The Board has subsequently approved the reports, which will be open for discussion at the forthcoming Annual General Meeting.

Jonathan Bennett

Jonathan Bennett
Audit and Risk Committee Chairman
28 May 2025

SOCIAL AND ETHICS COMMITTEE REPORT TO SHAREHOLDERS

Performance for 2025

This report is prepared in compliance with the requirements of the Companies Act of South Africa, 71 of 2008, as amended ("the Companies Act"). It describes how the Committee discharged its responsibilities in respect of the financial year ended 28 February 2025 and will be presented to Shareholders at the Annual General Meeting to be held on 2 July 2025.

Social and Ethics Committee members

The Committee is comprised of two Independent Directors and one Executive Director. In line with the new Companies Act amendments coming into effect on 27 December 2024, Zvi Kaplan stepped down as a member. Jonathan Bennett is now appointed in his stead to comply with the requirement that the majority of the Committee must be Non-Executive Directors.

One meeting was during the reporting period. The Committee composition and meeting attendance are below:

Name Qualification	**Meetings attended**
Avi Gluch BA, LLB LLM (Tax), Admitted Attorney	1/1
Earle Marks CA(SA)	1/1
Zvi Kaplan CA(SA)	1/1
Jonathan Bennett (Chairman) Bachelor of Business Science (Finance), CA(SA)	-

Responsibilities of the Committee

In accordance with the Terms of Reference and annual work plan, the Committee fulfils the functions and responsibilities assigned to it in terms of the Company's compliance with the applicable requirements of Regulation 43 of the Companies Act, the Company's activities in relation to relevant legislation and prevailing codes of best practice and such other functions as may be assigned to it by the Board from time to time to assist the Board in ensuring that the Group remains a responsible corporate citizen.

The key objectives and responsibilities of the Committee, which are aligned with the Committee's statutory functions as set out in the Companies Act, form the basis of its annual work plan and include the following:

- social and economic development;
- the Group's standing relative to the United National Global Compact Principles, the Organisation of Economic Co-operation and Development (OECD);
- recommendations regarding the combating of corruption and human rights;
- good corporate citizenship, including the Group's contribution to the development of communities in which it operates or markets its goods and the Group's record of sponsorships, donations and charitable giving;
- good corporate citizenship, including the Group's positioning and efforts in promoting equality, preventing unfair discrimination and combating corruption;
- promotion of equality and transformation and prevention of unfair discrimination, through its Code of Conduct and Business Ethics and other social responsibility policies and strategies;
- the environment, health and public safety, including the impacts of the Group's activities and products on the environment and society;
- consumer relationships, including the Group's advertising, public relations and compliance with consumer protection laws;
- labour and employment, including the Group's standing relative to the International Labour Organisation (ILO) Protocol on Decent Work and working conditions, and the Group's employment relationships and contribution to the educational development of its employees;
- generally, the monitoring of the social, ethics, economic, governance, employment, and environmental activities of the Group against internationally recognised human rights principles and other relevant best practice standards.

Ethics and Business Conduct

The Code of Ethics and Business Conduct, which embodies our guiding principles and values, was adopted during the year and included the recommendations by King IV™ and confirmed to be relevant and effective. This policy deals with, *inter alia*, no tolerance for discrimination in whatever form, human rights, health and safety and the implementation of the Group's ethical standards to stakeholders. The Code of Ethics and Business Conduct is available on the Company's website at www.runwaypropertygroup.co.za.

Labour

Due to the low number of employees, the Company is not required to submit an Employment Equity Plan under the Employment Equity Act, 55 of 1998, or a Workplace Skills Plan under the Skills Development Act, 97 of 1998.

Socio-Economic Development

The Group's commitment is to foster good relations with the communities in which we operate. In doing so, it continues to pursue its business philosophy of hiring all staff it needs from the local communities in which it operates, thereby providing much-needed employment and other socio-economic benefits to these communities.

Sustainability

The sustainability framework and the associated pillars that apply to the Subsidiaries and within which the Group's sustainability journey will be managed have been reviewed. Runway acknowledges the importance of sustainability and the following United Nations' Sustainable Development Goals (SDGs). The Group have taken the UN SDGs into account and concentrated on six that support the strategy.

Environment

The Group aims to reduce the negative impacts of the Group's trading entities. Solar panels were implemented on 5 of the buildings and boreholes on 6 to ensure continued water and electricity services to tenants.

Stakeholder Management

The Stakeholder engagement framework outlines the Group's guiding principles for stakeholder engagement, which are congruent with the values espoused in the Group's formal Code of Ethics and Business Conduct. A Stakeholder Engagement Policy is in place.

The Company strives to provide an attractive return to Shareholders and valid, accurate, and relevant information that complies with all related legislation through the Shareholders' selected channel of communication.

Stakeholder Group	Key issues	Our response thereto
Shareholders and investor community	• Business sustainability; • share liquidity; and • debt-to-equity ratio.	• Operate with the optimal capital structure; • review of debt facility; and strategy execution.
Customers	• Legislative and regulatory landscape; and • Consumer Protection Act compliance.	• Product and service innovation, services integration; • customer service; business consulting, training, risk management; • compliance; • delayed negative decision-making by clients; • credit terms.
Employees	• Working conditions; • benefits, employee welfare, training, mentoring, succession planning/employee welfare; • training, remuneration, reward and recognition, benefits, discipline; and • working conditions.	• Ongoing legal and regulatory training in terms of operations; • improved remuneration, added benefits, improvement in health and safety, improved efficiency, training, and upskilling.
Local communities	• Corporate Social Investment (CSI) in the form of support to the community and local schools.	• Community support through CSI initiatives, focusing on education and basic needs.
Government and regulators	• Compliance with industry regulation; CTSE Listing requirements.	• Submission of Reports to Shareholders.
Suppliers	• Supplier listing; products and pricing.	• Enterprise development negotiations.
Media	• Results announcements, meetings.	• Investor relations, public relations.

Broad-based Black Economic Empowerment (B-BBEE)

The Committee considered the interpretation of the B-BBEE Act and Regulations and found that it did not apply to the Company.

Election of Committee at the Annual General Meeting

Pursuant to the provisions of Section 72 and 61 of the Companies Act as amended, which requires that a public Company must elect a Social and Ethics Committee at each Annual General Meeting, it is proposed in the notice of the Annual General Meeting to be held on 2 July 2025 that Avi Gluch and Earle Marks be re-appointed. Jonathan Bennett will be appointed as a member of the Social and Ethics Committee until the next Annual General Meeting, scheduled for 2026.

Evaluation of Committee Performance

The Committee conducted a self-evaluation by way of questionnaires. Weak areas were identified for implementation during the financial year.

Avi Gluch

Avi Gluch

Social and Ethics Committee Chairman

28 May 2025

REMUNERATION REPORT

This report comprises three sections:

- Part I: Matters considered by the Remuneration and Nomination Committee;
- Part II: Remuneration policies and principles for Shareholders' vote at the Annual General Meeting; and
- Part III: Implementation Report of the Remuneration Policy.

PART I: REMUNERATION AND NOMINATION COMMITTEE REPORT

Upon reviewing the Committee's composition during the year, it was decided that, due to the size of the Company, the Remuneration Committee and Nomination Committee could be combined into a single Committee.

Appointment of Directors to the Board

Apart from a candidate's experience, availability and likely fit, the Committee also considers the candidate's integrity and other Directorships and commitments to ensure that the candidate will have sufficient time to discharge his/her role properly. The Appointment of Directors to the Board Policy are in place.

Remuneration and Nomination Committee Members

The Committee comprises three Non-Executive Directors, all of whom are independent. As Chairman, Shaun Zagnoev is not eligible for appointment as Chairman per the King IV™ Code. However, he will remain a member of the Committee but will preside as Chairman when the Committee fulfils its oversight responsibilities on nomination matters and Board/Director interactions.

One meeting was held during the reporting period. The Committee composition and meeting attendance are below:

Name Qualification	**Meetings attended**
Avi Gluch (Chairman) BA, LLB LLM (Tax), Admitted Attorney	1/1
Shaun Zagnoev BSc (Elec Eng), MSC (Elec Eng), MBA	1/1
Jonathan Bennett Bachelor of Business Science (Finance), CA(SA)	1/1

Role of the Remuneration and Nomination Committee

The Remuneration and Nomination Committee has reviewed its Terms of Reference, approved by the Board, setting out its duties and responsibilities.

The Committee:

- assumes responsibility for the governance of remuneration by setting the direction for how remuneration should be approached and addressed on a Company-wide basis;
- approves a Remuneration Policy that articulates and gives effect to its direction on fair, responsible and transparent remuneration;
- ensures the Remuneration Policy and implementation report are put to a non-binding advisory vote at the Annual General Meeting of Shareholders once every year;
- considers the results of the performance evaluation of the Chief Executive Officer and Chief Financial Officer, both as Directors and as Executives, in determining remuneration;
- recommends to the Board the remuneration of Non-Executive Directors for approval by Shareholders;
- determines the Policy and scope of pension arrangements, service agreements, termination payments and compensation commitments and makes recommendations to the Board on these benefits for Executive Directors;
- reviews market trends and reputable survey results in determining such packages and arrangements;
- oversees compliance with all statutory and best practice requirements regarding labour and industrial relations management;
- assumes responsibility for its composition by setting the direction and approving the process for it to attain the appropriate balance of knowledge, skills, experience, diversity and independence to objectively and effectively discharge its governance role and responsibilities;
- regularly reviews the Board structure, size, composition and mix of skills and experience and makes recommendations to the Board with regard to any adjustments that are deemed necessary;
- establishes arrangements for periodic, staggered rotation of its members to invigorate its capabilities by introducing members with new expertise and perspectives while retaining valuable knowledge, skills and experience and maintaining continuity; and
- oversees that succession plans are developed and implemented.

Committee Evaluation

The Committee conducted a self-evaluation by way of questionnaires and identified focus areas for the current financial year.

Avi Gluch

Avi Gluch
Remuneration and Nomination Committee Chairman
28 May 2025

PART II: REMUNERATION POLICY

Background Statement

The Group's Remuneration Policy aims to attract, retain, and motivate skilled and performing employees to execute the Group's strategy. The Remuneration Philosophy and Framework primarily guide the remuneration approach.

During the reporting period, the Remuneration Policy and framework were developed and found to be in line with King IV™ in a conscious effort to give effect to the principles of fair, responsible and transparent remuneration.

The Group offers an integrated remuneration and reward model, which comprises:

Element	Base pay	Short-Term Incentive
Runway Property Group Objective	• Monthly salary • Retention • Attraction •	• Annual Bonus • Reward Company and Group performance • Reward individual performance • Retention / attraction recognition

Short-Term Incentive

The Group awards management and most salaried employees on an annual performance incentive. The actual value awarded is based on the performance and position of the Group, as well as individual performance, during the reporting period.

Long-Term Incentive

There is currently no long-term incentive plan (LTIP) in place, and the Remuneration and Nomination Committee will review it annually. The purpose of the LTIP is to attract, retain, and motivate employees who contribute to the Group's long-term sustainability and strategic objectives.

Increases

At the individual employee level, the annual cost to the Company (CTC) increases are determined by the individual's pay relative to the band they are in and their performance in the role.

An average of a 6% increase was approved during the reporting period and implemented, subject to performance evaluations.

Policy on Directors' Remuneration

The Directors are appointed to the Board to bring competencies and experience appropriate to achieving the Group's objectives.

Non-Executive Directors

The Group's policy is to identify, attract and retain Non-Executive Directors who can add significant value to Runway Property Group. The Board applies principles of good Corporate Governance relating to Directors' remuneration and also keeps abreast of changing trends. The Committee governs the Directors' remuneration.

The Committee considers market norms and practices, as well as the additional responsibilities placed on the Board members by new legislation and Corporate Governance principles.

Non-Executive Directors receive an attendance fee per meeting.

The policy on remuneration for Non-Executive Directors is that this should:

- be market-related (having regard to the median fees paid and number of meetings attended by Non-Executive Directors of companies of similar size and structure to similar sectors); and
- not be linked to the share price of Runway Property Group.

Non-Executive Directors do not receive bonuses or share options, as it is recognised that this can create a potential conflict of interest which can impair the independence of the Non-Executive Directors, and they are expected to bear in mind when making decisions by the Board.

The Remuneration and Nomination Committee approved a 5% increase as follows, for recommendation to Shareholders for final approval, effective 1 August 2025:

Category	Remuneration (per meeting) 2026	Remuneration (per meeting) 2025
Board Chairman	R11,739	R11 180
Board member	R9,398	R8 950
Board member (prior approval)*	R2,352 per hour	R2 240 per hour
Audit and Risk Committee Chairman	R11,739	R11 180
Audit and Risk Committee member	R9,398	R8 950
Remuneration and Nomination Committee Chairman	R11,739	R11 180
Remuneration and Nomination Committee member	R9,398	R8 950
Social and Ethics Committee Chairman	R11,739	R11 180
Social and Ethics Committee member	R9,398	R8 950

*subject to Chief Executive Officer approval

Use of external remuneration advisors

From time to time, advice from external remuneration advisors is sought to ensure that market-related data, current industry trends, and general best practice remuneration trends inform the Remuneration Policy and its implementation. The Committee did not use any external advisors during the reporting period.

Results of the previous voting on the Remuneration Policy and voting procedures going forward

The Remuneration Policy (as set out in part II) and our Implementation Report (as set out in part III) will be put to Shareholders as two separate non-binding advisory votes at the Annual General Meeting on 2 July 2025.

Runway received a 100% non-binding advisory vote in favor of its Remuneration Policy and implementation report at the Annual General Meeting on 3 July 2024.

PART III: REMUNERATION IMPLEMENTATION REPORT

The Remuneration Implementation Report details the outcomes following the implementation of the approved Remuneration Policy, which is detailed on pages above.

Directors' Emoluments

2025	Basic Salary	Bonus	Medical Aid Contributions	Meeting Attendance	Total
Earle Marks	R1 468 366	-	-	-	R1 468 366
Roman Cendrowski	R705 562	-	-	-	R705 562
Zvi Kaplan	R1 788 390	-	-	-	R1 788 390
Avi Gluch	-	-	-	R74 550	R74 550
Jonathan Bennett	-	-	-	R55 380	R55 380
Shaun Zagnoev	-	-	-	R57 510	R57 510
Total	**R3 962 318**	**-**	**-**	**R187 440**	**R4 149 758**

2024	Basic Salary	Bonus	Medical Aid Contributions	Meeting Attendance	Total
Earle Marks	R1 292 006	R93 968	R88 451	-	R1 474 425
Roman Cendrowski	R667 759	R45 152	-	-	R712 911
Zvi Kaplan	R1 267 850	R77 992	R111 431	-	R1 457 273
Avi Gluch	-	-	-	R67 640	R67 640
Jonathan Bennett	-	-	-	R65 510	R65 510
Shaun Zagnoev	-	-	-	R76 900	R76 900
Total	**R3 227 615**	**R217 112**	**R199 882**	**R210 050**	**R3 854 659**

Non-Executive Directors' Remuneration

The participation of Non-Executive Directors in the Group is essential to achieving its strategic objectives, and the Executive Directors and Remuneration and Nomination Committee recommend Non-Executive Directors' fees with this in mind.

In accordance with the Companies Act and the Company's Memorandum of Incorporation, Non-Executive Directors' fees are approved by the Shareholders at the Annual General Meeting. The current fee levels are to be approved by Shareholders at the Annual General Meeting to be held on 2 July 2025. They are stated in Special Resolution number 1 of the notice of Annual General Meeting included in this Annual Report.

The total amount spent on Non-Executive Directors' fees for 2024 and 2025 is as follows:

Non-Executive Directors	2025 Non-Executive Director Fees	2024 Non-Executive Director Fees
Jonathan Bennett	R55 380	R65 510
Avi Gluch	R74 550	R67 640
Shaun Zagnoev	R57 510	R76 900
Total	**R187 440**	**R210 050**

Directors' Service Contracts

There are no fixed-term service contracts for Executive or Non-Executive Directors.

SHAREHOLDER ANALYSIS
AS AT 28 FEBRUARY 2025

Shareholder spread	Number of Shareholders	%	Number of shares	%
1 – 1 000 shares	44	63.0	22 300	0.04
1 001 – 10 000 shares	17	31.0	39 600	0.08
10 001 – 100 000 shares	3	4.6	82 400	0.16
100 001 – 1 000 001 shares	-	-	-	-
1 000 0001 shares and over	1	1.4	47 850 792	99.72
Total	**65**	**100**	**47 995 092**	**100**

Distribution of Shareholders	Number of Shareholders	%	Number of shares	%
Individuals	63	96.92	98 300	0.20
Company	1	1.54	47 850 792	99.72
Directors	1	1.54	46 000	0.08
Total	**65**	**100.0**	**47 995 092**	**100.0**

Beneficial Shareholders holding 5% of more	Number of shares	%
Markscend Group Holdings (Pty) Ltd	47 850 792	99.72
Total	**47 850 792**	**99.72**

DIRECTORS' INTERESTS
AS AT 28 FEBRUARY 2025

2025	Status of Director	Beneficially held / Directly	Indirectly	Total	% of issued
Roman Cendrowski / Markscend	Executive	-	23 925 396	23 925 396	49.85
Earle Marks / Markscend	Executive	-	11 962 698	11 962 698	24.93
Zvi Kaplan	Executive	46, 00	-	46 000	0.10
Total		**8 387 866**	**35 888 094**	**35 934 094**	**74.79**

2024	Status of Director	Beneficially held / Directly	Indirectly	Total	% of issued
Roman Cendrowski / Markscend	Executive	-	23 925 396	23 925 396	49.85
Earle Marks / Markscend	Executive	-	11 962 698	11 962 698	24.93
Zvi Kaplan	Executive	46, 00	-	46 000	0.10
Total		**8 387 866**	**35 888 094**	**35 934 094**	**74.79**

Sureties and guarantees were given in the respective Directors' personal capacity for borrowings as detailed per note 24 of the Annual Financial Statements.

There were no changes to the Directors' interest in shares between year-end and the date that the financial statements were approved.

INFORMATION TO SHAREHOLDERS

NOTICE OF ANNUAL GENERAL MEETING

Runway Property Group Limited

(Incorporated in the Republic of South Africa)
Registration number: 2019/547292/06
CTSE code: ZXRPG ISIN: ZAE ZAEZ00000059
("Runway Property Group" or "the Company")

The Annual General Meeting will be held in Electronic Format only

Notice is hereby given that the Annual General Meeting of Runway Property Group Shareholders recorded in the register as of Friday, 28 June 2024, which will only be accessed through electronic participation (Microsoft TEAMS), will be held at 10h00 on Wednesday, 2 July 2025, to consider and, if deemed fit, pass, with or without modification, the resolutions set out below in the manner required by the Companies Act.

Purpose

The purpose of the meeting is to present, consider and adopt the Financial Statements of the Company for the year ended 28 February 2025 to transact the business set out in this notice of Annual General Meeting ("AGM notice") by considering and, if deemed fit, passing, with or without modification, the ordinary and special resolutions hereunder; and to transact such other business as may be transacted at the Annual General Meeting.

Unless otherwise indicated, for the ordinary resolutions to be adopted, the support of at least 50% (fifty percent) plus one vote of the total number of votes, which the Shareholders present or represent by proxy at this meeting are entitled to cast, is required. For the special resolutions to be adopted, the support of at least 75% (seventy-five percent) of the total number of votes, which the Shareholders present or represented by proxy at this meeting are entitled to cast, is required.

- Shareholders entitled to attend and vote at the Annual General Meeting may appoint one or more proxies to attend, speak, and vote on their behalf. A proxy does not need to be a member of the Company. A form of proxy, in which the relevant instructions for its completion are set out, is enclosed for the use of a registered dematerialised Shareholder who wishes to be represented at the Annual General Meeting. Completing a form of proxy will not preclude such Shareholder from attending and voting (in preference to that Shareholder's proxy) at the Annual General Meeting.
- The instrument appointing a proxy and the authority (if any) under which it is signed must reach the Company Secretary at sirkien@juba.co.za by not later than 10h00 on Monday, 30 June 2025.
- Dematerialised Shareholders, other than own name registered dematerialised Shareholders, who wish to attend the Annual General Meeting in person will need to request their Central Securities Depository Participant ("**CSDP**") or broker to provide them with the necessary letter of representation in terms of the custody agreement entered into between such Shareholders and the CSDP or broker.
- Dematerialised Shareholders, other than own-name registered dematerialised Shareholders, who are unable to attend the Annual General Meeting and who wish to be represented thereat, must provide their CSDP or broker with their voting instructions in terms of the custody agreement entered into between them and the CSDP or broker in the manner and time stipulated therein.
- Shareholders present in person, by proxy or by authorised representative shall have one vote in respect of each share held.

In terms of the Companies Act, any Shareholder or proxy who intends to attend or participate at the Annual General Meeting must be able to present reasonably satisfactory identification at the meeting for such Shareholder or proxy to attend and participate at the Annual General Meeting.

A green bar-coded identity document or identity card issued by the South African Department of Home Affairs, a driver's license or a valid passport will be accepted at the Annual General Meeting as sufficient identification.

Record date, Attendance and Voting:

	2025
Record date in order to be eligible to receive the AGM notice	Friday, 23 May
AGM notice posted to Shareholders	Wednesday, 28 May
Last date to trade in order to be eligible to vote at the Annual General Meeting	Tuesday, 24 June
Record date in order to be eligible to vote at the Annual General Meeting	Friday, 27 June
Submit forms of proxy for administration purposes for the Annual General Meeting (by 10h00)	Monday, 30 June
Annual General Meeting (at 10h00)	Wednesday, 2 July
Results of the Annual General Meeting released on the CTSE website	Wednesday, 2 July

Agenda

Presentation of the audited Annual Financial Statements

The audited annual financial statements of the Company (as approved by the Board of Directors of the Company ("Board")) ("Annual Financial Statements"), including the independent auditor's report and the directors' report, for the year ended 28 February 2025, are presented to shareholders.

Report of the Social and Ethics Committee

The Company's Social and Ethics Committee report in the Annual Report will serve as the Committee's report to the Company's shareholders on the matters within its mandate at the annual general meeting (AGM). Any questions for the Committee may be directed to the Company Secretary prior to the AGM.

ORDINARY RESOLUTIONS

1. **Ordinary resolution number 1: Re-election of Jonathan Bennett as a Director of the Company**
"Resolved that Jonathan Bennett, who was appointed as an Independent Non-Executive Director of the Company, be and is hereby re-elected as Director."

An abbreviated curriculum vitae in respect of Jonathan Bennett may be viewed on page 9 of the Annual Report of which this notice forms part.

Reason for ordinary resolution number 1
Ordinary resolution number 1 is necessary because article 27.3.4 of the Company's Memorandum of Incorporation requires that one-third of the Non-Executive Directors rotate and be up for re-election at the next Annual General Meeting.

2. **Ordinary resolution number 2: Confirmation of the appointment of the Auditors**
"Resolved that the appointment of De Vos Richards Abed Inc. as independent Auditors of the Company for the ensuing year (the designated Auditor being Waseela Abed) on the recommendation of the Company's Audit and Risk Committee be hereby ratified."

Reason for ordinary resolution number 2
Ordinary resolution number 2 is necessary because the Company, being a publicly listed Company, must have its financial results audited, and the Auditor must be appointed or re-appointed each year at the Company's Annual General Meeting as required by the Companies Act.

3. **Ordinary resolution number 3: Appointment of Jonathan Bennett as a member and Chairman of the Audit and Risk Committee**
"Resolved that, subject to the successful passing of ordinary resolution number 1, Jonathan Bennett be elected a member and Chairman of the Audit and Risk Committee, with effect from the conclusion of this Annual General Meeting in terms of Section 94(2) of the Companies Act."

4. **Ordinary resolution number 4: Appointment of Avi Gluch as a member of the Audit and Risk Committee**
"Resolved that Avi Gluch be elected a member of the Audit and Risk Committee, with effect from the conclusion of this Annual General Meeting in terms of Section 94(2) of the Companies Act."

5. **Ordinary resolution number 5: Appointment of Shaun Zagnoev as a member of the Audit and Risk Committee**
"Resolved that Shaun Zagnoev be elected a member of the Audit and Risk Committee, with effect from the conclusion of this Annual General Meeting in terms of Section 94(2) of the Companies Act."

Reason for ordinary resolutions number 3 to 5
The reason for ordinary resolution numbers 3 to 5 (inclusive) is that the Company, being a public listed Company, must appoint an audit Committee as prescribed by Sections 66(2) and 94(2) of the Companies Act, which also requires that the members of such audit Committee be appointed, or re-appointed, as the case may be, at each Annual General Meeting of a Company.

6. **Ordinary resolution number 6: Appointment of Avi Gluch as a member and Chairman of the Social and Ethics Committee**
"Resolved that Avi Gluch be elected a member and Chairman of the Social and Ethics Committee, with effect from the conclusion of this Annual General Meeting in terms of Sections 72 and 61 of the Companies Act."

7. **Ordinary resolution number 7: Appointment of Jonathan Bennett as a member of the Social and Ethics Committee**

"Resolved that, subject to the successful passing of ordinary resolution number 1, Jonathan Bennett be elected a member of the Social and Ethics Committee, with effect from the conclusion of this Annual General Meeting in terms of Sections 72 and 61 of the Companies Act."

8. **Ordinary resolution number 8: Appointment of Earle Marks as a member of the Social and Ethics Committee**
"Resolved that Earle Marks be elected a member of the Social and Ethics Committee, with effect from the conclusion of this Annual General Meeting in terms of Sections 72 and 61 of the Companies Act."

Reason for ordinary resolutions number 6 to 8
The reason for ordinary resolution numbers 6 to 8 (inclusive) is that the Company, being a public listed Company, must appoint a Social and Ethics Committee as prescribed by Sections 72 of the Companies Act, as amended, which also requires that the members of such Social and Ethics Committee be appointed, or re-appointed, as the case may be, at each Annual General Meeting of a Company.

9. **Ordinary resolution number 9: The general authority to issue unissued, but authorised shares for cash**
"Resolved that the Directors be authorised pursuant, *inter alia*, to the Company's Memorandum of Incorporation, until this authority lapses at the next Annual General Meeting of the Company unless it is then renewed at the next Annual General Meeting of the Company and provided that it shall not extend beyond 15 (fifteen) months, to allot and issue any ordinary shares for cash subject to the CTSE Listing Requirements."

Reason for ordinary resolution number 9
For listed entities wishing to issue shares, it is necessary for the Board not only to obtain the prior authorisation of the Shareholders as may be required in terms of their Memorandum of Incorporation, but also to obtain the prior authorisation of Shareholders in accordance with the Listing Requirements of the CTSE. The reason for this resolution is to obtain a general authority from Shareholders to issue shares in compliance with the Listing Requirements of the CTSE.

Requirements on the following basis:

1. The allotment and issue of the shares must be made to persons qualifying as public Shareholders as defined in the CTSE Listing Requirements.
2. The shares that are the subject of the cash issue must be of a class already in issue.
3. The number of shares issued for cash shall not in the aggregate in any one financial year exceed 15% (fifteen percent), being 7,199,263 shares of the Company's issued share capital of ordinary shares. The number of ordinary shares which may be issued shall be based on the number of ordinary shares in issue at the date of such issue less any ordinary shares issued during the current financial year, provided that any ordinary shares to be issued pursuant to a rights issue (announced, irrevocable and fully underwritten) or acquisition (concluded up to the date of application including announcement of the final terms) may be included as though they were shares in issue at the date of application.
4. The maximum discount at which ordinary shares may be issued is 10% (ten percent) of the weighted average traded price on the CTSE of those shares measured over the 30 (thirty) business days before the date that the price of the issue is agreed by the Directors of the Company and the party subscribing to the shares.
5. After the Company has issued shares for cash which represent, on a cumulative basis within a financial year, 30% (thirty percent) or more of the number of shares in issue prior to that issue, the Company shall publish an announcement.

Note: *This resolution requires the approval of not less than 75% of the votes cast by Shareholders present or represented by proxy and entitled to vote at this Annual General Meeting.*

10. Ordinary resolution number 10: Endorsement of the Remuneration Policy and Implementation Report

Ordinary resolution 10.1

"Resolved that the Company's Remuneration Policy, as set out in the remuneration report on pages 20 and 21 of the Annual Report of which this notice forms part, be and is hereby approved by way of a non-binding advisory vote of Shareholders of the Company in terms of King IV™ Report."

Ordinary resolution 10.2

"Resolved that the Implementation Report, as set out on page 21 of the Annual Report of which this notice forms part, be and is hereby endorsed as a non-binding advisory vote of Shareholders of the Company in terms of King IV™ Report."

Reason for ordinary resolutions number 10.1 and 10.2

The reason for ordinary resolutions 10.1 and 10.2 is that King IV™ recommends that the Company's Remuneration Policy be endorsed through separate non-binding advisory votes by Shareholders at the Company's Annual General Meeting. Failure to pass these resolutions will not have legal consequences relating to existing arrangements. However, the Company's Board of Directors will consider the outcome of the vote when assessing the Company's remuneration policy and implementation report. Should these resolutions be voted against by 25% or more of the voting rights exercised, the Board will engage to ascertain the reasons for the dissenting votes and address legitimate and reasonable objections and concerns raised.

11. Ordinary resolution number 11: Signature of documentation

"Resolved that any Director or the Company Secretary of the Company be and is hereby authorised to sign all documentation and do all such things as may be necessary for or incidental to the implementation of all special resolutions and all ordinary resolutions passed at the Annual General Meeting."

Reason for ordinary resolution number 11

The reason for ordinary resolution number 11 is to ensure that the resolutions voted favourably upon are duly implemented through the delegation of powers provided for in terms of clause 27.4.2 of the Company's Memorandum of Incorporation.

SPECIAL RESOLUTIONS

12. Special resolution number 1: Approval of Non-Executive Directors' fees

"Resolved that the Non-Executive Directors' fees for services as Directors for the period ended 28 February 2025, as set out below, be and are hereby approved and that such fees be payable for two years after the Annual General Meeting unless amended at a subsequent Annual General Meeting."

Category	Remuneration (per meeting) 2025	Remuneration (per meeting) 2024
Board Chairman	R11,739	R11 180
Board member	R9,398	R8 950
Board member (prior approval)*	R2,352 per hour	R2 240 per hour

Category	Remuneration (per meeting) 2025	Remuneration (per meeting) 2024
Audit and Risk Committee Chairman	R11,739	R11 180
Audit and Risk Committee member	R9,398	R8 950
Remuneration and Nomination Committee Chairman	R11,739	R11 180
Remuneration and Nomination Committee member	R9,398	R8 950
Social and Ethics Committee Chairman	R11,739	R11 180
Social and Ethics Committee member	R9,398	R8 950

*subject to Chief Executive Officer approval

Reasons for and effects of special resolution number 1
The reason for the proposed special resolution is to comply with Section 66(9) of the Companies Act, which requires the approval of Directors' fees prior to the payment of such fees.

The effect of special resolution number 1 is that the Company will be able to pay its Non-Executive Directors for the services they render to the Company as Directors without requiring further Shareholder approval until the next Annual General Meeting.

13. Special resolution number 2: Authority to repurchase shares by the Company

"Resolved that as a special resolution that the Company and its Subsidiaries be and is hereby authorised, as a general approval, to repurchase any of the shares issued by the Company, upon such terms and conditions and in such amounts as the Directors may from time to time determine, but subject to the provisions of section 46 and 48 of the Companies Act, the Memorandum of Incorporation of the Company, the Listings Requirements of the CTSE, namely that:

- the general repurchase of the shares may only be implemented on the open market of the CTSE and done without any prior understanding or arrangement between the Company and the counterparty;
- this general authority shall only be valid until the next Annual General Meeting of the Company provided that it shall not extend beyond fifteen months from the date of this resolution;
- an announcement must be published as soon as the Company has acquired shares including full details thereof;
- the general authority to repurchase is limited to a maximum of 5% in the aggregate in any one financial year of the Company's issued share capital at the time the authority is granted;
- a resolution has been passed by the Board of Directors approving the purchase, that the Company has satisfied the solvency and liquidity test as defined in the Companies Act and that since the solvency and liquidity test was applied there have been no material changes to the financial position or required Shareholder spread of the Group;
- the general repurchase is authorised by the Company's Memorandum of Incorporation;
- repurchases must not be made at a price more than 10% above the weighted average of the market value of the shares for five business days immediately preceding the date that the transaction is effected. The CTSE should be consulted for a ruling if the applicant's securities have not been traded in such five business day period; and
- the Company may at any point in time only appoint one agent to effect any repurchase(s) on the Company's behalf."

Reason and effect of special resolution number 2
The reason for and effect of special resolution number 2 is to grant the Directors a general authority in terms of its Memorandum of Incorporation and the Listings Requirements of the CTSE for the acquisition by the Company and/or its Subsidiaries of shares issued by it on the basis reflected in the special resolution.

In terms of the Listing Requirements of the CTSE any general repurchase by the Company and/or its Subsidiaries must, inter alia, be limited to a maximum of 20% of the Company's issued share capital in any one financial year of that class at the time the authority is granted.

A form of proxy and notes for the use of the form of proxy is attached.

By order of the Board

Sirkien van Schalkwyk

Juba Statutory Services (Pty) Ltd
represented by Sirkien van Schalkwyk
Company Secretary
28 May 2025

ELECTRONIC PARTICIPATION FORM

Instructions

Shareholders or their proxies have the right, as provided for in the Company's Memorandum of Incorporation and the Companies Act, to participate in the AGM by way of electronic communication.

Shareholders or their duly appointed proxy(ies) that wish to participate in the AGM via electronic communication must apply to the transfer secretaries by delivering this duly completed Electronic Participation Form to:

- The Park Shopping Centre, Block B, Office 107, 837 Barnard Street, Elarduspark, 0181 or by email to sirkien@juba.co.za to be received by no later than 10h00 on Monday, 30 June 2025, for administrative purposes, in order to arrange for such participation for the electronic attendance.
- Shareholders may still register/apply to participate in and/or vote electronically at the AGM after the aforementioned date, provided, however, that those Shareholders are verified (as required in terms of section 63(1) of the Companies Act) and are registered at the commencement of the General Meeting.

Upon receiving a completed Electronic Participation Form, the Company Secretary will follow a verification process to verify each applicant's entitlement to participate in and/or vote at the AGM. The Company Secretary will forward the Participant a Microsoft Teams meeting invitation required to access the AGM. Runway Property Group will send each Participant a Microsoft Teams meeting invitation with a link to "Join the Microsoft Teams Meeting" before Tuesday, 2 July 2024, to enable Participants to link up and participate electronically in the AGM. This link will be sent to the email address nominated by the Participant in the table below.

Please Note

The electronic platform to be utilised for the AGM does not provide for electronic voting during the meeting. Accordingly, Shareholders are strongly encouraged to submit their votes by proxy before the AGM by completing the proxy form and lodging the completed form, together with this completed Electronic Participation Application Form, with the Company's transfer secretaries.

Participants who indicate in this form that they wish to vote during the electronic meeting will be contacted by the Company Secretary to make the necessary arrangements.

Participants will be liable for their own network charges in relation to electronic participation in and/or voting at the AGM. Any such charges will not be for the account of the Company's Transfer Secretaries or Runway Property Group who will also not be held accountable in the case of loss of network connectivity or other network failure due to insufficient airtime, internet connectivity, internet bandwidth and/or power outages which prevents any such Participant from participating in and/or voting at the AGM.

By signing this Electronic Participation Form, the Participant indemnifies and holds the Company harmless against any loss, injury, damage, penalty or claim arising in any way from the use of the telecommunication lines to participate in the AGM or any interruption in the ability of the Participant to participate in the AGM via electronic communication, whether or not the problem is caused by any act or omission on the part of the Participant or anyone else, including without limitation the Company and its employees.

INFORMATION REQUIRED FOR PARTICIPATION BY ELECTRONIC COMMUNICATION AT THE AGM

Electronic Participation Form

Full name of Shareholder: ____________________

Identity or registration number of Shareholder: ____________________

Full name of authorised representative (if applicable): ____________________

Identity number of authorised representative: ____________________

Email address: ____________________

***Note: this email address will be used by the Company to share the Microsoft Teams meeting invitation required to access the AGM electronically**

Cell phone number: ____________________

Telephone number, including dialling codes: ____________________

***Note: The electronic platform to be utilised for the AGM does not provide for electronic voting during the meeting. Accordingly, Shareholders are strongly encouraged to submit votes by proxy in advance of the AGM, by completing the proxy form.**

Indicate (by marking with an 'X') whether:

☐ votes will be submitted by proxy (in which case, please enclose the duly completed proxy form with this form); or

☐ the Participant wishes to exercise votes during the AGM. If this option is selected, the Company's transfer secretaries will contact you to make the necessary arrangements.

By signing this application form, I consent to the processing of my personal information above for the purpose of participating in Runway's AGM.

Name of CSDP or broker: ____________________

Contact number of CSDP/broker: ____________________

Contact person of CSDP/broker: ____________________

Number of share certificate (if applicable): ____________________

Signed at ____________________ on ________ (day) of ____________ (month) 2025.

Signed: ____________________

FORM OF PROXY

Runway Property Group Limited
(Incorporated in the Republic of South Africa)
Registration number: 2019/547292/06
CTSE code: ZXRPG ISIN: ZAE ZAEZ00000059
("Runway Property Group" or "the Company")

Form of proxy for the Annual General Meeting of the Company to be held at 10h00 on Wednesday, 2 July 2025 via Microsoft Teams ("the Annual General Meeting").

For use by certificated Shareholders, nominee companies of Central Securities Depository Participants ("CSDP"), brokers' nominee companies and Shareholders who have dematerialised their shares and who have elected "own name" registration, who wish to vote on the ordinary and special resolutions per the notice of the Annual General Meeting to which this form is attached.

Shareholders who have dematerialised their shares through a CSDP or broker must not complete this form of proxy and must provide their CSDP or broker with their voting instructions, except for Shareholders who elected "own name" registration in the sub-register through a CSDP, which Shareholders must complete this form of proxy and lodge it with Computershare Investor Services (Pty) Ltd.

Holders of dematerialised shares other than with "own name" registration wishing to attend the Annual General Meeting must inform their CSDP or broker of such intention and request their CSDP or broker to issue them with the necessary written authorisation to attend.

I/We (name in block letters) ____________________

of (address) ____________________

being the holder/s of (number) ________ ordinary shares in the Company, do hereby appoint:

1. ____________________ or failing him/her
2. ____________________ or failing him/her
3. the Chairman of the Annual General Meeting as my/our proxy to act for me/us and on my/our behalf at the Annual General Meeting of the Company, which will be held for the purpose of considering and, if deemed fit, passing, with or without modification, the ordinary and special resolutions to be proposed thereat and at any adjournment thereof, and to vote in favour of and/or against the resolutions and/or abstain from voting in respect of the ordinary shares registered in my/our name/s, in accordance with the following instructions (refer to notes to the form of proxy):

			Number of shares		
			In favour	Against	Abstain
To consider the presentation of the Annual Financial Statements for the year ended 28 February 2025					
Ordinary resolution no.	1	Re-election of Jonathan Bennett as a Director of the Company			
Ordinary resolution no.	2	Confirmation of external Auditors			
Ordinary resolution no.	3	Appointment of Jonathan Bennett to the Audit and Risk Committee			
Ordinary resolution no.	4	Appointment of Avi Gluch to the Audit and Risk Committee			
Ordinary resolution no.	5	Appointment of Shaun Zagnoev to the Audit and Risk Committee			
Ordinary resolution no.	6	Appointment of Avi Gluch to the Social and Ethics Committee			
Ordinary resolution no.	7	Appointment of Jonathan Bennett to the Social and Ethics Committee			
Ordinary resolution no.	8	Appointment of Earle Marks to the Social and Ethics Committee			
Ordinary resolution no.	9	General authority to issue unissued shares for cash			
Ordinary resolution no.	10.1	Endorsement of the Remuneration Policy			
Ordinary resolution no.	10.2	Endorsement of the Implementation Report			
Ordinary resolution no.	11	Authority to action			
Special resolution no.	1	Remuneration of Non-Executive Directors			
Special resolution no.	2	Authority to repurchase shares by the Company			

Signed at ____________________ on ____________________ 2025

Signature ____________________

NOTES TO THE FORM OF PROXY

A Shareholder entitled to attend and vote at the meeting is entitled to appoint an individual as its proxy to attend, participate in, speak and vote at the meeting in the place of the Shareholder. A proxy may delegate the proxy's authority to act on behalf of the Shareholders to another person.
A proxy need not be a Shareholder of the Company.

- A Shareholder may insert the name(s) of one or more proxies (none of whom need be a Company Shareholder) in the space provided, with or without deleting the words "the Chairman of the Annual General Meeting". The person whose name stands first on the form of proxy and has not been deleted and who is present at the Annual General Meeting will be entitled to act as a proxy to the exclusion of those whose names follow. If no names are indicated, the proxy shall be exercised in favour of all resolutions by the Chairman.
- Shareholder's instructions to the proxy must be indicated by the insertion of an "X" or the relevant number of votes exercisable by that Shareholder in the appropriate box provided. Failure to comply with the above will be deemed to authorise the proxy to vote as he/she deems fit. Where the proxy is the Chairman, such failure shall be deemed to authorise the Chairman to vote in favour of the ordinary and special resolutions in respect of all the Shareholders' votes exercisable thereat.
- The completion and lodging of this form of proxy shall in no way preclude the Shareholder from attending, speaking and voting in person at the Annual General Meeting to the exclusion of any proxy appointed in terms hereof, subject to the Shareholder notifying the Chairman prior to the commencement of the Annual General Meeting.
- Should this form of proxy not be completed and/or received in accordance with these notes, the Chairman may accept or reject it, provided that, in respect of its acceptance, the Chairman is satisfied as to the manner in which the Shareholder wishes to vote.
- Documentary evidence establishing the authority of the person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the Company Secretary or waived by the Chairman of the meeting.
- Where this form of proxy is signed under power of attorney, such power of attorney must accompany this form unless it has previously been registered with the Company Secretary.
- Where shares are held jointly, all joint holders are required to sign.
- A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity have been produced or have been registered by the transfer secretaries of the Company.
- Any alteration or correction made to this form of proxy must be signed in full and not initialled by the signatories.
- This form of proxy must be lodged with, or posted to, the Company Secretary, The Park Shopping Centre, Block B, Office 107, 837 Barnard Street, Elarduspark, 2191 so as to be received by not later than 10h00 on Monday, 30 June 2025.
- The completion and lodging of this form of proxy by the Shareholders holding certificated shares, nominee companies of CSDPs or brokers and the Shareholders who have dematerialised their shares and who have elected "own name" registration will not preclude the relevant Shareholder from attending the Annual General Meeting and speaking and voting in person thereat, to the exclusion of any proxy appointed in terms thereof. The Shareholders who have dematerialised their shares other than with "own name" registration, and who wish to attend and vote at the Annual General Meeting, must instruct their CSDP or broker to issue them with the necessary written authority to attend and vote on behalf of the registered Shareholder.

GROUP FINANCIAL STATEMENTS

CONSOLIDATED AND SEPARATE ANNUAL FINANCIAL STATEMENTS FOR THE YEAR ENDED 28 FEBRUARY 2025

Below is an extract from the Annual Financial Statements for the year ended 28 February 2025 and highlights from the Board of Directors. It should be read in conjunction with the complete Consolidated and Separate Annual Financial Statements of Runway Property Group Limited and its Subsidiaries available on the Company's website at www.runwaypropertygroup.co.za.

DIRECTORS' COMMENTS

The Directors are required by the Companies Act of South Africa to maintain adequate accounting records. They are responsiblefor the content and integrity of the Annual Financial Statements and related financial information included in this report. The Directors acknowledge that they are ultimately responsible for the system of internal financial control established by the Company and place considerable importance on maintaining a strong control environment.

The Consolidated and Separate Annual Financial Statements, prepared on a going concern basis, were approved by the Directors and signed on 28 May 2025.

Basis of preparation

Runway Property Group is a CTSE-approved Real Estate Investment Trust (REIT) in accordance with the provisions of the CTSE Listing Requirements.

The Consolidated and Separate Consolidated and Separate Annual Financial Statements have been prepared on a going concern basis in accordance with, and in compliance with, International Financial Reporting Standards (IFRS) and International Financial Reporting Standards Interpretations Committee ("IFRS IC") interpretations issued and effective at the time of preparing these Consolidated and Separate Annual Financial Statements and the Companies Act of South Africa, 2008, as amended.

The Consolidated and Separate Annual Financial Statements have been prepared on the historic cost convention unless otherwise stated in the accounting policies, which follow and incorporate the principal accounting policies set out below. They are presented in Rands, which is the Group and Company's functional currency.

The accounting policies are consistent with the previous period.

Going Concern

The Consolidated and Separate Annual Financial Statements have been prepared on the basis of accounting policies applicable to a going concern. This basis presumes that funds will be available to finance future operations and that the realisation of assets and settlement of liabilities, contingent obligations and commitments will occur in the ordinary course of business.

The Shareholders of the Group have guaranteed by way of a Letter of Support that they will provide the necessary financial support to enable the Group to continue to operate its business in a lawful and proper manner and to satisfy all obligations in full as they fall due, for a period of 12 months from the date of signing all statutory financial statements for the financial period ended 28 February 2025.

Statements of Financial Position

Figures in R	Notes	Group 2025	Group 2024	Company 2025	Company 2024
Assets					
Non-current assets					
Investment property	3	1 307 369 122	1 135 350 000	-	-
Investment in Subsidiaries	4	-	-	478 507 920	478 507 920
Loans to group companies	5	-	-	34 194 234	42 551 537
Loans to Shareholders	6	25 975 194	20 265 876	-	-
Related party loans	7	22 591 075	30 131 448	-	-
Operating lease asset	8	24 008 877	21 877 782	-	-
		1 379 944 268	**1 207 625 106**	**512 702 154**	**521 059 457**
Current assets					
Trade and other receivables	9	5 217 364	5 796 089	-	-
Operating lease asset	8	499 317	2 020 872	-	-
Current tax receivable		22 793	22 793	22 793	22 793
Dividend receivable		-	-	23 472 632	28 440 774
Cash and cash equivalents	10	2 224 037	883 199	-	336
Total current assets		**7 963 511**	**8 722 953**	**23 495 425**	**28 463 903**
Total assets		**1 387 907 779**	**1 216 348 059**	**536 197 579**	**549 523 360**
Equity and liabilities					
Equity					
Stated capital	11	**479 950 920**	479 950 920	**479 950 920**	479 950 920
Accumulated profit/(loss)		**200 153 288**	63 334 531	**43 933**	(11 157)
Total equity		**680 104 208**	**543 285 451**	**479 994 853**	**479 939 763**

Statements of Financial Position (continues)

Figures in R	Notes	Group 2025	Group 2024	Company 2025	Company 2024
Liabilities					
Non current-liabilities					
Loans from group companies	12	-	-	27 721 204	-
Loans from shareholders	13	-	25 740 517	4 976 206	41 053 486
Borrowings	14	641 215 959	435 941 848	-	-
Deferred tax	15	1 415 974	-	-	-
		642 631 933	**461 682 365**	**32 697 410**	**41 053 486**
Current liabilities					
Trade and other payables	16	40 449 028	38 709 064	32 031	89 337
Borrowings	14	-	143 242 246	-	-
Operating lease liability	8	1 249 505	988 159	-	-
Current tax payable		473	-	-	-
Dividend payable		23 472 632	28 440 774	23 472 632	28 440 774
Bank overdraft	10	-	-	653	
		65 171 638	**211 380 243**	**23 505 316**	**28 530 111**
Total liabilities		**707 803 571**	**673 062 608**	**56 202 726**	**69 583 597**
Total equity and liabilities		**1 387 907 779**	**1 216 348 059**	**536 197 579**	**549 523 360**

Statements of Profit or Loss and Other Comprehensive Income

Figures in R	Notes	Group 2025	Group 2024	Company 2025	Company 2024
Revenue	17	207 208 700	195 271 522	23 472 632	28 440 774
Other operating income		12 350	6 300	-	-
Fair value gain (loss)	3	131 182 647	(71 609 190)	-	-
Other expenses		(120 782 445)	(113 369 150)	55 098	(11 686)
Operating profit	18	**217 621 252**	**10 299 482**	**23 527 730**	**28 429 088**
Finance income	19	3 568 694	5 610 377	2	260
Finance costs	20	(59 527 618)	(57 914 204)	(10)	(136)
Profit (loss) before taxation		**161 662 328**	**(42 004 345)**	**23 527 722**	**28 429 212**
Taxation	21	(1 370 939)	-	-	-
Profit (loss) for the year		**160 291 389**	**(42 004 345)**	**23 527 722**	**28 429 212**
Other comprehensive income		-	-	-	-
Total comprehensive income (loss) income for the year		**160 291 389**	**(42 004 345)**	**23 527 722**	**28 429 212**
Basic earnings per share	26	333.97	(87.52)		
Headline earnings per share	26	60.65	61.68		
Diluted earnings per share	26	333.97	(87.52)		

Statement of Changes in Equity

Figures in R	Share capital	Accumulated profit (loss)	Total Equity
Group			
Balance at 1 March 2023	**479 950 920**	**133 779 650**	**613 730 570**
Loss for the year	-	(42 004 345)	(42 004 345)
Other comprehensive income	-	-	-
Total comprehensive loss for the year	**-**	**(42 004 345)**	**(42 004 345)**
Dividends recognised as distribution to shareholder	-	(28 440 774)	(28 440 774)
Balance at 1 March 2024	**479 950 920**	**63 334 531**	**543 285 451**
Profit for the year	-	160 291 389	160 291 389
Other comprehensive income	-	-	-
Total comprehensive income for the year	**-**	**160 291 389**	**160 291 389**
Dividends recognised as distributions to shareholder	-	(23 472 632)	(23 472 632)
Balance at 28 February 2025	**479 950 920**	**200 153 288**	**680 104 208**
Note(s)	11		
Company			
Balance at 1 March 2023	**479 950 920**	**405**	**479 951 325**
Profit for the year	-	28 429 212	28 429 212
Other comprehensive income	-	-	-
Total comprehensive income for the year	**-**	**28 429 212**	**28 429 212**
Dividends recognised as distribution to shareholder	-	(28 440 774)	(28 440 774)
Balance at 1 March 2024	**479 950 920**	**(11 157)**	**479 939 763**
Profit for the year	-	23 527 722	23 527 722
Other comprehensive income	-	-	-
Total comprehensive loss for the period	-	**23 527 722**	**23 527 722**
Dividends recognised as distributions to shareholder	-	(23 472 632)	(23 472 632)
Balance at 28 February 2025	**479 950 920**	**43 933**	**479 994 853**
Note(s)	11		

Statement of Cash Flows

Figures in R	Notes	Group 2025	Group 2024	Company 2025	Company 2024
Cash flows from operating activities					
Profit (loss) before taxation		161 662 328	(42 004 345)	23 527 722	28 429 212
Adjustments for non-cash items:					
Depreciation		70 000	-	-	-
Fair value (gains) losses		(131 182 647)	71 609 190	-	-
Changes in operating lease assets		(609 540)	(1 012 507)	-	-
Changes in operating lease liabilities		261 346	(162 672)	-	-
Interest income		(3 568 694)	(5 610 377)	(2)	(260)
Dividends received		-	-	(23 472 632)	(28 440 774)
Finance costs		59 527 618	57 914 204	10	136
Changes in working capital:					
Trade and other receivables		578 725	2 751 388	-	-
Trade and other payables		1 739 964	450 199	(57 306)	8 068
Cash generated from (used in) operations		**88 479 100**	**83 935 080**	**(2 208)**	**(3 618)**
Interest income	19	3 568 694	5 610 377	2	260
Dividends received		-	-	28 440 774	46 180 674
Finance costs	20	(59 527 618)	(57 914 204)	(10)	(136)
Dividends paid	23	(28 440 774)	(46 179 207)	(28 440 774)	(46 179 207)
Tax refunded	22	45 508	42 003	-	-
Net cash generated from (used in) operating activities		**4 124 910**	**(13 505 951)**	**(2 216)**	**(2 027)**

Statement of Cash Flows (continues)

Figures in R	Notes	Group 2025	Group 2024	Company 2025	Company 2024
Cash flows from investing activities					
Purchases of investment property	3	(40 906 475)	(1 099 190)	-	-
Movement in loans to group companies	5	-	-	-	-
Cash receipts on repayments of loans to group companies	5	-	-	-	-
Movement in loans to shareholders	6	(5 709 318)	7 771 713	-	-
Movement in related party loans	7	7 540 373	(2 442 212)	-	-
Net cash (used in) generated from investing activities		**(39 075 420)**	**4 230 311**	**8 357 303**	**(38 440 693)**
Cash flows from financing activities					
Movement in loans from group companies	12	-	-	27 721 204	(2 608 559)
Movement in loans from shareholders	13	(25 740 517)	25 740 517	(36 077 280)	41 053 486
Movement in borrowings	14	62 031 865	(17 188 694)	-	-
Net cash generated from (used in) financing activities		**36 291 348**	**8 551 823**	**(8 356 076)**	**38 444 927**
Total cash movement for the year		**1 340 838**	**(723 817)**	**(989)**	**2 207**
Cash and cash equivalents at the beginning of the year		883 199	1 607 016	336	(1 871)
Cash and cash equivalents at the end of the year	10	**2 224 037**	**883 199**	**(653)**	**336**

CORPORATE INFORMATION

Registered Office of The Company

Office Park
22 Stirrup Lane
Woodmead Office Park
Woodmead
2191

PO Box 653636, Benmore, 2010

Incorporated in the Republic of South Africa on 30 October 2019

Company Secretary & Issuer Agent

Juba Statutory Services (Pty) Ltd
(represented by Sirkien van Schalkwyk)
Block B, Office B0107,
The Park Shopping Centre
837 Barnard Street
Elarduspark
0181

PO Box 4896, Rietvalleirand, 0174

Independent Reporting Accountants and Auditors

De Vos Richards Abed Inc
Practice Number 914584
Chartered Accountants and Registered Auditors
Clearview Office Park, Block C Unit 11, Wilhelmina Avenue, Constantia Kloof

PO Box 6910, Westgate, 1734

Independent Property Valuer

Quadrant Properties Proprietary Limited
Registration Number 1995/003097/07
Registered Property Valuer
Dunkeld Court, 16 North Road, cnr Jan Smuts Avenue, Dunkeld West

PO Box 1984, Parklands, 2121

Property Manager

Exceedprops Management Services (Pty) Ltd
22 Stirrup Lane
Woodmead Office Park
Woodmead
2191

PO Box 431, Bergbron, 1712