

# SUMMARISED UNAUDITED INTERIM RESULTS

FOR THE SIX MONTHS ENDED 31 AUGUST 2015



## STATEMENT OF FINANCIAL POSITION

	Group	
	Six months 31 August 2015 R	Three months 28 February 2015 R
<b>Assets</b>		
<b>Non-current assets</b>		
Investment property	3 752 585 518	3 434 689 962
Property, plant and equipment	104 170 550	119 368 619
Operating lease asset	103 664 645	101 959 225
Goodwill	625 464 153	625 464 153
Prepayments	199 834 928	409 661 602
Investment in associate	1 248 521	1 136 021
Other financial assets	12 981 768	13 324 344
	<b>4 799 950 083</b>	<b>4 705 603 926</b>
<b>Current assets</b>		
Operating lease asset	14 707 319	11 423 330
Loans to group companies	1 715 241	1 715 241
Loans to shareholders	–	258 812
Current tax receivables	426 448	–
Trade and other receivables	13 880 388	11 321 364
Cash and cash equivalents	20 135 782	16 800 288
	<b>50 865 178</b>	<b>41 519 035</b>
Non-current assets held for sale	82 323 874	87 658 711
<b>Total assets</b>	<b>4 933 139 135</b>	<b>4 834 781 672</b>
<b>Equity and liabilities</b>		
<b>Equity</b>		
<b>Equity attributable to equity holders of parent</b>		
Share capital	3 979 780 958	3 979 955 592
Retained profit	136 815 216	40 810 869
	4 116 596 174	4 020 766 461
Non-controlling interest	(47 794)	(17 678)
	<b>4 116 548 380</b>	<b>4 020 748 783</b>
<b>Liabilities</b>		
<b>Non-current liabilities</b>		
Deferred tax	539 885 446	545 141 460
Other financial liabilities	210 731 270	189 565 363
	<b>750 616 716</b>	<b>734 706 823</b>
<b>Current liabilities</b>		
Current tax payable	65 581	13 086 757
Loans from shareholders	516 373	361 373
Other financial liabilities	9 012 532	8 746 882
Provisions	2 019 290	6 108 015
Trade and other payables	54 360 263	51 023 039
	<b>65 974 039</b>	<b>79 326 066</b>
<b>Total liabilities</b>	<b>816 590 755</b>	<b>814 032 889</b>
<b>Total equity and liabilities</b>	<b>4 933 139 135</b>	<b>4 834 781 672</b>
NAV per share	10.42	10.18
NAV per share excluding deferred taxation	11.79	11.56

## STATEMENT OF CASH FLOWS

	Group	
	Six months 31 August 2015 R	Three months 28 February 2015 R
<b>Cash flows from operating activities</b>		
Cash generated from operations	130 660 907	55 085 304
Interest income	1 075 806	474 200
Finance costs	(6 369 912)	(3 729 019)
Tax paid	(35 816 796)	(20 010 694)
<b>Net cash from operating activities</b>	<b>89 550 005</b>	<b>31 819 791</b>
<b>Cash flows from investing activities</b>		
Purchase of property, plant and equipment	(988 833)	(4 615 371)
Sale of property, plant and equipment	446	–
Development costs of investment property	(108 493 680)	(20 668 596)
Sale of investment property	1 254 386	1 221 659
Guarantees released	342 575	–
Increase in financial assets	–	(4 950 908)
Cash acquired with purchase of investments in subsidiaries	–	13 095 903
<b>Net cash from investing activities</b>	<b>(107 885 106)</b>	<b>(15 917 313)</b>
<b>Cash flows from financing activities</b>		
Purchase of treasury shares	(174 894)	–
Proceeds from other financial liabilities	–	4 347 831
Repayment of other financial liabilities	21 431 557	–
Loans received from shareholders	155 000	361 373
Loans advanced or repaid to shareholders	258 812	(3 811 394)
<b>Net cash from financing activities</b>	<b>21 670 475</b>	<b>897 810</b>
<b>Total cash movement for the period</b>	<b>3 335 574</b>	<b>16 800 288</b>
Cash at the beginning of the period	16 800 408	–
<b>Total cash at end of the period</b>	<b>20 135 782</b>	<b>16 800 288</b>

## STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	Group	
	Six months 31 August 2015 R	Three months 28 February 2015 R
Revenue	215 351 657	107 423 590
Other income	17 618 201	4 604 667
Operating expenses	(109 146 306)	(56 135 158)
<b>Operating profit</b>	<b>123 823 552</b>	<b>55 893 099</b>
Finance income	1 075 806	474 200
Income from equity accounted investments	112 500	160 166
Finance costs	(6 369 912)	(3 729 019)
<b>Profit before taxation</b>	<b>118 641 946</b>	<b>52 798 446</b>
Taxation	(22 667 715)	(12 005 255)
<b>Profit for the period</b>	<b>95 974 231</b>	<b>40 793 191</b>
Other comprehensive income	–	–
<b>Total comprehensive income for the period</b>	<b>95 974 231</b>	<b>40 793 191</b>
<b>Profit (loss) attributable to:</b>		
Owners of the parent	96 004 347	40 810 869
Non-controlling interest	(30 116)	(17 678)
	<b>95 974 231</b>	<b>40 793 191</b>
<b>Total comprehensive income (loss) attributable to:</b>		
Owners of the parent	96 004 347	40 810 869
Non-controlling interest	(30 116)	(17 678)
	<b>95 974 231</b>	<b>40 793 191</b>
<b>Earnings per share</b>		
<b>Per share information</b>		
Headline earnings per share (cent)	24.18	41.33
Basic/Diluted earnings per share (cent)	24.31	41.33
Weighted number of shares	394 958 459	98 739 994

## COMMENTARY

### About Acision

Acision ("the group" or "the company") is a property manager, developer and owner that listed on the Johannesburg Stock Exchange on 9 December 2014. Acision is differentiated from Real Estate Investment Trusts (REITs) in the listed property sector as it focuses on the delivery of superior net asset value (NAV) growth. NAV growth drivers include enhancing existing properties, completing the secured development pipeline and obtaining additional future development opportunities. To a lesser extent, the group derives capital growth from selling completed developments and purchasing existing properties.

The group's development function and "value-engineering" approach to development, significantly enhances return to shareholders. Value engineering focuses on optimising upfront feasibility studies, planning, design and construction in an innovative and more cost-effective way, resulting in lower construction costs, without compromising on quality.

Existing investment properties consist of six predominantly retail developments strategically located in Gauteng, Mpumalanga and Limpopo with an aggregate gross lettable area (GLA) of 188 716 m<sup>2</sup>. The tenant profile by GLA comprises 72% national tenants, 15% semi-national and 13% line and other franchises. The current value of these six properties from which the group derives income was valued at R3.246bn at the time of listing.

### Operational update

During the first nine months since listing, Acision commenced construction of four of the developments that were included in its R1.981bn development cost pipeline at the time of listing. These include Acsiopolis (Benmore, Gauteng), Mall@55, Trade@5 (Monareh, Gauteng) and Mall@Moutsiya (Walkraal, Limpopo). It also started on a new development, Mall@Mfula (Piet Retief, Mpumalanga), which was not previously included in the reported pipeline. More details on these developments are available in the section "Development pipeline progress update".

During the review period, the company also completed the Hyde Park Terrace (Hyde Park, Gauteng) development. The sale of units in Hyde Park Terrace are continuing in line with expectations.

The construction of Phase III of Mall@Carnival, was near completion and subsequent to the reporting period opened its doors for trading on 24 September 2015.

### Financial results

In the first six months of the financial year, the group recorded revenue of R215.4m and a net profit after tax of R96m. The operating environment remains challenging and as a result the focus remained on cost control. Finance costs increased in line with expectations during the review period as a result of the ongoing developments, however as at the end of August 2015, the group remained largely ungeared at a loan to value ratio of 5.74%.

As per the company's policy on valuations, assets are only revalued at year-end. Net profit after tax attributable to ordinary shareholders of R96m equated to basic and diluted weighted earnings per share of 24.31 cents and weighted headline earnings per share of 24.18 cents for the six months ended 31 August 2015. On an annualised basis, the company's earnings per share is 48.24 cents compared to the 41.33 cents reported in February 2015, excluding any revaluation of any existing properties or new developments.

The movement in investment property and prepayments is attributable to the Acsiopolis development (Benmore, Gauteng) which was previously classified as prepayments, as the land had not been transferred prior to the year-end results. The land has subsequently transferred and construction commenced and as a result this development is now classified as investment property.

Mortgage bonds increased from R198m as at February 2015 to R220m as at August 2015 mainly as a result of the Mall@Carnival Phase III extension and the commencement of construction at Acsiopolis, Benmore. Mortgage bonds were prepaid by R121m as at August 2015. The weighted average cost of debt for the reporting period was 7.61% with a remaining average term of 7.03 years. As a result of the current low quantum and cost of debt, all debt is at a floating interest rate.

Goodwill is carried at R625.4m. Goodwill originated on the restructuring transaction through which Acision was formed and was used to acquire the development function that has successfully developed the investment portfolio to date. The estimated profit from the development pipeline exceeds the value of goodwill and as such no impairment of goodwill occurred.

### Treasury share purchase

The group repurchased 18 252 shares during August 2015 and currently holds them as treasury shares. The decision to repurchase shares was made as the share price is trading significantly below the reported NAV of the company. These shares were purchased at approximately 24% below the reported net asset value per share as at 31 August 2015. It is company policy to continue with this approach when the share offers value to the reported NAV which is in line with the growth expectations of the group.

### Vacancy levels

Tenant relocations at Mall@Carnival and Mall@Reds were completed, resulting in a reduction in the weighted average vacancy level from 5.05% to 3.39% across the portfolio as at 31 August 2015.

### Lease expiry profile

The weighted average lease expiry by GLA for the portfolio is currently 4.87 years. The increase is attributable to the extension of Mall@Carnival Phase III.

### Developed investment property portfolio

The developed investment portfolio as at 31 August 2015 consisted of six properties with a total GLA of 188 716 m<sup>2</sup>. Details of the existing portfolio are as follows:

Property name	Independent valuation (Rm)	GLA (m <sup>2</sup> )	Value/m <sup>2</sup> (excluding bulk, where applicable)	Percentage of total portfolio by value (%)
Mall@Carnival	1 525	72 338	21 082	47.0
Mall@Reds	820	53 423	15 349	25.3
Mall@Emba	419	24 477	17 118	12.7
Mall@Lebo	314	23 964	13 103	9.9
Moreleta Square	136	8 507	15 987	4.2
Simarilo Rainbow	32	6 007	5 377	0.9
<b>Total developed investment portfolio</b>	<b>3 246</b>	<b>188 716</b>	<b>17 200</b>	<b>100.0</b>

The developed investment property portfolio is trading at an annualised operating profit yield of approximately 7.63% based on these results.

### Development pipeline progress update

The Mall@Carnival Phase III opened for trade on 24 September 2015. The construction of the Phase IV expansion (2 900 m<sup>2</sup>) has been completed and beneficial occupation has been approved. It is expected that this phase will start trading in December 2015. Negotiations for Phase V is well under way. The expansion project entrenches Mall@Carnival's position as the preferred regional retail destination in its primary catchment area of Brakpan, Benoni, Springs, Boksburg and Germiston by increasing the Mall@Carnival's total GLA to 88 335 m<sup>2</sup>.

Acision has secured rights to develop up to a total of 217 000 m<sup>2</sup> at Mall@Carnival and, dependent on sufficient tenant demand to justify further expansion, the group aims to expand Mall@Carnival to 110 000 m<sup>2</sup> over the next five to seven years.

Acsiopolis, Benmore, has been designed as a twenty storey mixed use development, situated in the heart of Sandton. The site is positioned on Benmore Drive and consists of an approximate 1 hectare parcel of land. Mixed use development rights for 70 000 m<sup>2</sup> have been obtained and transfer of the land has been completed. A majority of the rights, comprising approximately 61 000 m<sup>2</sup>, have been earmarked for residential use which supports Acision's vision of sectoral diversification. Of the 61 000 m<sup>2</sup> approximately 35 000 m<sup>2</sup> would be available as executive apartments, 26 000 m<sup>2</sup> would be subject to short term rentals, 5 000 m<sup>2</sup> will be utilised for retail and 1 000 m<sup>2</sup> could be utilised as office space bringing the total square meters to be developed to 67 000 m<sup>2</sup>. Acsiopolis will further offer 6 levels of parking equating to approximately 1 500 underground parking spaces, some of which will be on-grade parking to the retail section, which is expected to further enhance convenience for shoppers and residents.

In addition to vehicular access, Acsiopolis has been designed to take into consideration the evolving public transport systems in Sandton to accommodate the integration of pedestrian accessibility and bus routes. Construction of the development has commenced and is estimated to be completed in April 2018. Since the construction started 75 000 m<sup>2</sup> of soil has been removed. The main contractor will be on site shortly, starting with the construction of the group's biggest development to date.

Mall@Moutsiya Phase I is a 15 000 m<sup>2</sup> development, comprising a 13 500 m<sup>2</sup> retail offering and a 1 500 m<sup>2</sup> petrol station in Walkraal, Limpopo. The highly visible and easily accessible location has direct access onto the R573 "Moloto Road" and R568, two major regional arterial roads through the Elias Mtsotsoledi municipality in Limpopo.

The primary catchment market consists of approximately 136 000 people and secondary catchment market consists of approximately 396 000 people. Leasing of the premises commenced steadily and the contractor is moving on site by the end of October 2015.

Mall@55 Phase I, consists of a 15 000 m<sup>2</sup> convenience shopping centre in Monareh, Gauteng. It is located on an extremely busy arterial route accessible from the N14 freeway and the R55 provincial route. This development is ideal for a value/convenience/lifestyle centre, which is underrepresented in the Monareh area. The anticipated start date for this development has been moved out to the first half of 2016 mainly due to municipal delays in road infrastructure surrounding the development.

Trade 55 Phase I, comprises a 10 000 m<sup>2</sup> large ("big box") retail component with special commercial rights already obtained in Monareh, Gauteng. It is located on an extremely busy arterial route accessible from the N14 freeway and the R55 provincial route and across from the Mall@55 site. Trade 55's value offering will be complementary to Mall@55's offering. The timing of the development is anticipated to be similar to that of Mall@55.

Hyde Park Terrace, a residential development comprising 12 completed cluster units and 27 residential land parcels is located in Hyde Park, Gauteng. This high-end residential development is in the heart of one of Sandton's most exclusive areas. The total land size comprises 2.5 hectares and is situated 500 m from the exclusive Hyde Park shopping centre. The 12 units are approximately 350 m<sup>2</sup> to 540 m<sup>2</sup> under roof, with the remaining land to be sold as stands of 450 m<sup>2</sup> to 650 m<sup>2</sup> with or without building packages. There is significant appetite based on initial marketing and sales, and a growing demand for luxury residential properties in close proximity to the Sandton CBD driven by rising living standards. Completed four to five-bedroom units start from R5.5m. As at the end of August 2015, 2 completed houses have been let (now carried as investment property), 2 completed houses have been sold and 9 parcels of land have been sold and are pending transfer.

Mamahodi Gardens (previously Residential@Moutsiya) is an affordable housing development in Walkraal, Limpopo with a total land size of 40 hectares. Acision has formed a partnership with local residents and the local municipality to approach prospective buyers with access to housing subsidies from the Department of Human Settlements. Proclamation of the land is at its final stage with all services (water, sewage and electricity) already secured. Plans to build up to 551 residential units for sale are supported by a shortage of affordable housing in the Walkraal area. The market price will be between R300 000 and R350 000 per unit. Interest for approximately 50 units has already been received and construction is anticipated to commence in the near future. The development will be demand driven.

Mall@Mfula (previously Mall@PietRetief) will consist of a 17 300 m<sup>2</sup> shopping centre with an anticipated 70% national tenancy and will provide a complete formal retail offering for Piet Retief. Acision has finalised the township establishment application of this property, and the contractor moved on site on 27 October 2015 with the opening scheduled for October 2016. Sufficient national retailer commitments have been received and negotiations for the remaining GLA are anticipated to be finalised by the end of November 2015.

### Further development opportunities

Acision continuously evaluates a consistent stream of new opportunities and is in advanced discussions on certain projects to further enhance capital growth in financial years 2016 and beyond. Details of these projects are not contained in these results and will be communicated to shareholders in due course and in line with JSE Listings Requirements once an appropriate level of certainty has been reached. At the last practicable date, the following further development opportunities were under investigation by Acision, among others:

Mall@Frankfort will comprise an 8 000 m<sup>2</sup> shopping centre in Frankfort, Free State. The rezoning of land is currently in process and construction is anticipated to commence as soon as the rezoning of the land is finalised. Interest from a potential anchor tenant for 4 000 m<sup>2</sup> has already been received.

The Mall@Maputo development will be located in northern Maputo and will be adjacent to the main Maputo ring road, with a total land size of 8.9 hectares. A memorandum of understanding has been signed with the Mozambican Ministry of Sport to develop a 50 000 m<sup>2</sup> shopping centre – a formal agreement is still to be finalised. Acision's effective holding in the development project will be 85%, with 15% held by local Mozambican partners. The development is to be completed in partnership with a reputable local Mozambican partner and is in line with Acision's vision of geographic diversification into Southern African retail. There were some delays in this development, due to the extensive change in government officials and the subsequent need to inform all new officials as to the proposed development.

Interest has been received from South African national retailers looking to expand their footprint into Maputo. Letters of intent have been received from Pepkor, Woolworths and other retailers for up to 10 000 m<sup>2</sup>. Discussions with various other South African national retailers for approximately 32 000 m<sup>2</sup> are underway, and include the likes of Shoprite, Spar, Foodlovers Market, Clicks, Truworths, Identity, Foschini and Mr Price.

With Offices@Lusaka, Acision aims to take advantage of Zambia's limited available infrastructure for multinational companies. Negotiations with a local land owner to co-develop up to 20 000 m<sup>2</sup> of office space are currently underway. The site is located in close proximity to Manda Hill Shopping Mall and next to Stanbic's Lusaka offices.

Several potential transactions in Europe were evaluated during the period under review. However, none of the transactions met Acision's investment requirements and as such, no transactions have been concluded as yet. There are other transactions still under review and should these meet Acision's investment requirements, details of such transactions will be communicated to the market.

Acision also installed its first solar solution at Mall@Emba (Embalenhle, Mpumalanga) post August 2015 at a cost of approximately R16m. The project is expected to generate approximately 1MW of electricity which will significantly reduce the reliance the development currently place on the municipality. Depending on the success of this project, it is likely that additional solar projects will be installed at some of the larger existing developments as well as be incorporated in suitable new developments from the planning phase. It is expected that these projects will add significant NAV to shareholders.

### Prospects

Acision's board and management remain confident that the group's growth objectives can be achieved despite a challenging economic operating environment. The group remains focused on the completion of its secured development pipeline over the next three years.

Acision will also continue reinvesting in its existing portfolio and focus on its development expertise, or "value-engineering" approach, to ensure above average NAV growth. In addition, Acision will explore further development opportunities in high-growth markets in the rest of Africa and Europe.

These prospects have not been reviewed or reported on by Acision's independent external auditors.

### Dividends

In line with the group's policy, no dividends have been declared for the period ending 31 August 2015.

By order of the board

Centurion, 29 October 2015

**D Green** (Chairman) **K Anastasiadis** (Chief executive officer)

### Basis of preparation and accounting policies

The interim unaudited condensed consolidated financial results for the six months ended 31 August 2015 were prepared in accordance with International Financial Reporting Standards (IFRS), the information required by IAS 34: Interim Financial Reporting, the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee, the requirements of the Companies Act of South Africa and the JSE Listings Requirements. The accounting policies are consistent in all material respects with those of the previous financial period.

The financial statements were summarised from the unaudited financial statements. The additional disclosure required in terms of IFRS 7 Financial Instruments: Disclosures and IFRS 13 Fair Value Measurements, will be included in the integrated report in detail in the next integrated report for the period ended 29 February 2016.

The directors are not aware of any matters or circumstances arising subsequent to the period ended 31 August 2015 that require additional disclosure or adjustment to the financial statements.

The directors take full responsibility for the preparation of the summarised unaudited consolidated financial results for the six months ended 31 August 2015 and for ensuring that the financial information was correctly extracted from the underlying unaudited interim financial statements. These results were prepared under the supervision of the chief financial officer, Pieter Scholtz CA(SA), MCom (Tax).

### Independent audit by auditors

The interim condensed financial statements have not been audited or reviewed by the group's independent auditors.

## STATEMENT OF CHANGES IN EQUITY

	Share capital R	Treasury shares R	Total share capital R	Total attributable to equity holders of the group/company		Non-controlling interest R	Total equity R
				Retained profit R	of the group/company R		
<b>Group</b>							
Profit for the period	–	–	–	40 810 869	40 810 869	(17 678)	40 793 191
Issue of shares	3 979 955 852	–	3 979 955 852</				