



Resilient Property Income Fund Limited

Incorporated in the Republic of South Africa Reg no 2002/016851/06 JSE share code RES ISIN ZAE000190807
("Resilient" or "the group") (Approved as a REIT by the JSE)

CONDENSED REVIEWED CONSOLIDATED INTERIM FINANCIAL STATEMENTS for the six months ended 31 December 2014

DIRECTORS' COMMENTARY

1 NATURE OF THE BUSINESS

Resilient is an internally asset managed Real Estate Investment Trust ("REIT") listed on the JSE Limited. Its strategy is to invest in dominant regional retail centres with a minimum of three anchor tenants and let predominantly to national retailers. A core competency is the successful development of new malls and extensions to existing malls which is a significant contributor to Resilient's performance.

Resilient also invests in listed and offshore property related assets.

2 DISTRIBUTABLE EARNINGS AND COMMENTARY ON RESULTS

The board has declared a dividend of 185,62 cents per share for the six months ended December 2014. This represents an increase of 16,3% compared to the comparable prior period. The results were achieved against the background of disappointing GDP growth and electricity interruptions. Resilient benefited from acquisitions which were yield accretive compared with the cost of equity issued. Dividends from listed investments were ahead of forecast. The results were also positively impacted on by the depreciation of the Rand against the US Dollar which was forecast at R10,20. This was, however, largely offset by the weak Euro which is below the R14,00 used in the forecast.

Although performances varied widely, comparable retail sales growth of 8,8% was ahead of expectations. The December 2014 performance was particularly pleasing. In calculating this growth, Irene Village Mall, Jubilee Mall, Secunda Mall and Soshanguve Crossing were excluded as no comparative figures are available. Extensions to Circus Triangle, Rivonia Village and The Grove were also excluded.

The comparable sales growth per province is set out below:

Gauteng	18,9%
Northern Cape	13,7%
Limpopo	9,9%
Eastern Cape	7,9%
Mpumalanga	7,3%
KwaZulu-Natal	4,4%
North West	0,2%

KwaZulu-Natal's performance was negatively affected by weaker than anticipated December trade. It appears that fewer families travelled to the coast and/or reduced the period of their December holidays. Pick n Pay Hypermarket in Klerksdorp (North West) was negatively affected by the opening of two new retail centres which included competing grocery offerings. The star performer in Gauteng was The Grove, with Jabulani Mall also performing well.

3 PROPERTY ACQUISITIONS

Resilient took ownership of Jubilee Mall and Irene Village Mall in September 2014 and December 2014 respectively. These transactions were announced in the previous financial year.

Resilient has agreed to increase its interests in I'langa Mall by a further 15% to 85% at a cost of R140 million and Brits Mall by 2% to 95% at a cost of R11 million.

Resilient has agreed to acquire a 50% interest in the proposed Mams Mall in Mamelodi at a price of R220 million. The existing shopping centre with a GLA of 17 333m² on the site will be extensively redeveloped. A mall with a total GLA of 70 000m² is planned which will include five anchor tenants and all major national retailers. Resilient has agreed to partially finance the co-developer. The preliminary feasibility study indicates that a yield of approximately 8,5% will be achieved.

4 EXTENSIONS

The extension to Circus Triangle was completed within budget and on schedule in October 2014. This extension accommodates the addition of Edgars and Game as anchors, the expansion of existing tenants and the introduction of new national retailers to the centre.

Major extensions that are at various stages of planning include Boardwalk Inkwazi, Diamond Pavilion, I'langa Mall, Limpopo Mall, Mafikeng Mall, The Grove and Tzaneen Lifestyle Centre. The timing of these extensions is dependent upon various approvals, particularly plan approvals by local authorities.

5 RESILIENT AFRICA

Resilient increased its interest in Resilient Africa, a joint venture for the development of properties in Nigeria, from 50,98% to 60,94% in November 2014. The 9,96% was acquired from Standard Bank at a cost of R72,6 million. Shoprite Checkers, the joint venture partner, increased its interest from 32,68% to 39,06%. The first phase of the 13 931m² GLA Delta Mall in Warri will open in April 2015. The 12 402m² GLA Owerri Mall is progressing well and is on schedule to open in October 2015. Resilient Africa has agreed to aquire sites in Abeokuta, Asaba and Port Harcourt. The acquisition of a further four sites are progressing well.

6 LISTED PORTFOLIO

	Dec 2014		Jun 2014	
Counter	Number of units/shares	Fair value R'000	Number of units/shares	Fair value R'000
Capital (CPF)	195 900 000	2 601 552	208 340 000	2 229 238
Fortress B (FFB)	98 670 000	1 728 698	98 670 000	986 700
Nepi (NEP)	25 820 000	2 943 480	25 300 000	2 403 500
		7 273 730		5 619 438
Rockcastle (ROC)	178 700 000	4 324 540*	168 560 000	2 857 092*
		11 598 270		8 476 530

* Rockcastle was treated as an associate (equity accounted) and was thus not fair valued in the financial statements. The carrying value of Rockcastle was R2 672 million and R2 473 million at December 2014 and June 2014 respectively. The net asset value of Resilient will increase to R63,85 per share if the investment in Rockcastle was fair valued.

The board's policy is to hedge a maximum of 35% of its foreign currency exposure to equity investments (Nepi and Rockcastle). At December 2014, EUR32 million and USD141 million were hedged at R14,14 and R11,26 respectively, being 28,1% of Resilient's offshore exposure. Essentially, a portion of the domestic Jibar-linked funding has been swapped for a combination of lower cost Euro (Nepi exposure) and US Dollar (Rockcastle exposure) debt. The main purpose is to align the funding risk profile to both the currency and income streams of the group's offshore holdings.

The 50% economic interest in PropTrax, the management company of an ETF business, was disposed of for R2,5 million.

7 VACANCIES

Vacancies remained unchanged at 2,2%. This figure includes stores at Arbour Crossing, Northam Plaza and Tubatse Crossing, previously occupied by Ellerines, which remain unlet. In the absence of any major insolvencies, vacancies are expected to decline to below 2% at year end.

8 FACILITIES AND INTEREST RATE DERIVATIVES

Resilient accepted a 5-year loan of R500 million from Nedbank. The group's DMTN programme was increased to R6 billion, however, the failure of African Bank has negatively affected the debt capital markets and Resilient will place greater reliance on bank funding, at least until the debt capital markets recover.

Interest on borrowings includes R29,4 million of interest rate cap premiums which were expensed during the interim period.

	Amount R'million	Average margin over Jibar
Facility expiry		
Jun 2016	625	1,03%
Jun 2017	2976	1,57%
Jun 2018	1 743	1,57%
Jun 2019	2 747	1,51%
Jun 2020	1 053	1,53%
Jun 2021	400	1,75%
	9 544	1,52%
Interest rate swap expiry		
Jun 2015	50	8,47%
Jun 2016	100	7,84%
Jun 2017	700	7,67%
Jun 2018	900	7,52%
Jun 2019	1 100	7,28%
Jun 2020	880	6,31%
Jun 2021	820	7,88%
Jun 2022	500	8,09%
Jun 2025	100	7,78%
	5 150	7,42%
Interest rate cap expiry		
Jun 2018	400	5,90%
Jun 2019	200	7,38%
Jun 2020	300	7,54%
Jun 2021	300	7,92%
Jun 2023	400	7,71%
Jun 2024	800	7,78%
	2 400	7,41%

Variable rate instruments	Amount R'000
Loans to BEE vehicles	(1 697 971)
Loans to development partners	(186 823)
Cash and cash equivalents	(118 487)
Interest-bearing borrowings	8 470 209
Capital commitments contracted for	1 188 368
	7 655 296
Total interest rate derivatives	7 550 000
Percentage hedged	98,6%

The all-in weighted average cost of funding of Resilient was 8,34% at December 2014 and the average hedge term was 5,0 years.

The information contained in note 8 and the "Property operations" section of note 10 has been compiled using proportionate consolidation. This results in Resilient accounting for its share of the assets and liabilities of Resilient Africa and joint ventures (Arbour Crossing, The Galleria and Mafikeng Mall).

9 ISSUE OF SHARES

Following the termination of the AmberPeek BBBEE initiative and the maturing of the first tranche of the Eagle's Eye women's BBBEE initiative, Resilient issued 7 812 500 (13 August 2014) and 6 097 560 (25 November 2014) shares to The Siyakha Education Trust at R64,00 and R82,00 respectively. The Trust is a charitable trust established for the promotion of black education and is a registered public benefit organisation.

As part consideration for the acquisition of Jubilee Mall, 6 578 947 shares were issued at R57,00 on 1 September 2014. On 13 November 2014, Resilient successfully placed 9 150 326 shares at R76,50 by way of a bookbuild managed by Java Capital.

10 SUMMARY OF FINANCIAL PERFORMANCE

	Dec 2014	Jun 2014	Dec 2013	Jun 2013
Dividend/distribution (cents per share/linked unit)	185,62	168,35	159,59	136,23
Shares/units in issue	342 209 172	312 569 839	293 339 070	289 544 070
Property operations				
Net asset value	R59,02	R53,06	R44,36*	R41,75*
Interest-bearing debt to asset ratio**	28,5%	28,7%	34,6%	26,8%
Net property expense ratio	12,3%	12,2%	14,9%	14,2%
Gross property expense ratio	33,9%	33,9%	34,9%	35,7%
Net total expense ratio	12,7%	15,9%	17,8%	18,2%
Gross total expense ratio	29,2%	32,6%	33,1%	34,5%
Consolidated				
Net asset value	R59,02	R53,06	R44,36*	R41,75*
Interest-bearing debt to asset ratio**	27,9%	28,2%	34,3%	26,5%

* Net asset value includes total equity attributable to equity holders and linked debentures.
** The interest-bearing debt to asset ratio is calculated by dividing total interest-bearing borrowings adjusted for cash on hand by the total of investments in property, listed securities and loans advanced.

11 RECONCILIATION BETWEEN STATEMENT OF COMPREHENSIVE INCOME AND DIVIDEND DECLARED

	Dec 2014 R'000
Recoveries and contractual rental revenue	770 318
Property operating expenses	(259 785)
Income from investments	142 417
Dividends accrued	47 444
Administrative expenses	(38 216)
Foreign exchange gains	880
Distributable income from associate and joint ventures	142 534
Interest received	75 300
Shares issued cum dividend	29 202
Interest on borrowings	(304 754)
Capitalised interest	31 121
Minority interest	2 409
Tax effect	(3 661)
Dividend declared	635 209

The methodology applied in calculating the dividend is consistent with that of prior periods.

12 PROSPECTS

Electricity black-outs had a negative impact on Resilient's performance through reduced trading hours and loss of parking revenue. Steps are being taken to facilitate continued trading through the use of generators and inverters. Although tenants appear to accept the resultant sub-optimal trading conditions, it remains an area of concern and its impact is difficult to quantify.

Distributions are forecast to increase by approximately 16% for the 2015 financial year. The forecast assumes exchange rates of R12,80 and R11,20 to the Euro and US Dollar respectively.

The growth is further based on the assumptions that a stable macro-economic environment will prevail, no major corporate failures will occur and that tenants will be able to absorb the recovery of rising utility costs and municipal rates.

Budgeted rental income was based on contractual escalations and market related renewals. This forecast has not been audited or reviewed by Resilient's auditors.

By order of the board

Des de Beer Managing director	Nick Hanekom Financial director
Johannesburg 4 February 2015	

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Reviewed Dec 2014 R'000	Audited Jun 2014 R'000	Restated Dec 2013 R'000
ASSETS			
Non-current assets	29 304 082	24 118 626	21 064 479
Investment property	13 914 762	11 996 729	11 097 336
Straight-lining of rental revenue adjustment	261 713	198 586	197 644
Investment property under development	921 142	630 272	1 760 052
Investment in and loans to associate and joint ventures	4 566 222	4 320 508	1 626 133
Investments	7 273 730	5 619 438	4 520 634
Intangible asset	-	-	26 422
Resilient Share Purchase Trust loans	575 748	610 728	667 509
Loans to employees to acquire Capital units	-	-	222 788
Loans to BEE vehicles	1 637 998	614 259	781 944
Loans to development partners	152 767	128 106	164 017
Current assets	731 536	395 923	366 267
Resilient Share Purchase Trust loans	16 559	17 319	-
Loans to BEE vehicles	59 973	-	-
Loans to development partners	74 257	81 219	37 683
Trade and other receivables	403 897	234 268	325 788
Cash and cash equivalents	176 850	63 117	2 796
Total assets	30 035 618	24 514 549	21 430 746
EQUITY AND LIABILITIES			
Total equity attributable to equity holders	20 197 022	16 584 164	11 603 926
Stated capital/share capital	7 664 387	5 594 555	2 993
Share premium	-	-	3 209 930
Currency translation reserve	14 276	(122)	-
Reserves	12 518 359	10 989 731	8 391 063
Minority interest	33 730	23 460	-
Total equity	20 230 752	16 607 624	11 603 926
Total liabilities	9 804 866	7 906 925	9 826 820
Non-current liabilities	8 956 424	6 977 067	7 690 433
Linked debentures	-	-	1 408 028
Interest-bearing borrowings	7 878 290	6 228 510	5 868 754
Deferred tax	695 271	552 454	413 651
Loans from development partners	382 863	196 103	-
Current liabilities	848 442	929 858	2 136 387
Trade and other payables	323 606	268 527	293 987
Linked debenture interest payable	-	-	468 140
Income tax payable	2 341	1 721	1 392
Interest-bearing borrowings	522 495	659 610	1 372 868
Total equity and liabilities	30 035 618	24 514 549	21 430 746

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Reviewed for the six months ended Dec 2014 R'000	Audited for the year ended Jun 2014 R'000	Restated for the six months ended Dec 2013 R'000
Net rental and related revenue	573 660	869 745	443 460
Recoveries and contractual rental revenue	770 318	1 281 705	654 187
Straight-lining of rental revenue adjustment	63 127	18 886	17 944
Rental revenue	833 445	1 300 591	672 131
Property operating expenses	(259 785)	(430 846)	(228 671)
Income from investments	142 417	172 416	172 108
Fair value gain on investment property, investments and currency derivatives	1 578 865	1 923 848	501 213
Fair value gain on investment property	-	878 691	35 421
Adjustment resulting from straight-lining of rental revenue	(63 127)	(18 886)	(17 944)
Fair value gain on investments	1 753 069	1 071 396	483 736
Fair value loss on currency derivatives	(111 077)	(7 353)	-
Management fees received from PFM	-	81 774	40 676
Underwriting fee received	-	2 500	-
Administrative expenses	(38 216)	(100 781)	(46 136)
Termination fee received from Amber Peek	-	54 366	54 366
Disposal of economic interest in PropTrax	2 500	-	-
Amortisation of intangible asset	-	(26 422)	-
Foreign exchange gains	880	8 693	-
Profit on sale of interest in subsidiaries	-	752 990	3 990
Goodwill on acquisition of interest in joint venture	-	29 598	-
Income from associate and joint ventures	136 112	284 406	13 049
- distributable	142 534	138 014	13 049
- non-distributable	(6 422)	146 392	-
Profit before net finance costs	2 396 218	4 053 133	1 182 726
Net finance costs	(199 645)	(725 398)	(592 370)
Finance income	75 300	214 638	117 296
Interest received	75 300	88 065	45 609
Fair value adjustment on interest rate derivatives	-	97 287	67 209
Interest on linked units issued cum distribution	-	29 286	4 478
Finance costs	(274 945)	(940 036)	(709 666)
Interest on borrowings	(304 754)	(531 337)	(276 289)
Capitalised interest	31 121	59 441	34 763
Fair value adjustment on interest rate derivatives	(1 312)	-	-
Interest to linked debenture holders	-	(468 140)	(468 140)
Profit before income tax expense	2 196 573	3 327 735	590 356
Income tax expense	(130 990)	(2 660)	136 354
Profit for the period	2 065 583	3 325 075	726 710
Other comprehensive income net of tax			
Items that may subsequently be reclassified to profit or loss			
Exchange differences on translation of foreign operations	27 627	(122)	-
Total comprehensive income for the period	2 093 210	3 324 953	726 710
Profit for the period attributable to:			
Equity holders of the company	2 067 992	3 325 378	726 710
Minority interest	(2 409)	(303)	-
	2 065 583	3 325 075	726 710
Total comprehensive income for the period attributable to:			
Equity holders of the company	2 082 390	3 325 256	726 710
Minority interest	10 820	(303)	-
	2 093 210	3 324 953	726 710
Basic earnings per share (cents)	633,22	1 097,65	247,74
Comparable basic earnings per share (cents)		1 252,17	
Basic earnings per linked unit (cents)			407,33

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Items that may subsequently be reclassified to profit or loss			
Exchange differences on translation of foreign operations	27 627	(122)	-
Total comprehensive income for the period	2 093 210	3 324 953	726 710
Profit for the period attributable to:			
Equity holders of the company	2 067 992	3 325 378	726 710
Minority interest	(2 409)	(303)	-
	2 065 583	3 325 075	726 710
Total comprehensive income for the period attributable to:			
Equity holders of the company	2 082 390	3 325 256	726 710
Minority interest	10 820	(303)	-
	2 093 210	3 324 953	726 710
Basic earnings per share (cents)	633,22	1 097,65	247,74
Comparable basic earnings per share (cents)		1 252,17	
Basic earnings per linked unit (cents)			407,33

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY						
Reviewed	Stated capital/ share capital R'000	Share premium R'000	Currency translation reserve R'000	Reserves R'000	Equity attributable to equity holders R'000	Minority interest R'000
Balance at Jun 2013	2895	3 031 257	-	7 664 353	10 698 505	-
Issue of units	38	178 673			178 711	
Profit for the period				726 710	726 710	
Balance at Dec 2013	2933	3 209 930	-	8 391 063	11 603 926	-
Issue of units	192	881 165			881 357	
Equity contributed by development partners						23 763
Exchange differences on translation of foreign operations			(122)		(122)	
Profit/(loss) for the period				2 598 668	2 598 668	(303)
Capitalisation of linked debentures	1 500 335				1 500 335	
Transfer to stated capital	4 091 095	(4 091 095)				
Balance at Jun 2014	5 594 555	-	(122)	10 989 731	16 584 164	23 460
Issue of shares	2 069 832				2 069 832	
- 7 812 500: 13 Aug 2014	499 224				499 224	
- 6 578 947: 1 Sep 2014	375 000				375 000	
- 9 150 326: 13 Nov 2014	695 788				695 788	
- 6 097 560: 25 Nov 2014	499 820				499 820	
Equity contributed by development partners						89
Acquisition of minority interest						(639)
Exchange differences on translation of foreign operations			14 398		14 398	13 229
Profit/(loss) for the period				2 067 992	2 067 992	(2 409)
Dividends paid				(539 364)	(539 364)	
Balance at Dec 2014	7 664 387	-	14 276	12 518 359	20 197 022	33 730