

SUMMARISED AUDITED CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 September 2016

(previously Green Flash Properties Ltd)
Incorporated in the Republic of Mauritius Reg No C124756 C1/GBL ISIN MU0461N00007
Primary listing SEM (SEM share code: GFP.N0000) and secondary listing AltX JSE (JSE share code: GRP)
("Greenbay" or "the company" or "the group")

DIRECTORS' COMMENTARY

STRUCTURE AND LISTING

Greenbay is a Category One Global Business Licence company registered in Mauritius. The company has a primary listing on the Stock Exchange of Mauritius Ltd ("SEM") and a secondary listing on the Alternative Exchange of the Johannesburg Stock Exchange Ltd ("JSE"). Greenbay invests globally in direct property as well as in listed real estate and infrastructure companies.

Greenbay successfully raised GBP296.4 million by issuing 4 895 833 333 shares in two well oversubscribed placements, one during June 2016 and the other in September 2016. The number of shareholders and trading liquidity of the company's shares have increased significantly.

DISTRIBUTABLE EARNINGS AND COMMENTARY ON RESULTS

The company's portfolio performed in line with guidance provided in the June 2016 quarterly results and the board has declared a cash dividend of 0,0999 GBP pence per share as Greenbay's maiden distribution. This distribution represents a 6,1% annualised yield on the capital raised on 8 June 2016.

Subject to final regulatory approvals, shareholders will be given the option to receive their dividend either in cash or as a scrip dividend. A circular containing details of this election, accompanied by announcements on the Stock Exchange News Service of the JSE as well as the website of the SEM, will be issued in due course.

The increased attraction of property investments internationally can be linked to the policies adopted by Central Banks over the past few years. Due to low interest rates and low government bond yields, investors have been driven towards alternative, "near bond-like" assets that offer similar characteristics to fixed income investments.

The rise of online shopping has prompted some retailers to opt for fewer but more iconic stores that also support online operations. The location of these high-profile stores matters more than ever and these prime properties have outperformed. As a result, capitalisation rates of prime property have compressed more than those of secondary properties.

The outcome of the referendum in the United Kingdom negatively affected sentiment across Europe. The pound has fallen to a 31-year low to the US dollar and continues to trade at these levels. Consumer confidence and the challenging political environment globally remain a concern and has resulted in investors remaining cautious given increased levels of volatility. Greenbay is well positioned to take advantage of the resulting opportunities.

Greenbay's listed portfolio performed well and resulted in an increase in the net asset value per share from 5,72 GBP pence at June 2016 to 6,76 GBP pence at September 2016. The September 2016 capital raise resulted in Greenbay having no gearing at year end.

DIRECT PROPERTY

Greenbay acquired Planet Tuš shopping centre situated in Koper, Slovenia, for EUR56 million at a yield of 8%. This 31 625m² GLA shopping centre opened for trading in 2010 and will be rebranded to "Koper Center". The mall layout and tenant mix will be improved which will further strengthen the mall's dominance and enable it to grow its income. Greenbay has accepted a 10-year property finance facility at an interest rate of Euribor plus 2,75%.

Greenbay concluded an agreement with Tivoli Projekt d.o.o. to acquire 9 932m² of zoned land for development. This land is situated in Ljubljana, Slovenia, and will be developed into a multi-purpose development comprising 127 premium apartments, 3 257m² GLA of high street retail and 3 864m² GLA of A-grade offices. The completed project is estimated to cost EUR70 million with a projected internal rate of return of 15%.

The majority of retail markets across Europe have seen positive sales growth in 2016 and the EU average sales growth is a healthy 3,2%. The fastest growth rates have been recorded in Central European countries. Spain and Portugal are experiencing cyclical recoveries.

Greenbay remains focused on dominant assets supported by strong local consumer markets. Assets are selected on a risk adjusted return basis with an emphasis on defensive assets in strong locations with barriers to entry. As in the instance of the Tivoli Projekt, higher return developments are combined with a defensive portfolio to enable the company to outperform.

Greenbay has an acquisition and development pipeline of approximately EUR150 million with a strong balance sheet to minimise execution risks.

LISTED INVESTMENTS

The listed portfolio is well diversified across the real estate and infrastructure sectors. The company's strategy of investing in infrastructure has proven defensive during the recent period of market volatility.

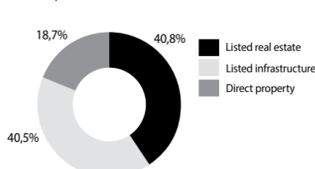
Infrastructure provides the backbone to many modern economies, be it through the provision of electricity (generation, transmission and distribution), natural gas (transmission and distribution or supply), water, waste management and various transport infrastructure (roads, airports, rail networks, harbours, toll roads). More recent additions to this sector include telecommunication towers, broadband and Wi-Fi services. Retail real estate and infrastructure assets share similar characteristics.

The table below compares these sectors:

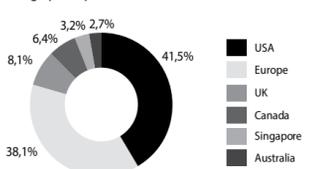
Key description	Retail REITs	Infrastructure assets
Type of consumer spending	Discretionary consumer spending.	Non-discretionary consumer spending, required utilities and services.
Impact of government policy	Low interest rates may have assisted consumers and supported valuations of REITs.	Low interest rates may have assisted consumers and fiscal policy may increasingly boost this sector.
Asset duration	Long duration assets.	Long duration assets.
Driver of return on equity ("ROE")	ROE generated primarily through net margins and leverage, not asset sales.	ROE generated primarily through net margins and leverage, not asset sales.
Dividend policy	Large proportion of net operating income paid as dividends.	Large proportion of net operating income paid as dividends.
Valuation metric	Free funds from operations ("FFO"), an operational cash flow measure.	Adjusted free cash flow from operations, an operational cash flow measure.
Debt-to-enterprise value	Typically between 30%-40%.	Typically between 35%-50%.
Income tax	REITs exempt.	Sometimes exempt, frequently incentivised through up-front tax deductions.
Research coverage	Established, well-researched sector.	Under-researched sector.
Commodity price sensitivity	Indirect exposure to prices of energy.	More direct exposure to various forms of energy.

The low gearing level of Greenbay has provided substantial protection from market volatility. This has also enabled the company to take advantage of attractive opportunities while retaining the focus on sustainable earnings growth. Greenbay established a prime broking relationship with Bank of America Merrill Lynch.

Sectoral profile based on fair value of assets



Geographical profile based on fair value of assets



SUMMARISED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

GBP	Audited Sep 2016	Restated* Sep 2015
ASSETS		
Non-current assets	65 550 167	1 621 187
Investment property	49 150 653	1 175 000
Straight-lining of rental revenue adjustment	1 281	-
Greenbay management incentive loans	2 208 060	-
Investments	2 681 076	446 187
Investment property under development	11 509 097	-
Current assets	268 535 063	300 737
Equity derivative margin	74 679 340	-
Trade and other receivables	6 525 350	25 818
Cash and cash equivalents	187 330 373	274 919
Total assets	334 085 230	1 921 924
EQUITY AND LIABILITIES		
Total equity attributable to equity holders	332 493 118	971 161
Stated capital	297 973 130	882 457
Non-distributable reserve	17 590 747	22 215
Currency translation reserve	2 695	-
Retained earnings	16 926 546	66 489
TOTAL LIABILITIES	1 592 112	950 763
Non-current liabilities	-	794 922
Interest-bearing borrowings	-	794 922
Current liabilities	1 592 112	155 841
Interest-bearing borrowings	-	43 778
Trade and other payables	1 477 809	112 046
Income tax payable	114 303	-
Bank overdraft	-	17
Total equity and liabilities	334 085 230	1 921 924
Total number of shares in issue	4 920 833 333	15 234 790
Net asset value per share (GBP pence)	6,76	6,37

SUMMARISED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

GBP	Audited for the year ended Sep 2016	Restated for the thirteen months ended Sep 2015*
Net rental and related revenue	359 449	84 366
Recoveries and contractual rental revenue	480 661	112 705
Straight-lining of rental revenue adjustment	1 261	-
Rental revenue	481 922	112 705
Property operating expenses	(122 473)	(28 339)
Income from equity derivatives	3 833 842	-
Fair value gain on investment property, investments and equity derivatives	12 827 496	-
Adjustment resulting from straight-lining of rental revenue	(1 261)	-
Fair value loss on investments	(184 168)	-
Fair value gain on equity derivatives	13 012 925	-
Operating expenses	(208 224)	(28 313)
Listing costs	(259 534)	-
Loss on sale of subsidiary	(24 635)	-
Foreign exchange gain	17 590 747	-
Operating profit	34 119 141	56 053
Net finance income/(costs)	431 655	(37 511)
Finance income	473 413	15 727
Interest on Greenbay management incentive loans	116 342	-
Interest received	357 071	15 727
Finance costs	(41 758)	(53 238)
Interest on borrowings	(41 758)	(53 238)
Other income	-	47 947
Profit before income tax	34 550 796	66 489
Income tax	(122 207)	-
Profit for the year/period attributable to equity holders of the company	34 428 589	66 489
Other comprehensive income net of tax	-	-
Items that may subsequently be reclassified to profit or loss	-	-
Exchange differences on translation of foreign operations	2 695	-
Other comprehensive income realised through profit or loss	-	22 215
Total comprehensive income for the year/period attributable to equity holders of the company	34 431 284	88 704

RECONCILIATION OF PROFIT FOR THE YEAR/PERIOD TO HEADLINE EARNINGS

GBP	Audited for the year ended Sep 2016	Restated for the thirteen months ended Sep 2015*
Basic earnings - profit for the year/period attributable to equity holders	34 428 589	66 489
Adjusted for:		
- Bargain purchase	-	(47 947)
- Loss on sale of subsidiary	24 635	-
Headline earnings	34 453 224	18 542
Weighted average shares in issue	1 079 376 274	8 022 071
Basic earnings per share (GBP pence)	3,19	0,83
Headline earnings per share (GBP pence)	3,19	0,23

Greenbay has no dilutionary instruments in issue.

SUMMARISED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

GBP	Stated capital	Non-distributable reserve	Currency translation reserve	Retained earnings	Total equity
Issue of shares	882 457	-	-	-	882 457
Profit for the period	-	-	-	66 489	66 489
Fair value adjustment	-	22 215	-	-	22 215
Balance at 30 Sep 2015	882 457	22 215	-	66 489	971 161
Issue of shares:					
- 9 765 210 shares on 27 Nov 2015	679 953	-	-	-	679 953
- 3 333 333 333 shares on 8 Jun 2016	173 089 006	-	-	-	173 089 006
- 1 562 500 000 shares on 29 Sep 2016	123 321 714	-	-	-	123 321 714
Exchange differences on translation of foreign operations	-	-	2 695	-	2 695
Profit for the year	-	-	-	34 428 589	34 428 589
Transfer to non-distributable reserve	-	17 590 747	-	(17 590 747)	-
Other comprehensive income realised through profit or loss	-	(22 215)	-	22 215	-
Balance at 30 Sep 2016	297 973 130	17 590 747	2 695	16 926 546	332 493 118

SUMMARISED CONSOLIDATED STATEMENT OF CASH FLOWS

GBP	Audited for the year ended Sep 2016	Restated for the thirteen months ended Sep 2015*
Cash inflow from operating activities	1 510 142	81 527
Cash (outflow)/inflow from investing activities	(117 216 182)	381 811
Cash inflow/(outflow) from financing activities	302 761 511	(188 436)
Increase in cash and cash equivalents	187 055 471	274 902
Cash and cash equivalents at beginning of the year/period	274 902	-
Cash and cash equivalents at end of the year/period	187 330 373	274 902

Directors Terry Warren (chairman); Stephen Delport (CEO)*; Paul May*; Jan Wandrag*; Karen Bodenstein; Teddy Lo Seen Chong; Ronnie Porter; Mark Olivier (*executive director)
Company secretary Intercontinental Trust Limited
Registered address c/o Intercontinental Trust Limited, Level 3, Alexander House, 35 Cybercity, Ebene, 72201, Mauritius
Transfer secretary in South Africa Link Market Services South Africa Proprietary Limited
JSE sponsor Java Capital
SEM authorised representative and sponsor Perigeum Capital Ltd

The following table indicates the group's top 10 investments (including equity derivatives and direct property) by fair value as at September 2016:

Investment	Sector	Jurisdiction	Fair value as at Sep 2016 GBP'000
Planet Tuš	Direct property	Europe	49 152
Unibail-Rodamco SE	Listed real estate	Europe	16 109
Hammerson plc	Listed real estate	UK	12 333
Tivoli Projekt	Direct property	Europe	11 509
Klepiere	Listed real estate	Europe	11 308
British Land Co plc	Listed real estate	UK	10 120
Enagas SA	Listed infrastructure	Europe	8 174
Ferrovial SA	Listed infrastructure	Europe	7 714
Enterprise Products Partners	Listed infrastructure	USA	7 664
EQT Midstream Partners LP	Listed infrastructure	USA	7 632

SUMMARY OF FINANCIAL PERFORMANCE

	Sep 2016	Sep 2015
Dividend per share (GBP pence)	0,0999	-
Shares in issue	4 920 833 333	15 234 790
Net asset value per share (GBP pence)	6,76	6,37
Loan-to-value ratio*	-	34,8%

*The loan-to-value ratio is calculated by dividing interest-bearing borrowings adjusted for cash on hand by the total of investments in property, listed securities and loans advanced.

The board's policy is not to exceed a loan-to-value ratio of 35%.

CHANGES TO THE BOARD DURING THE QUARTER

Mrs Karen Bodenstein was appointed as an independent non-executive director on 27 September 2016. Mr Jorge da Costa resigned as a director on 27 September 2016.

OUTLOOK

Greenbay intends transferring its listing to the main board of the JSE and is also exploring a listing on a major stock exchange in Europe.

At the upcoming annual general meeting shareholders will be requested to vote on changing Greenbay's reporting and trading currency to Euro to more accurately align the financial reporting with the group's asset base.

The board forecasts dividends of approximately 0,40 GBP pence for the year to September 2017 based on the assumption of 25% gearing and no direct property acquisitions. This forecast and the assumptions on which it is based are the responsibility of the board and have not been reviewed or reported on by the company's external auditors. The forecast assumes that a stable global macro-economic environment will prevail and that no failures of listed REITs or infrastructure companies, in which Greenbay is invested, will occur.

By order of the board
Intercontinental Trust Limited
Company secretary
Mauritius - 11 November 2016

SEGMENTAL ANALYSIS

Total assets	Audited Sep 2016 GBP	Restated Sep 2015* GBP
UK	202 111 466	1 920 958
USA	59 419 479	-
Canada	794 609	-
Singapore	86 846	-
Europe	66 176 192	-
Australia	(90 863)	-
Corporate	5 587 501	966
	334 085 230	1 921 924

Profit before income tax	Audited for the year ended Sep 2016 GBP	Restated for the thirteen months ended Sep 2015* GBP
UK	2 672 606	26 745
USA	9 363 325	-
Canada	1 654 554	-
Singapore	671 002	-
Europe	2 539 527	-
Australia	206 654	-
Corporate	17 443 128	39 744
	34 550 796	66 489

	Unaudited for the year ended Sep 2016 GBP
Reconciliation of profit for the year to dividend declared	34 428 589
Profit for the year	(17 590 747)
Foreign exchange gain	(13 012 925)
Fair value gain on equity derivatives	(215 515)
Dividends accrued	184 168
Fair value loss on investments	(697 373)
Interest on equity derivatives	259 534
Listing costs	24 635
Loss on sale of subsidiary	1 535 546
Antecedent dividend	4 915 912
Distributable earnings for the year	(4 915 912)
Dividend declared	-

NOTES

1. PREPARATION, ACCOUNTING POLICIES AND AUDIT OPINION

The summarised audited consolidated financial statements for the year ended 30 September 2016 ("financial statements") have been prepared in accordance with the measurement and recognition requirements of IFRS, the requirements of IAS 34: *Interim Financial Reporting*, the JSE Listings Requirements, the SEM Listing Rules and the Securities Act of Mauritius 2005.

The company is required to publish financial results for the year ended 30 September 2016 in terms of Listing Rule 12.14 of the SEM. This report was compiled under the supervision of Paul May CA(SA), the chief financial officer.

On 17 March 2016, the company announced that it had changed its reporting and functional currency from Euro ("EUR") to pounds sterling ("GBP") as approved by the Mauritian Registrar of Companies effective from 16 March 2016.

As per IAS 21, the financial results of the company will subsequently be presented in GBP.

In order to satisfy the requirement of IAS 21 with respect to a change in presentation currency, the comparative financial information has been restated from EUR to GBP and the following exchange rate was used:

	Sep 2015
EUR/GBP exchange rate	
Closing rate	0,7415

The comparative results included in the financial statements for the period ended September 2015 cover a period of just over 13 months from the date of incorporation (14 August 2014) to 30 September 2015.

These financial statements were approved by the board on 10 November 2016.