



Integrated Report 2025

An aerial photograph of a modern building complex with a large parking lot. The building has a grid-like facade. The parking lot is filled with cars, and there are some trees and landscaping. The image is rotated 90 degrees clockwise.

**20 YEARS** OF SUSTAINABLE  
INVESTMENT RETURNS



Welcome to the 2025 Integrated Report of Dipula Properties Limited ("Dipula" or "the Company" or "the Group"). This report highlights our performance, governance and economic activities, showing how we create value and uphold responsible management.

## 20 YEARS OF SUSTAINABLE INVESTMENT RETURNS

We have delivered sustainable investment returns for 20 years, generating long-term value while balancing the needs of our tenants, communities, employees and the environment. Our commitment shows in our quality portfolio, engaged employees and active community support.

We consistently create value for shareholders, stakeholders and communities by acquiring quality assets, redeveloping properties and disposing of non-core holdings. We improve operational efficiency, reduce costs and support profitability. Our dedicated team drives our progress to making Dipula a leading South Africa-focused Real Estate Investment Trust ("REIT"). We act swiftly when identifying opportunities and challenges, maintain strong tenant relationships and enhance satisfaction and retention.

Our 20 years of disciplined growth and expertise allow us to deliver consistent and sustainable value and position Dipula for long-term success. As we enter the next 20 years, we are energised by opportunities, confident in navigating challenges and committed to creating stakeholder value while supporting sustainable community development.



## Our reporting suite

Our reporting suite highlights our key achievements for the year ended 31 August 2025 and communicates our progress, performance and strategy to stakeholders. In tandem with the main report, we share supplementary online publications, targeted communications and detailed information on our website to ensure transparency, insight and meaningful engagement.

# IR

## Integrated Report

Our Integrated Report ("IR") explains how Dipula creates, preserves or may erode value over time. It includes the annual financial statements ("AFS"), a detailed performance review and a transparent view of our business model, strategy and long-term value creation.

# SR

## Sustainability Report

Our Sustainability Report ("SR") outlines our social and environmental performance and shows how we drive growth, create jobs, support communities, care for employees and promote diversity. It also details our sustainable practices and resource management, which reinforce our commitment to responsible business.

# AGM

## Notice of AGM

Our Notice to Shareholders provides details of upcoming meetings, including the annual general meeting ("AGM") agenda, resolutions, date, time and location. It also includes proxy materials to allow for voting in absentia and ensures transparency, participation and sound governance.

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# Navigating our report

## Navigation icons

### The capitals

FC

Financial capital

MC

Manufactured capital

HC

Human capital

IC

Intellectual capital

NC

Natural capital

SRC

Social and relationship capital

### Our strategic objectives

S

1

Deliver sustainable income and capital returns

2

Improve the liquidity and tradability of our share

3

Optimise our portfolio

4

Operate sustainably

5

Employee and Board well-being, retention, development and succession

6

Respond to challenging economic environment

7

Tactical capital allocation

## Material themes

1

Challenging macro-economic environment

5

Competitive operating environment

2

Essential infrastructure deterioration and poor service delivery

6

Attract and retain key management skills

3

Uncertain socio-political environment

7

Environmental, social and governance ("ESG") stewardship

4

Business sustainability and resilience



Page reference



Website reference



Clickable link

Refer to the definitions and abbreviations on [page 227](#) for clarification of all abbreviations used in this report.

# Delivering on our purpose

## Purpose, mission and vision

Dipula's purpose, mission and vision guide us to create long-term value for shareholders, tenants, employees and communities. We provide relevant, quality spaces through innovation and collaboration, while our vision to be a leading South Africa-focused REIT drives resilience, growth and sustainable returns.

### OUR PURPOSE

To deliver sustainable shareholder returns through responsible property investment while balancing the needs of all stakeholders, including our tenants, communities, employees and the environment.

### OUR MISSION

To offer relevant spaces that support our tenant partners' success, contribute meaningfully to our communities and challenge conventional thinking in property solutions.

### OUR VISION

To be a prominent South Africa-focused REIT, predominantly invested in retail and industrial assets, and delivering sustainable long-term returns through responsible investment and operational excellence.

## Our year in review

 Increased
  Decreased
  No change

### Significant events during the year



Portfolio valuation increased by 6.7%








Net asset value ("NAV") increased by 7.5%



Loan-to-value ("LTV") of 34.9%

## Salient features of 2025 performance

### FC Financial capital

-  NAV R6.8 billion (2024: R6.4 billion)
-  Gearing 34.9% (2024: 35.7%)
-  Debt R3.9 billion (2024: R3.7 billion)
-  Interest rate hedge level 68% (2024: 71%)
-  Weighted average interest rate 9.3% (2024: 9.5%)




### MC Manufactured capital

-  Portfolio worth R10.8 billion including non-controlling interest ("NCI") and held-for-sale assets (2024: R10.2 billion)
-  Average property size of 5 470m<sup>2</sup> and average property value of R68 million (2024: 5 327m<sup>2</sup> and R60 million)
-  Across South Africa's nine provinces – Gauteng bias
-  158 properties (2024: 165 properties)
-  GLA 864 277m<sup>2</sup> (2024: 879 010m<sup>2</sup>)





### HC Human capital

-  139 years of combined property experience among the Executive Committee ("Exco") (2024: 134 years)
-  93% people retention (2024: 91%)
-  Workforce of 87 employees (2024: 85 employees)
-  Utilisation of small, medium and micro enterprises ("SMME") contractors



### IC Intellectual capital

-  159 new leases concluded across the portfolio (2024: 157 new leases)
-  297 lease renewals concluded across the portfolio (2024: 335 lease renewals)
-  ESG Framework complete

### NC Natural capital

-  Avoided CO<sub>2</sub> emissions 7 006 tCO<sub>2</sub>e (2024: 2 063 tCO<sub>2</sub>e)
-  Refuse recycling
-  Solar installation at 14 properties (2024: four properties)
-  Reduced water-related emissions by 20% in 2025

### SRC Social and relationship capital

-  Ongoing corporate social investment ("CSI") initiatives
-  Utilisation of SMME contractors

# Introduction

6 About this report

8 Our business context

11 What differentiates us

16 Material matters

24 Our operating environment

30 Joint leadership report



KROONSTAD CIRCLE

# About this report

## Objective, boundary and scope

This IR provides a transparent overview of our value creation, preservation and erosion for the period 1 September 2024 to 31 August 2025, and includes material events up to 3 December 2025. It equips financial capital providers and stakeholders with essential information to assess our performance and sustainability. The report covers material matters, strategy, business model, risks, performance and ESG initiatives and reflects our commitment to ethical leadership and strategic execution. Our reporting scope includes the risks, opportunities and outcomes that shape our business.

	Pages 
<a href="#">Our material matters</a>	16 to 23
<a href="#">Our corporate governance</a>	96 to 109
<a href="#">Our business strategy</a>	34 to 37
<a href="#">Our Remuneration implementation report</a>	116 to 121
<a href="#">Our business model</a>	38 to 39
<a href="#">Our financial reporting boundary</a>	122 to 221
<a href="#">Our stakeholder engagement</a>	40 to 50

## Basis of preparation and reporting frameworks

We prepared this report to provide a comprehensive and transparent overview of Dipula's performance, governance and sustainability, and to demonstrate our commitment to accountability, value creation and ethical leadership. In doing so, we align our reporting with global and local standards to ensure clarity, consistency and relevance for all stakeholders.


<b>International Integrated Reporting Council (&lt;IR&gt;) Framework</b>	We adopt the <IR> framework to provide a holistic view of our strategy, risks, opportunities and value creation to ensure that our reporting meets international standards and stakeholder expectations.
<b>IFRS® Accounting Standards</b>	We have prepared our financial information in compliance with IFRS accounting standards ("IFRS") to ensure consistency, comparability and reliability in our financial reporting.
<b>Johannesburg Stock Exchange ("JSE") Limited Listings Requirements</b>	We meet the JSE disclosure framework requirement and provide stakeholders with accurate, timely and regulation-aligned information to support informed decision-making.
<b>King IV™ Report on Corporate Governance for South Africa 2016 (King IV)*</b>	We follow King IV to embed good governance practices and ethical leadership at all levels of our corporate management to reinforce accountability and strategic oversight.
<b>South African Companies Act, 71 of 2008</b>	We comply with the Companies Act to uphold legal transparency, ensure corporate responsibility and safeguard stakeholder trust.
<b>JSE Sustainability and Climate Change Disclosure Guidance</b>	We integrate these guidelines to strengthen our non-financial reporting and highlight our ESG performance and progress in our sustainability goals.

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The financial information presented in this report has been directly extracted from our AFS for the year ended 31 August 2025. We prepared these statements in full compliance with IFRS accounting standards, ensuring that all reported figures are accurate, consistent and comparable across reporting periods. By adhering to these rigorous standards, we provide a clear and reliable reflection of Dipula's overall financial performance so stakeholders can assess our operational results, financial position and value creation with confidence. This reinforces transparency, supports informed decision-making and underscores our commitment to quality financial reporting.

## Materiality

This report identifies the most significant financial and non-financial matters that influence Dipula's ability to create long-term value, while clearly demonstrating how our decisions and actions impact investors, employees, tenants and society at large.

We determine materiality through a structured process, which is detailed on  pages 16 to 23, and apply the principle of double materiality to assess how external matters affect our organisation and how our activities impact stakeholders and the environment.

We prioritise the matters that are critical to long-term sustainability by systematically integrating risk assessments, strategic objectives, stakeholder feedback, market conditions and performance metrics. This allows us to focus on what matters most, to align our strategy with stakeholder expectations and reinforce our commitment to creating enduring value across financial, social and environmental dimensions.


### Time frames

We use the following general classifications when making time-frame references in this report (excluding the AFS):

Short-term	The next 24 months
Medium-term	24 months to seven years
Long-term	Anything beyond seven years

### Combined assurance

We use a combined assurance model to ensure reliable information and robust internal processes to support informed decision-making and credible reporting. The Audit and Risk Committee ("ARC") evaluates our internal controls, oversees the assurance plan and reports quarterly to the Board and annually to shareholders, which reinforces risk management and reporting integrity.

Business process	<b>Annual financial statements</b>	Property valuations
Nature of assurance	Unqualified audit	Valuation reports
Status	Assured	Assured
Assurance provider	Forvis Mazars	Various independent valuers  page 159

### Forward-looking statements

This report contains forward-looking statements based on Dipula's expectations as of 31 August 2025. While they intend to offer insights into future prospects, they are subject to risks and uncertainties that could differ significantly from actual results. Dipula cannot guarantee the realisation of these projections and is not required to update them unless mandated by law. Readers should exercise caution and not rely overly on these forward-looking statements.

### Responsibility statement and review

Dipula's Board takes full responsibility for the integrity and accuracy of this report. After a thorough review, the Board confirms that the report addresses all key issues and

provides a balanced view of Dipula's strategy, performance and future outlook. The Board is confident that our control environment supports reliable internal decision-making. All relevant information has been disclosed with no legal constraints, and the report was officially approved on 3 December 2025 to ensure it aligned with the highest standards of transparency and accuracy.



**ZJ Matlala**  
Chairperson



**IS Petersen**  
Chief Executive Officer



**S Moodley**  
Financial Director



**Brian Azizollahoff**  
Independent non-executive director



**Z Adams**  
Independent non-executive director




**N Khoele**  
Independent non-executive director



**K Teeroovengadam**  
Independent non-executive director

### Feedback and corporate information

We value your feedback and encourage you to share your thoughts on this report as it helps us to enhance the quality and relevance of future editions. Please visit our website at  [www.dipula.co.za](http://www.dipula.co.za) for more comprehensive information about Dipula. If you have questions or need additional details, please contact us directly as we are committed to providing clear, timely and transparent responses to all stakeholder inquiries.

#### Chief Executive Officer

Izak Petersen  
[izak@dipula.co.za](mailto:izak@dipula.co.za)

#### Financial Director

Sudesh Moodley  
[sudesh@dipula.co.za](mailto:sudesh@dipula.co.za)

#### Registered office

The registered office of the Company is on the 12<sup>th</sup> Floor, Firestation, Rosebank, 16 Baker Street Rosebank, Johannesburg 2196, South Africa.



[www.dipula.co.za](http://www.dipula.co.za)

Dipula's IR is available in hard copy on request and is also available on our website.

# Our business context

## Who we are

Dipula is a leading South African REIT with over 20 years of property excellence and manages a diversified portfolio of quality, strategically located assets that meet the evolving needs of our tenants.

We manage our portfolio in response to market dynamics and tenant requirements to ensure that our properties remain relevant and competitive. Our holdings span convenience, rural and township retail, as well as office, industrial and affordable residential rental properties in key urban locations.

We provide consistent oversight, maintain exceptional service standards and implement proactive asset management strategies through rigorous internal management. This allows us to drive strong operational performance, optimise returns and deliver sustained value to our shareholders and stakeholders.

## Our values

### Sustainability

We prioritise sustainable practices across all aspects of our business, creating long-term value while shaping a better world for our stakeholders, communities and the environment.

### Teamwork

We foster a collaborative culture, taking ownership of our collective success and leveraging the skills, knowledge and dedication of our people to achieve shared goals.

### Integrity

We act with honesty, transparency and accountability in all our interactions and consistently do the right thing to maintain the trust of our stakeholders.

### Excellence

We pursue the highest standards in everything we do, striving for greatness in our operations, governance and service to deliver outstanding results and sustainable value.

BOCHUM PLAZA

## How we create value

Dipula is a South Africa-focused REIT with a diversified portfolio that spans retail, office, industrial and residential assets. We manage our properties through strategic acquisitions, value-adding redevelopments and disposals to optimise returns. By maintaining quality, well-located assets, we generate a stable income, capital growth and meet our tenants' needs, positioning our portfolio for sustainable growth and long-term value creation for shareholders and stakeholders.



AIRBORNE PARK



### Retail

We invest in conveniently located community retail centres that allow tenants to serve communities with essential goods and services close to where they live. Our portfolio extends across urban, township and rural areas throughout South Africa.



### Office

We provide multi-purpose office spaces in key urban locations, which are designed to meet diverse business requirements and attract a broad range of users.



### Industrial

Our mid-sized industrial and logistics facilities support distribution and light industrial operations and are strategically located in major urban centres across South Africa.



### Residential

We offer affordable, quality accommodation in economically viable areas to deliver value to communities.

Dipula is committed to continuously growing and improving our portfolio while de-risking assets through various strategic initiatives. We maximise value creation and preservation for our stakeholders by investing through the property life cycle by acquiring, redeveloping, letting and recycling capital.

## Our business activities

Our business activities collectively enhance portfolio value and ensure that our properties remain adaptable, profitable and deliver sustainable returns for investors. Our approach includes:



Read our business model on pages 38 to 39

### Recycle

We recycle capital by disposing of non-core assets.

### Redevelop

We enhance property value through repurposing, expanding and modernising assets.



### Acquire

We acquire quality assets with sound property fundamentals.

### Lease

We secure long-term tenants to ensure a stable income and low vacancies.

### Tenant service

We deliver exceptional tenant service.

# Our business context

(continued)

## Our value proposition

We are an internally managed, innovative and diversified REIT that's committed to creating sustainable, long-term value. We combine resourcefulness, consistency and strategic foresight to deliver well-located, quality spaces and an exceptional service. Our robust internal management enables full control of operations to ensure efficiency, excellence and alignment with strategic objectives, while treating tenants as partners to drive lasting value.

Our entrepreneurial mindset drives us to anticipate market trends, adapt to changing conditions and seize new opportunities. This proactive approach allows us to continuously enhance the utility, appeal and profitability of our portfolio while meeting the evolving needs of our tenants.

We treat every tenant as a valued partner and put special emphasis on healthy relationships and responsive service. By fostering trust, reliability and collaboration, we create environments that support tenant success and satisfaction. This allows us to deliver quality spaces, optimise returns and generate sustainable value that benefits our tenants, shareholders and the wider community, which reinforces our position as a leading, forward-looking South African REIT.

## Our tools

### Competent and skilled team

Leverage industry expertise and collaboration to drive informed decisions and deliver outstanding results.

### Good capital allocation

Allocate resources efficiently to growth opportunities to enhance profitability while minimising risk.

### Research and analysis

Use data-driven insights and market analysis to identify opportunities and manage risks effectively.

### Focused investment strategy

Target investments aligned with long-term goals to capitalise on growth and deliver sustainable returns.

### Good balance sheet management

Apply prudent financial practices to ensure liquidity, control debt and maintain flexibility.

### Mutual value creation partner

Build long-term partnerships that generate shared success.

### Community alignment

Address local needs and support social, economic and environmental development for sustainable progress.



BOCHUM PLAZA

# What differentiates us

We set ourselves apart by consistently delivering sustainable shareholder returns while creating exceptional, tailored experiences for tenants and shoppers. Our approach balances a robust financial performance with superior customer satisfaction to ensure long-term value for all our stakeholders.

We are an internally managed, innovative and diversified REIT that creates sustainable value. We combine resourcefulness and consistency to provide well-suited spaces and exceptional service, maintain high standards through internal management, adapt to market changes and treat tenants as partners to deliver lasting value.

South Africa focused strategy	Entrepreneurial mindset	Defensive, retail-biased portfolio	Prudent, skillful capital allocation	Internally managed
We prioritise local market opportunities, leveraging in-depth knowledge of regional dynamics to make informed, strategic decisions that maximise growth and resilience.	We proactively identify and capitalise on market trends, adapt to changing conditions and pursue innovative solutions to enhance tenant experiences and portfolio performance.	Our portfolio is strategically weighted towards resilient retail assets that generate stable income streams, which are complemented by industrial and selective office properties to optimise diversification and growth potential.	We have a long history of solid performance, which is underpinned by prudent and skillful capital allocation that strengthens our balance sheet, supports sustainable growth and maximises shareholder returns.	Our in-house team drives operational excellence, ensures consistent management and cultivates strong relationships with tenants and stakeholders to enable agile decision-making and effective execution of our strategic objectives.
<b>Our strategy</b>	<b>Our strategy</b>	<b>Our Manufactured capital</b> <b>MC</b>	<b>Our Financial capital</b> <b>FC</b>	<b>Our Human capital</b> <b>HC</b>
<a href="#">page 34</a>	<a href="#">page 34</a>	<a href="#">page 38</a>	<a href="#">page 38</a>	<a href="#">page 38</a>

## Capital allocation and portfolio construction

Our assets play a vital role in serving society and meeting the evolving needs of our tenants in South Africa's dynamic operating environment. Our assets are more than physical spaces, they are platforms for economic activity, community growth and long-term partnerships. To ensure sustainable profitability and relevance, we actively:

Acquire and develop assets that align with demand.	Enhance assets through upgrades and renovations.	Maintain properties to preserve value and tenant satisfaction.	Manage risk to protect and grow value.
Rebalance the portfolio for optimal performance.	Run operations efficiently to boost returns.	Secure capital at competitive rates for growth.	Serve tenants with excellent service and support.

# What differentiates us

(continued)

## Our diversified portfolio

Our diversified portfolio provides shareholders with direct access to quality investments that deliver a sustainable income and long-term capital growth. We have built a strong, resilient portfolio that balances risk and opportunity across sectors and regions through active management and strategic positioning.

### Portfolio value

Our portfolio is valued at R10.8 billion (2024: R10.2 billion), including NCI which reflects steady growth and resilience despite a dynamic market environment.

### Number of properties

We own and manage 158 properties across South Africa (2024: 165 properties), which are strategically selected to capture long-term value.

### Gross lettable area ("GLA")

Our portfolio spans 864 277m<sup>2</sup> (2024: 879 010m<sup>2</sup>) of GLA and offers diversified exposure across retail, office, industrial and residential sectors.

### Average asset size

On average, each property covers 5 470m<sup>2</sup> and is valued at R68 million (2024: 5 327m<sup>2</sup> valued at R60 million), which highlights our focus on maintaining a well-balanced, quality asset base.

### National footprint

Our assets are spread across the country's nine provinces, with a deliberate bias toward Gauteng, South Africa's economic hub.

## Provincial split by sector

80



Retail

30



Office

158

Industrial



44

Residential

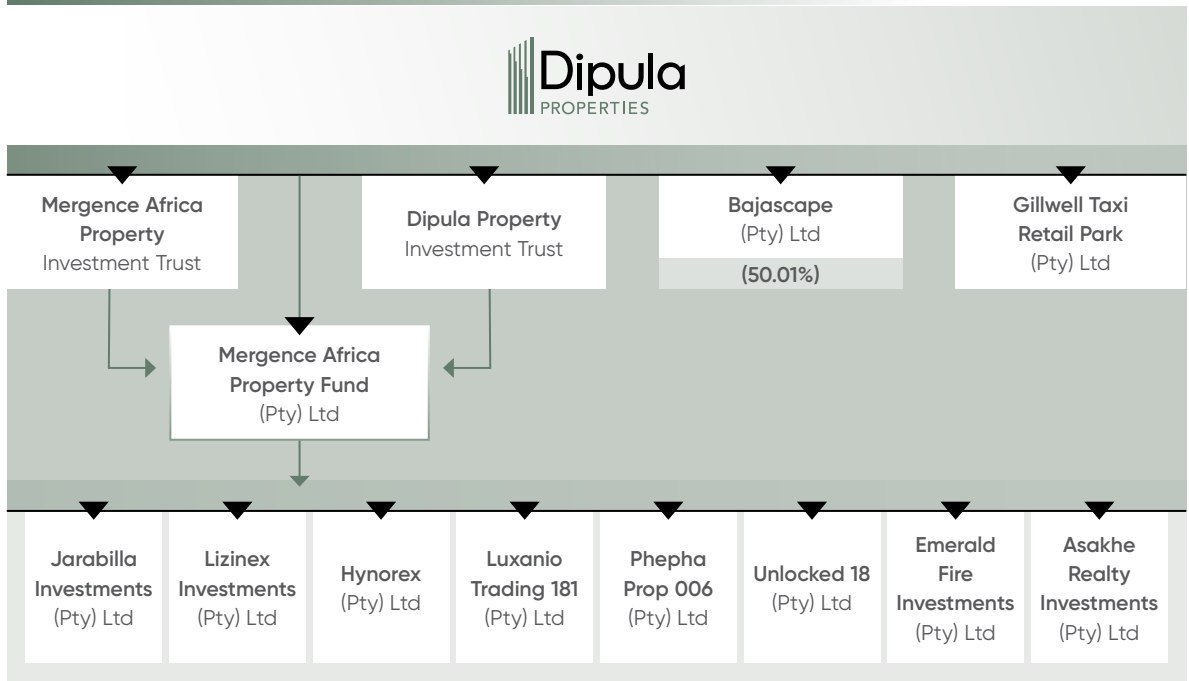


4



KROONSTAD CIRCLE

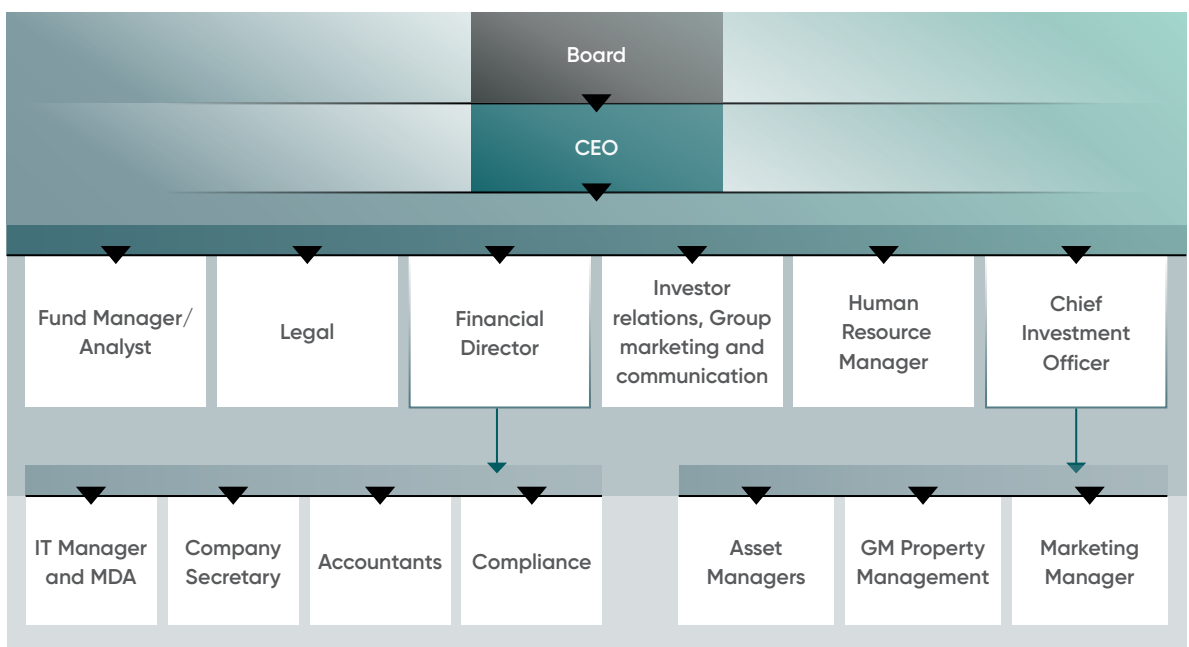
## Group structure



## Group organogram

### Management team

Our internalised management team has proven expertise in our chosen markets. This, combined with diligent portfolio management, has been the cornerstone of our consistent performance. Dipula's management team is entrepreneurial, with the CEO being a founding member, which has resulted in continuity and loyalty.



# What differentiates us

(continued)

## OUR 20-YEAR JOURNEY

### Key milestones

#### Capitals impacted



#### Strategic objectives

S

1

Deliver sustainable income and capital returns

2

Improve the liquidity and tradability of our share

3

Optimise our portfolio

4

Operate sustainably

5

Employee and Board well-being, retention, development and succession

6

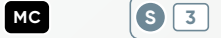
Respond to challenging economic environment

7

Tactical capital allocation

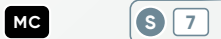
2005

Dipula Property Fund founded with R300 million portfolio



2011

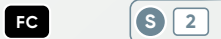
Acquisition of R709 million portfolio



Dipula Property Fund merges with Mergence Africa Property Fund to form Dipula Income Fund



Dipula lists on JSE with R1.8 billion market capitalisation



2012

Acquisition of R254 million portfolio



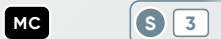
2013

Acquisition of R1.1 billion portfolio



2014

Acquisition of R800 million portfolio



2015

Phase one of property management function internalisation



Acquisition of R680 million portfolio



R788 million equity and R546 million debt raised for Setso transaction



Consolidation of company's operations in one location



Disposal of non-core properties for R290 million



Acquisition of portfolio-enhancing assets amounting to R1.7 billion



Internalisation of asset management



2018

27 non-core properties sold for R295 million



Average property value reaches R40 million per property from R12 million at listing



2017

Revenue reaches R1.1 billion



Portfolio exceeds R7 billion



2016

2019

Group portfolio value reaches R8.9 billion mark

MC (S 3)

Launch of Urban Villages brand

IC (S 3)

Property management internalisation complete

HC IC (S 1 3 4 5)

2020

Residential portfolio grows to 226 units valued at R122 million

MC (S 3)

Covid-19-related rental relief of R50 million provided to tenants

FC MC (S 1 3 4)

2021

Total portfolio maintained at R9 billion

MC (S 3)

Residential portfolio increases to 712 units valued at R381 million

MC (S 3)

Acquisitions of R294 million

MC (S 3)

Disposals of R102 million

MC (S 1 3)

2023

Portfolio valuation grows to R9.8 billion

MC (S 1 3)

NAV grows to R6.1 billion

MC (S 3)

Disposals of R190 million

MC (S 1 3)

ESG Framework completed

HC NC (S 4 5 6)

A share buy-back and change of capital structure into a single share

FC (S 2 4)

Credit rating upgrade to BBB+ (ZA) long-term A2 (ZA) short-term, outlook stable

FC (S 4)

Reinstatement of properties damaged in July 2021 riots

FC MC (S 1)

2022

2024

Implemented debt syndication

MC (S 1)

Commencement of phase 1 solar PV roll-out

NC (S 3)

Portfolio value of R10 billion

MC (S 3)

Credit rating upgrade to BBB+ (ZA) long-term, A2 (ZA) short-term, outlook stable

FC (S 1)

2025

Portfolio value of R10.8 billion

MC (S 3)

Commenced solar PV Phase 2

NC (S 3 4 7)

Disposals of R197 million

MC (S 1 3 7)

Rebrand and name change to Dipula Properties Limited

IC (S 4)

Ranked 1<sup>st</sup> in the 2025 SUNDAY TIMES TOP 100 Companies Awards!

Dipula celebrates its 20<sup>TH</sup> ANNIVERSARY AND 14 YEARS listed on the JSE

IC (S 1 4 5)

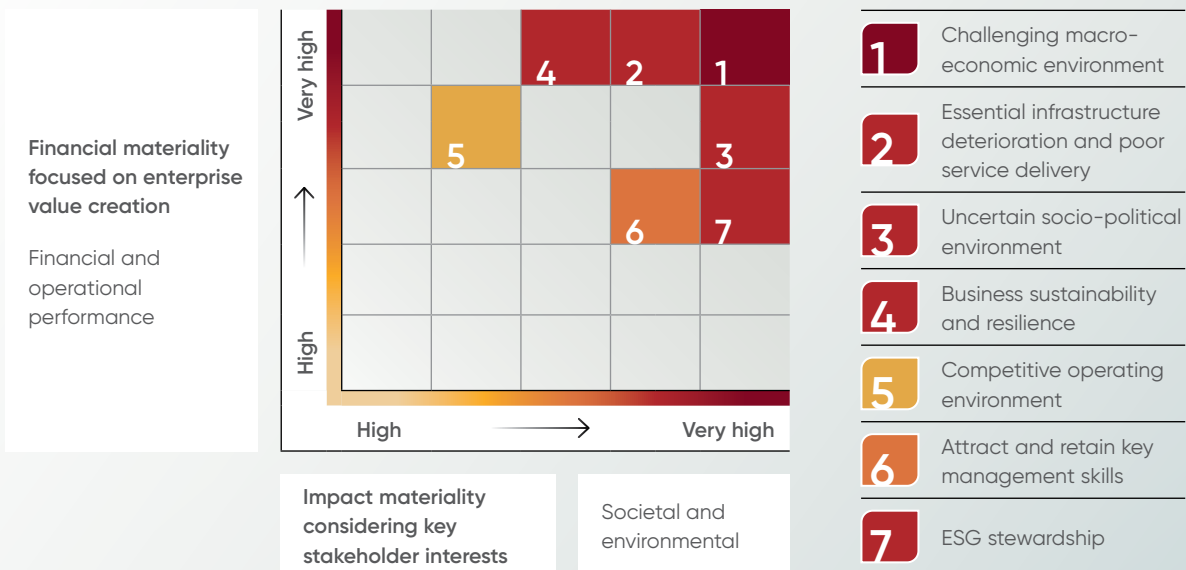
# Material matters

We assess material matters by their impact on short, medium and long-term value creation. We analyse internal and external factors (market conditions, stakeholder expectations, regulatory changes and socio-economic trends) to prioritise matters that drive financial, social and environmental sustainability.

Using a double materiality approach, we evaluate impacts on enterprise value and broader effects on society, communities and the environment. This approach aligns risks and opportunities with our purpose and strategy, informs capital allocation and portfolio optimisation and ensures that we deliver lasting value for shareholders, tenants and communities.



## Material themes





Capitals impacted

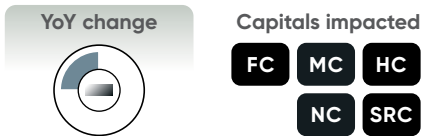


Strategic objectives

**S**

<b>1</b>	Deliver sustainable income and capital returns	<b>5</b>	Employee and Board well-being, retention, development and succession
<b>2</b>	Improve the liquidity and tradability of our share	<b>6</b>	Respond to challenging economic environment
<b>3</b>	Optimise our portfolio	<b>7</b>	Tactical capital allocation
<b>4</b>	Operate sustainably		

# 1 Challenging macro-economic environment



Strategic objectives



Context

South Africa's GDP is projected to grow by 1% in 2026, which reflects a challenging economy. High inflation and interest rates dampen consumer confidence and spending. Supply chain disruptions and rising capital costs raise operational expenses while a slow economic recovery, political uncertainty and high unemployment increase the pressures on affordability and infrastructure.

Material matters

<b>1</b>	Depressed macro-economic environment	<b>3</b>	Dampened business and consumer confidence	<b>5</b>	Increased cost of capital due to the high interest rate environment
<b>2</b>	Low economic growth	<b>4</b>	High inflationary environment	<b>6</b>	High energy prices

Stakeholders with an interest in this matter

Shareholders	Debt providers	Tenants	Our people	Industry organisations
Shoppers	Society	Suppliers and service providers	Government, municipalities and regulators	

Key focus areas

- Focus on income diversification and generation
- Improve operational efficiencies
- Invest in defensive assets
- Maintain balance sheet strength
- Maintain conservative gearing
- Strengthen shareholder and debt provider relationships
- Focus on treasury management to optimise capital costs
- Dispose of non-core assets

Associated risks

- Low economic growth risk

Time frames

Short to medium

Outlook for this material matter

We remain confident in Dipula's resilient and diversified portfolio. Our strategic asset management addresses rising costs, market challenges and managing risks while delivering long-term value and growth.

# Material matters

(continued)

## 2

### Essential infrastructure deterioration and poor service delivery

YoY change



Capitals impacted



Strategic objectives



**Context**

Deteriorating infrastructure, unreliable electricity and poor municipal services disrupt operations and slow down economic activity. Rising utility costs lower property values, increase tenant costs, delay property transfers and raise occupancy costs, constraining growth.

**Material matters**

- |   |  |
|---|--|
| <ul style="list-style-type: none"> <li>7   Municipal services risk</li> <li>8   Increasing property rates and taxes</li> <li>9   Increased cost of occupancy</li> <li>10   High compliance burden and inefficient statutory bodies</li> </ul> | <ul style="list-style-type: none"> <li>11   Regulatory burden in the operating environment</li> <li>12   Poverty resulting in increased crime</li> </ul> |
|---|--|

**Stakeholders with an interest in this matter**

Shareholders	Debt providers	Tenants	Our people
Shoppers	Society	Suppliers and service providers	Government, municipalities and regulators

**Key focus areas**

- Address tenant, employee and community requirements
- Ensure an appropriate tenant mix
- Improve operational efficiencies
- Invest in defensive assets
- Proactive asset management
- Strengthen internal utilities department

**Associated risks**

- Eskom and municipal services risk
- Insurance risk
- Political and socio-economic risk
- High compliance burden risk

**Time frames**

Short to medium

**Outlook for this material matter**

We will focus on sustainability to manage service delivery risks and continue creating value.

### 3 Uncertain socio-political environment

YoY change



Capitals impacted



Strategic objectives



#### Context

South Africa faces significant political and socio-economic challenges, including high levels of poverty, persistent unemployment, rising crime, corruption and a deteriorating infrastructure. These place pressures on GDP, constrain business activity and reduce consumer confidence. Supply chain disruptions, energy instability and slow service delivery further weigh on economic performance and investor sentiment.

#### Material matters

13	Shifting and uncertain socio-political landscape	15	Low disposable incomes	18	Opportunistic crime
14	High unemployment	16	Social inequalities	19	Insurance risk
		17	Social instability and unrest		

#### Stakeholders with an interest in this matter

Shareholders	Debt providers	Tenants	Our people
Shoppers	Society	Government, municipalities and regulators	

#### Key focus areas

- Proactive asset management
- Invest in defensive assets
- Integrate ESG considerations into strategy and investment decision-making
- Address tenant, employee and community requirements

#### Associated risks

- Political and socio-economic risk
- Insurance risk
- High compliance burden risk

Time frames

Short to medium

#### Outlook for this material matter

Despite headwinds, a stronger Rand, easing inflation, falling interest rates and recovering REIT prices support a positive property outlook. We expect GDP growth to improve and remain confident in Dipula's resilient, diversified portfolio across market cycles.

# Material matters

(continued)

## 4 Business sustainability and resilience

YoY change



Capitals impacted



Strategic objectives



### Context

Current challenges reduce consumer confidence and tenant demand, increasing the competition for quality tenants. Dipula addresses these by strengthening property fundamentals, optimising our diversified portfolio and securing long-term income.

### Material matters

20	Uncertain operating environment	23	Portfolio mix	27	Consolidation in the retail sector leading to fewer tenants
21	Business continuity and efficiency	24	Property valuations	28	IT governance, cybersecurity and data privacy
22	Dampened business and consumer confidence	25	Dividend payout ratio		
		26	Rental reversions		

### Stakeholders with an interest in this matter

Shareholders	Debt providers	Tenants	Our people
Industry organisations	Suppliers and service providers	Government, municipalities and regulators	

### Key focus areas

- Maintain and enhance the value of the portfolio
- Focus on rigorous property and asset management
- Continuously assess our portfolio mix
- Drive performance through strategic asset management
- Enhance tenant and shopper experiences
- Promote tenant occupancy and long-term sustainability
- Promote business model adaptability
- Ensure operational stability
- Monitor key financial metrics like cost-to-income ratio, LTV, interest coverage ratio ("ICR") and NAV
- Implement prudent hedging
- Keep bad debts low
- Maintain conservative gearing
- Manage the interest rate risk
- Strengthen operations with robust funder relationships
- Strengthen our balance sheet
- Balance shareholder expectations
- Deliver lasting value to shareholders and stakeholders
- Effective risk and opportunity management

### Associated risks

- Eskom and municipal services risk
- Insurance risk
- Low economic growth risk
- Political and socio-economic risk

Time frames

Short, medium and long

### Outlook for this material matter

We remain focused on improving operational efficiencies, leveraging innovative infrastructure and maintaining a strong balance sheet. We aim to enhance performance and deliver sustainable, long-term value by pursuing growth opportunities and optimising our portfolio through non-core asset disposals.

# 5

## Competitive operating environment

YoY change



Capitals impacted



Strategic objectives



### Context

The competitive property market faces multiple challenges, including deteriorating infrastructure, evolving workplace flexibility and potential technological disruptions. These factors are reshaping tenant expectations and influencing leasing decisions. In response, landlords are offering targeted incentives and value-added services to attract and retain quality tenants, maintain occupancy levels and remain competitive in a market with increasing pressures and more tenant choices.

### Material matters

29	Highly competitive property market	33	Tenant mix	39	Occupancy levels
30	Increased competition for quality tenants	34	Tenant retention	40	Rental reversions
31	Pressure on tenant demand	35	Changing tenant preferences	41	Refurbishment costs
32	Portfolio mix and portfolio strength	36	Changing utilisation of space	42	Industrial-sector resilience
		37	Changing work environment	43	Demand for commercial property
		38	Hybrid office working arrangements		

### Stakeholders with an interest in this matter



### Key focus areas

- Retain tenants
- Focus on tenant retention strategy
- Right-size portfolio
- Optimise tenant mix
- Create safe, people-centric spaces
- Active stakeholder and tenant engagements
- Avoid tenant concentration risk
- Effective cost management
- Reinvest in core portfolio through refurbishments and maintenance
- Repurpose space
- Seek ways to diversify revenue streams

### Associated risks

- Office space utilisation risk
- Eskom and municipal services risk
- Technology risk

### Time frames

Short, medium and long

### Outlook for this material matter

We maintain our market position through tenant diversification, a defensive portfolio and strong property fundamentals. By improving cost efficiency, we deliver consistent value to tenants, shareholders and communities. Increased office use may influence future property demand while hybrid work is a continuing trend.

# Material matters

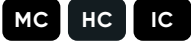
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## 6 Attract and retain key management skills

YoY change



Capitals impacted



Strategic objectives



Context

Attracting and retaining scarce skills is vital to creating long-term value. We invest in employee development, well-being and culture despite local and global skill shortages.

### Material matters

44	Demand for critical skills	49	Succession planning	54	B-BBEE performance and scorecard
45	Staff retention	50	Labour standards	55	Gender and racial equality
46	Loss of key skills	51	Freedom of association and collective bargaining	56	Health and safety
47	Increased labour costs	52	Employee well-being	57	Employment equity
48	Transformation through diversity and inclusion	53	Company culture		

### Stakeholders with an interest in this matter

Shareholders	Debt providers	Our people	Government, municipalities and regulators
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### Key focus areas

- Attract and retain talented employees
- Create a diverse, inclusive, transformed and equitable workplace
- Drive transformation and empower our communities
- Nurture employee growth and well-being
- Succession and leadership planning
- Ensure leadership continuity

### Associated risks

- Key staff retention risk
- Human capital risk

Time frames

Short, medium and long

### Outlook for this material matter

We respond to competition for skilled talent by embedding diversity and inclusion, refining our staff incentives, evolving talent management and engagement practices to attract, retain and motivate key employees.

# 7

## ESG stewardship

YoY change



Capitals impacted



Strategic objectives



### Context

We strengthen our sustainability strategy by providing transparent ESG reporting, addressing climate challenges and setting clear CSI, environmental and governance targets. We integrate ESG into investment decisions to enhance our financial performance and manage environmental and social impacts.

### Material matters

58	Good corporate citizenship	63	Energy efficiency	69	Supply chain and materials
59	Business ethics and ethical conduct	64	Solar energy investments	70	Corporate social responsibility
60	Climate change	65	Carbon footprint and emissions	71	Community development investment
61	Reduce consumption	66	Water security	72	Decent work and economic growth
62	Energy supply	67	Waste management		
		68	Biodiversity		

### Stakeholders with an interest in this matter

Shareholders	Debt providers	Tenants	Our people
Industry organisations	Society	Suppliers and service providers	Government, municipalities and regulators

### Key focus areas

- Apply ESG Framework across operations
- Deploy alternative power and water sources
- Drive sustainable socio-economic outcomes through CSI initiatives
- Monitor climate risks and events
- Implement water storage solutions
- Integrate ESG into strategy and investment decisions
- Retrofit properties with energy-efficient equipment, solar and water systems

### Associated risks

- Extreme weather occurrences risk
- Eskom and municipal services risk

Time frames

Short, medium and long

### Outlook for this material matter

By boosting our ESG expertise, we engage tenants who pursue sustainable practices, invest in green energy and integrate renewable technologies into our properties. This drives the sustainability goals of tenants, increases asset value and advances broader environmental objectives, which demonstrate our commitment to sustainability.

# Our operating environment

## Global and local markets review: Trump tariffs, rise of the Global South and policy

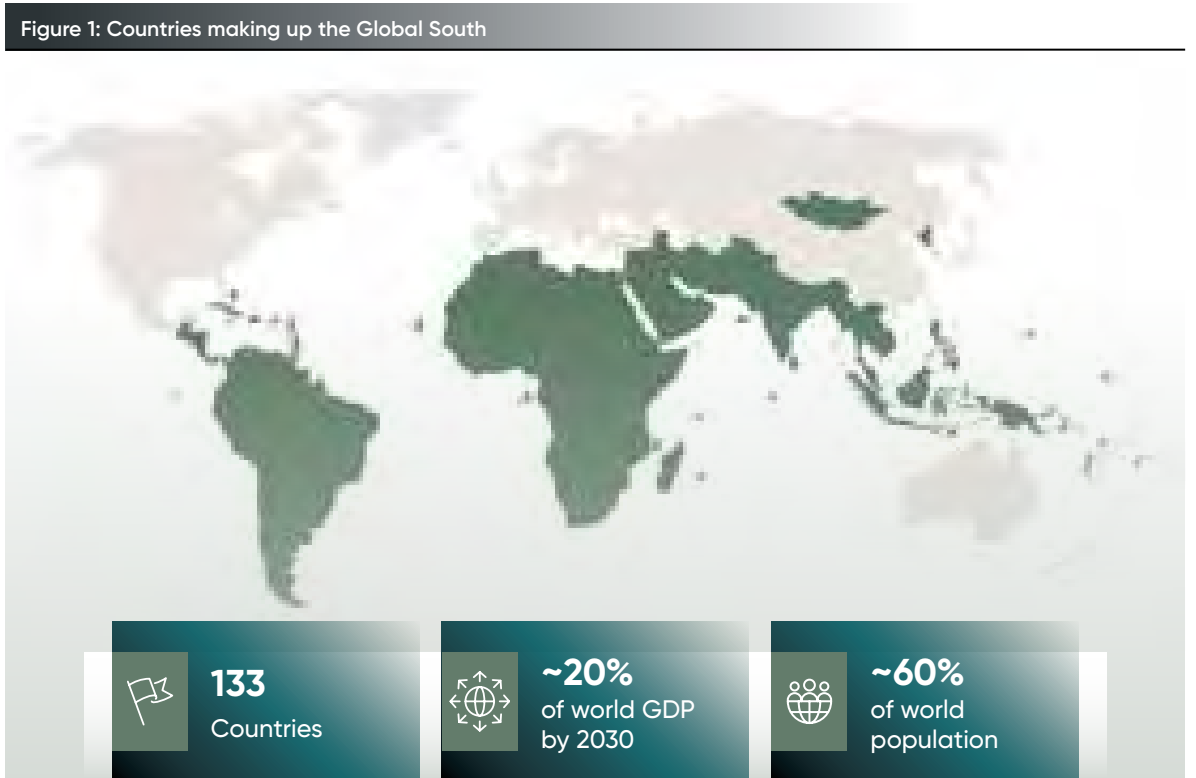
Global markets are being impacted by US President Donald Trump’s sweeping tariff policy, which is creating uncertainty among policymakers and market participants worldwide. A survey by McKinsey & Company between May and June 2025 found that shifts in trade policy and international relations are now viewed as the most significant disruptions to economic growth, not just globally, but also within individual economies and corporations. Trump announced on 2 April 2025 that his administration would impose his long-promised “reciprocal tariffs”, a baseline 10% levy on all imports to the US from trading partners around the world. Countries running larger trade surpluses with the US face steeper tariffs, ranging from 11% to 50%. The White House says these measures aim to reduce the US trade deficit and level the playing field in global commerce.

While the full impact of Trump’s tariffs is yet to be seen, early signs indicate potential unintended consequences for the US. Instead of accepting the new trade terms, many countries have started diversifying away from US markets and are seeking alternative trading partners elsewhere. This shift has acted as a catalyst for the rise of the Global South.

Despite lacking a formal definition, the Global South, which generally refers to developing and emerging markets in regions such as Asia, Africa, and Latin America, is increasingly driving global economic growth. These countries are deepening trade and investment ties across regions and asserting a greater influence on the world

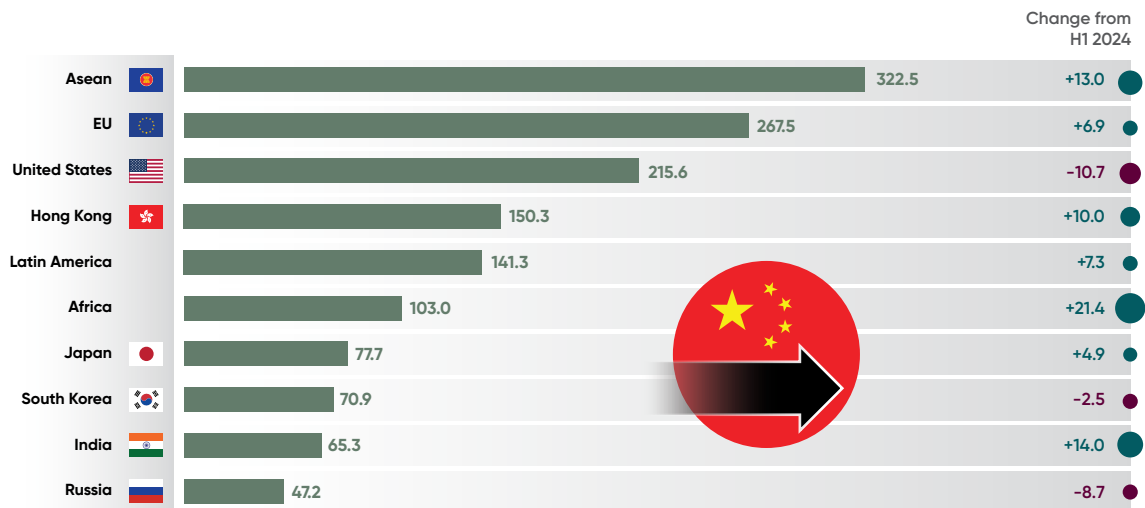
stage. By 2030, the Global South is projected to account for approximately 20% of global GDP and 62% of the world’s population, according to research by the global consulting firm, Boston Consulting Group.

Economies with diversified trade relationships are proving more resilient in the face of US disengagement. For example, China’s exports to the US have declined by 10.7% year-on-year (“YoY”) in the second half of 2025 (according to the country’s customs data), while trade with some Global South regions saw a surge. Africa, for example, experienced a 21.4% increase in exports during the first half of 2025 and exports to India rose by 14% in the same period.



Source: World Bank (2023), United Nations, BCG

Figure 2: Chinese exports to selected countries/groups, US\$billion



Source: General Administration of customs of the People's Republic of China, Statista

### South Africa's economic outlook: Inflation relief, stable power supply and a stronger Rand

South Africa's macro-economic environment has faced numerous challenges, including increasing unemployment rates, slower GDP growth, political instability and crumbling infrastructure. However, amid all these challenges and other global factors, the country continues to show resilience and steady improvements in some key areas like the energy sector and economic policy implementation. Following the April announcement of Trump's tariffs, the Rand has strengthened by about 9% against the US dollar (rate at 23 September 2025). The strength of the Rand against the greenback has primarily been driven by US dollar weakness. Still, Rand strength and lower oil prices have contributed to SA's lower inflation print. Inflation, as measured by the Consumer Price Index ("CPI"), has averaged around 3% year to date. Headline CPI fell to 3.3% YoY in August 2025, with core inflation holding steady at 3.1%, lower than consensus expectations. Since September 2024, the Monetary Policy Committee of the South African Reserve Bank ("SARB") has also cut interest rates by a cumulative 125 basis points ("bpts"). However, at its most recent meeting in September, the SARB opted to keep the repo rate unchanged at 7% (its lowest level since November 2022).

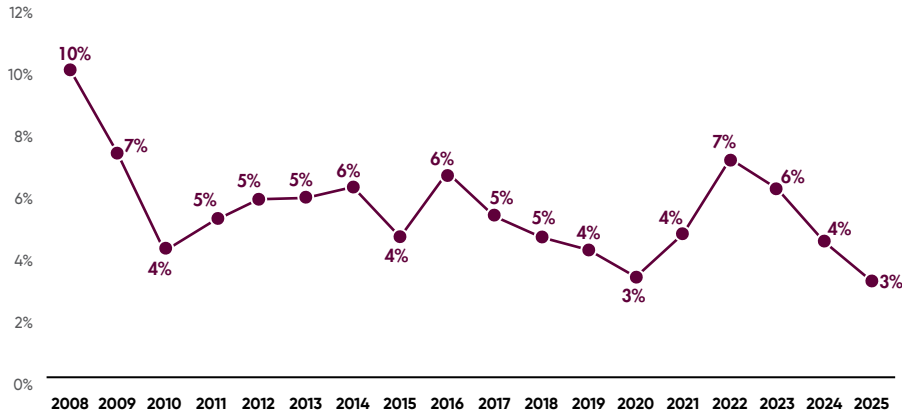


NQUTHU PLAZA

# Our operating environment

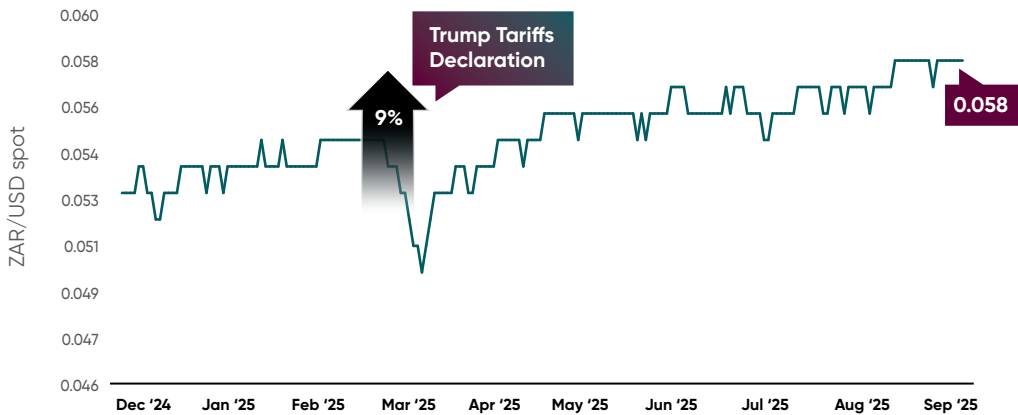
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**Figure 3: South Africa's annual inflation rate**



Source: World Bank

**Figure 4: Rand vs US dollar performance, January to September 2025**



Source: FactSet, ASB research

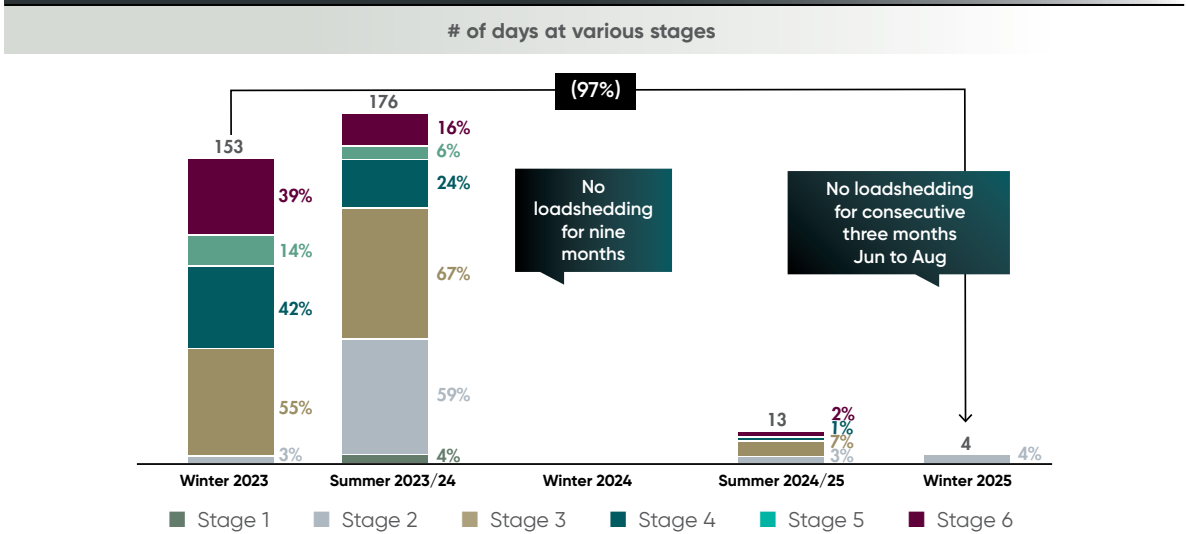
Turning to SA energy supply, Eskom's Generation Operational Recovery Plan, which was launched in April 2023, continues to yield satisfactory results. Eskom's Energy Availability Factor ("EAF") decreased by 1.81% year to date ("YTD") (to 1 September 2025) to 61.8% when compared to the same period last year. The decrease in EAF was primarily driven by a 1.9% increase in planned and unplanned maintenance when compared to the same period in 2024. Planned maintenance averaged 5 243MW, representing 11.17% of total generation capacity. Between 1 April and 1 September 2025, the generation capacity lost due to unplanned outages stood at 26.53%, representing a 1.2% increase when compared to the Unplanned Capability Loss Factor reported last year during the same period.

As of mid-September, Eskom reported 119 consecutive days without loadshedding (since 15 May 2025). This is a welcome

improvement from the 153 consecutive days of loadshedding experienced in the winter season of 2023. In contrast, SA experienced only four days of loadshedding in the 2025 winter season, down by 97% from the 2023 winter period.

But Eskom burnt more diesel in 2025 than in the previous year which would have partly contributed to the improvement. Between April and September 2025, the power utility spent R5.92 billion on fuel for its Open-Cycle Gas Turbine ("OCGT") plants to generate 1 000.91GWh of electricity. During the same period last year, Eskom generated only 578.14GWh of electricity from OCGT, which represents just 57% of the electricity produced through OCGT in 2025. Put differently, the amount of electricity produced through burning diesel has increased by 73% YoY.

Figure 5: Overview of loadshedding intensity and frequency between winter 2023 and winter 2025



Source: Eskom

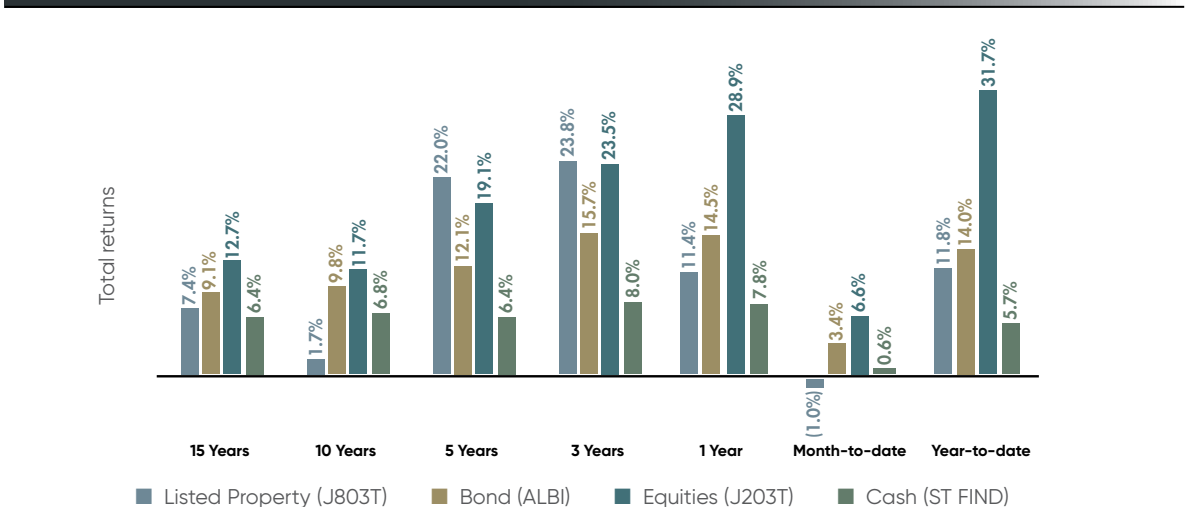
### The SA-listed property sector: Asset class performance, sector overview and outlook

The South African listed property sector, as measured by the FTSE/JSE All Property Index, has continued to deliver strong returns, building on its outperformance in 2024. The sector has recorded a total return of c. 12% YTD (to 30 September 2025). Listed property has rallied behind equities, which benefited from a strong recovery in precious metals and platinum group metals, driving the equities market to a 31.7% total return YTD (to 30 September 2025). The sector's performance has been supported by lower interest rates, which reduced funding costs, and easing

inflation that has lifted consumer spending power, enabling higher turnover rents and rental growth. The absence of loadshedding and stronger growth in recoveries from solar PV investments have provided further support.

Stronger balance sheets and higher share prices have also enabled listed property companies to raise capital through debt markets at tighter margins and equity issuance with fewer concerns about dilution. This improved funding environment has paved the way for higher-quality transactions, with acquisitive activity showing notable improvement compared to previous years.

Figure 6: Domestic asset class returns at end of September 2025



Source: Reuters, ASB research

## Our operating environment

(continued)

### Sectoral overview: Retail and office

The retail sector performed strongly during the first two quarters of this year. The lower inflation and interest rates have supported improving household real incomes. Stats SA data show that South Africa reported real retail sales growth of 5.6% YoY in July 2025, among the highest real retail growth rates worldwide (for example, real retail sales growth was -2% in France and +1% in the UK in July). According to MSCI and the South African Property Owners Association ("SAPOA") data, retail gross rental grew by 4.9% YoY in the second quarter of 2025 ("2Q25"), recording its third consecutive quarter-on-quarter ("QoQ") growth. The growth in rentals was driven by stronger retail sales, particularly in categories like Food and Health and Beauty.

Annualised trading density ("ATD"), as measured by rent per square metre, grew 4.1% in 2Q25 to reach an all-time high of R42.891/m<sup>2</sup>.

Downsizing and rightsizing of categories such as entertainment and department stores have started to yield desired results, as seen in their QoQ density growth. Small regional shopping centres (25 000 to 50 000m<sup>2</sup>) saw the most significant increase in ATD (+4.4%) during 2Q25, followed by regional shopping centres (50 000 to 100 000m<sup>2</sup>), which experienced ATD growth of 4.3%. Super regional centres (more than 100 000m<sup>2</sup>) continue to lag other segments, with ATD growing by only 3.3% during 2Q25.

Figure 7: South Africa quarterly retail trading density index

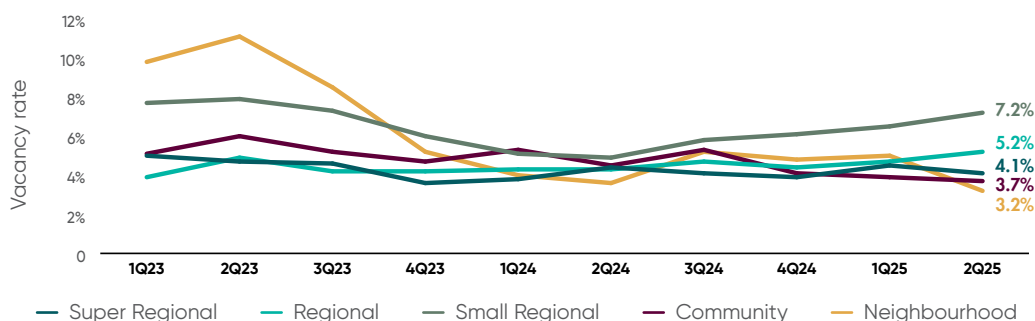
Merchandise category	Annualised trading density (AVG)	% of let floor-space	Year-on-year % change						2025	
			2019	2020	2021	2022	2023	2024	Q1	Q2
			%	%	%	%	%	%	%	%
Apparel	34 776	20.4	1.3	(10.2)	3.1	15.9	5.8	3.6	1.7	2.7
Food	54 203	19.1	4.1	1.1	2.1	6.9	8.5	5.2	4.2	5.7
Department stores	36 581	13.1	4.7	(5.4)	(6.1)	1.1	4.5	7.3	3.9	3.7
Homeware, furniture and interior	22 953	6.7	7.4	(4.4)	7.5	1.8	(0.5)	2.1	2.1	3.9
Health and beauty	74 325	5.1	4.4	(3.6)	(0.6)	5.0	1.3	5.8	5.6	4.6
Food service	54 669	5.8	4.6	(17.6)	1.1	29.3	18.3	7.6	3.8	3.7
Speciality	36 237	4.6	(0.9)	(11.4)	8.8	2.3	5.8	6.8	7.0	6.5
Sportswear and outdoor	40 923	3.2	6.1	(11.0)	6.0	32.4	16.4	(2.8)	(6.0)	(4.6)
Entertainment	4 183	2.3	2.9	(25.6)	(56.0)	98.3	33.3	0.7	4.7	12.4
Electronics	81 010	2.0	6.3	(7.2)	17.8	18.6	9.6	5.4	4.3	5.3
Motor related	27 648	1.4	(2.7)	(46.2)	1.1	43.1	27.8	2.1	(2.7)	(4.6)
Books/credits/stationery	32 974	0.9	3.3	(13.4)	(15.3)	16.0	16.5	11.5	0.3	(1.7)
Services	37 574	0.5	6.8	(23.6)	6.7	22.5	6.9	8.6	8.0	8.4
Accessories, jewellery and watches	104 057	0.6	5.2	(13.0)	6.1	21.2	8.3	4.0	3.1	3.3
Eyewear and optometrists	64 619	0.5	3.4	(11.2)	4.8	10.6	8.0	4.1	0.1	(1.4)
Luggage	51 467	0.2	4.8	(19.0)	0.3	65.6	32.8	3.5	6.6	3.8
Barrows/kiosks	66 060	0.0	(4.0)	(22.1)	2.9	15.8	9.8	7.0	1.2	1.8

Source: MSCI, SAPOA, ASB research

In terms of vacancies, smaller-format shopping centres continue to perform better than larger counterparts. During 2Q25, community and neighbourhood shopping centres had the lowest vacancy rates at 3.7% and 3.2% respectively, with the neighbourhood segment seeing the biggest improvement since 1Q23. Year-to-date, regional and small regional were the only segments that recorded an increase in vacancies, with the regional segment recording no

improvement since 1Q23. These trends show a change in shopper preference. Shoppers are increasingly showing bias towards convenience shopping centres and this shift is driving demand for smaller-format shopping centres. From a landlord's perspective, smaller-format shopping centres are attractive as they require less maintenance capital expenditure and have ample rooftop space for solar PV installations.

**Figure 8: South Africa retail vacancy per segment**

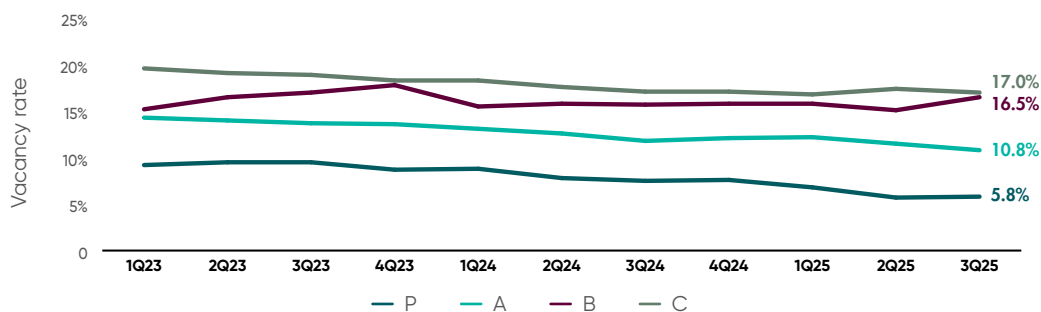


Source: MSCI, SAPOA, ASB research

The latest (3Q25) SAPOA office vacancy survey reported a vacancy rate of 13.6%, a decrease of 50 bpts from 3Q24 and the lowest vacancy rate since the 2Q22 high of 16.7%. The “flight-to-quality” trend continues to drive the improvement in office vacancies with the Western Cape heading the movement. The P-grade vacancy rate has improved from 12% during 1Q23 to 5.3% in 3Q25, showing the largest improvement among office grades. The C-grade office properties continue to struggle in this selective market, with vacancies deteriorating from 15.7% during 1Q23 to 16.5% in 3Q25, making it the only grade to show no improvement during the period.

The Cape Town metro continues to outpace the rest of South African metros with vacancies around 200 bpts below pre-Covid-19 levels at 5.9% during 3Q25. The improvement in the metro is driven by the constrained supply of office space and relatively better service delivery. The Cape Town and Durban metros remain the only two metros to record vacancies below pre-Covid-19 levels. The Durban metro had a vacancy rate of 11.7% during 3Q25. Tshwane (9.8%) and Cape Town remain the only metros to report single-digit vacancy rates during 3Q25.

**Figure 9: South Africa office vacancy rates per grade**



Source: SAPOA, ASB research

Written on 6 October 2025 by:

Francois du Toit – Anchor Stockbrokers, Equity Research Analyst | Trinity Ngobeni – Anchor Stockbrokers, Property Analyst

# Joint leadership report

**ZJ Matlala**  
Chairperson



**IS Petersen**  
Chief Executive  
Officer

## Operating environment

South Africa's improving macro-economic environment, a stronger Rand and easing inflation are creating a supportive backdrop for the property sector. Listed property share prices are recovering from recent volatility, interest rates are trending downward and distributable earnings have strengthened.

Office occupancy rates are gradually increasing, aided by limited new developments, despite persistently low economic growth. Demand for retail space remains robust, particularly from national retailers, which continues to underpin the sector's resilience. In the industrial sector, a shortage of suitably zoned and serviced land supports strong fundamentals. Meanwhile, residential rental growth is buoyed by demand consistently outpacing supply.

Dipula remains focused on controlling what it can and is capitalising on improving property fundamentals. This includes leveraging lower interest rates, the rising demand for quality space and a relatively stable electricity grid.

We continue to make portfolio-enhancing acquisitions while optimising our existing assets through prudent management and strategic capital allocation. Our efforts are directed at acquisitions, refurbishments and securing long-term income from high-quality tenants. Operational resilience is further reinforced by strategic disposals, proactive property management and strong stakeholder relationships. These factors position Dipula for sustainable growth.

A stable leadership team, reduced uncertainty around key tenants, and a more reliable electricity supply support our operational stability. Our agile management approach and targeted asset optimisation allow us to enhance property performance, elevate tenant experiences and deliver long-term value for shareholders, tenants and the broader stakeholder community.

## Performance

Dipula delivered solid results for the year, with continued resilience in our retail and industrial portfolios. Revenue (excluding straight-lining) increased by 4% to R1.517 billion, driven primarily by the performance of our defensive retail assets, which achieved 7% income growth and a 10% increase in capital values.

Our residential capital values declined by 9% and portfolio occupancy at year-end was at 94%. Portfolio rental escalations reached 7%, with tenant retention remaining robust at 76%, reflecting the quality and resilience of our portfolio and attentive management.

Dipula continues to uphold a strong financial position through prudent balance sheet management, disciplined capital allocation and a commitment to sustainable growth. We have a healthy pipeline of value-enhancing opportunities, which we will execute in the near term.

Our governance remains strong and is guided by a skilled, diverse Board that's focused on ethical leadership, transformation, succession planning and effective oversight.

Community impact remains central to our strategy. We contribute to local economic resilience and ensure the continued relevance and strength of our centres by supporting tenants and small businesses.

This year reaffirmed Dipula's position as a leading South Africa focused REIT. We delivered solid retail turnover growth, positive rental growth and sustained value for our shareholders, funders and broader stakeholders through disciplined execution, operational excellence and strategic dealmaking.

Our strategy remains clear and involves increasing exposure to defensive retail and industrial assets, disposing of our residential portfolio, pursuing office acquisitions only on a

selective basis and continuing with the disposal of non-core properties, applying proceeds toward debt reduction, refurbishments and sustainability initiatives to support long-term financial stability and growth.

## Sustainability

Sustainability is central to Dipula's operational strategy and long-term value creation. We advance energy and water security initiatives to lower operating costs and reduce environmental impacts, while simultaneously supporting job creation and community development through targeted programmes. ESG considerations remain a core priority, and we ensure that ESG factors are fully embedded in our business model and guide all our strategic decisions.

Our solar PV roll-out continues to expand, providing an increasing share of the portfolio's energy needs, with additional projects planned to accelerate progress toward carbon neutrality. We are also rolling out various water security and backup initiatives to enhance operational resilience and mitigate the impact of potential supply disruptions.

Social initiatives are tailored at the property level to address local community needs effectively. Our graduate programme equips graduates with practical skills, while annual bursaries support our staff in property-related fields. Our supplier training empowers SMMEs with mentorship, financial support and opportunities to integrate into the property sector to promote sustainable growth and economic development.

## Governance

Dipula's governance remains robust and provides a firm foundation for strategic decision-making, operational efficiency and long-term value creation. Our Board and Exco work closely together to guide the Group's strategy, capital allocation and governance practices to ensure that all decisions align with our objectives of sustainability, resilience and stakeholder value.

We maintain strict internal controls and rigorous risk management processes that safeguard assets, mitigate potential threats and allow us to capitalise on emerging opportunities. Ethical leadership and a commitment to transformation are embedded in every level of the organisation and are reflected in our robust B-BBEE rating and ongoing focus on diversity, inclusion and corporate responsibility.

Our disciplined approach to cost efficiency, operational resilience and tenant-focused management ensures

stable and reliable returns across our portfolio. These governance practices underpin the successful execution of sustainability initiatives and reinforce social and environmental impact while enhancing long-term profitability.

## Reflecting and looking ahead

Dipula has grown and matured into a resilient and strategically focused business over the last 20 years. We have maintained a strong and healthy capital structure, which allows us to fund acquisitions, redevelopments and operational improvements while managing risk effectively. This financial discipline has supported sustainable growth, enabling us to generate long-term value for shareholders, tenants, employees and communities. Our focus on maintaining a balance between capital efficiency, profitability and strategic investment positions Dipula to continue delivering consistent, sustainable returns in a dynamic real estate market.

The Board is confident in Dipula's future growth prospects. We intend to unlock value through selective acquisitions, active asset management and disciplined capital allocation. Improved energy availability, lower interest rates and greater political stability support our strategy. We are targeting distributable earning growth per share of 7% in 2026, which is driven by rental escalations, portfolio optimisation and strategic developments.

## Appreciation

We thank our Board for its strategic guidance and unwavering support and for keeping Dipula focused on long-term value, governance and sustainable growth.

To our executive team, your vision, decisiveness and execution elevate performance and deliver resilient results.

To every Dipula team member, your expertise, innovation and dedication drive operational success, tenant satisfaction and consistent growth.

We also thank our tenants, investors, funders, service providers and community stakeholders. Your trust and collaboration strengthen our platforms, support growth and create shared value.

Finally, to our shareholders, your confidence empowers us to pursue opportunities, manage risks and deliver sustainable returns.



**ZJ Matlala**  
Chairperson



**IS Petersen**  
Chief Executive Officer

3 December 2025

# How we create value



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PIMVILLE SQUARE

# Delivering value through strategy

Dipula creates value by optimising our property portfolio, improving operational efficiency and prioritising sustainability.

We assess risks, market trends and economic conditions to refine our business model and adapt to change to ensure long-term profitability. Five strategic value drivers guide our decisions and serve as key levers for sustained value creation across the short, medium and long term.

## Our strategic value drivers

### Continuous portfolio optimisation

Refine holdings through strategic upgrades, divestitures and proactive management to maximise returns.

### SA economic rebound

Leverage lower interest rates and improved economic conditions to boost profitability and asset values.

### Sound human and intellectual capital

Retain, develop and attract talent while adopting new technologies and business processes and models to remain competitive and agile.

### Reduce the cost of capital

Deliver consistent returns while maintaining strong governance and transparent reporting to debt and equity providers.

### Well-timed and appropriately priced acquisitions and developments

Acquire assets that enhance the portfolio, drive income and capital growth and strengthen the balance sheet.

Focusing on these drivers allows us to sustain value and navigate a complex operating environment. Our strategic objectives guide our goal setting, track progress and benchmark performance against industry standards and peers.

## Our strategic objectives



## How we create value



### Remaining disciplined

#### SA-focused

- Economically active locations
- Geographically diversified
- Sectorally diversified with a strong retail bias

#### Diversification

- Predominantly defensive retail (convenience, rural and township)
- Increase exposure to warehousing and logistics
- Reduce office exposure



### Buying well and rebalancing

#### Portfolio optimisation

- Acquisitions, developments, redevelopments and capital recycling
- Non-core disposals
- Reduce number of properties without compromising balance sheet strength



### Managing brilliantly

#### Human capital

- Talent attraction, retention and development
- Employee wellness
- Resourcefulness

#### Tenant-centric

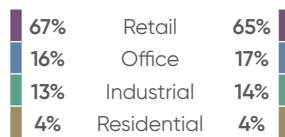
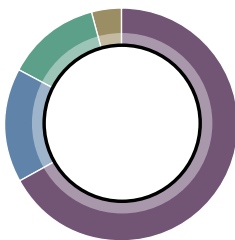
- Credit quality
- Enhance tenant experience
- Manage concentration risk

#### Sustainability

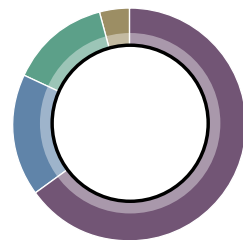
- Social, economic and environmental
- Efficient consumption of resources
- B-BBEE
- Compliance
- CSI

## Our strategic capital allocation

FY2025 by income



FY2024 by income



Allocate capital strategically by focusing on core areas while managing risk.

Enhance operational excellence by building capacity to achieve a superior operational performance.

Select tenant mix strategically by choosing tenants to align with our objectives and maximise value.

Adjust portfolio exposure by increasing investments in retail and industrial sectors while reducing office exposure and exiting residential.

Invest in resilient retail by focusing on retail segments that are defensive and resilient through various economic cycles.

Prioritise investing in industrial assets that meet the needs of a wide tenant user pool.

# Delivering value through strategy

(continued)

## Our strategy scorecard

### OUR STRATEGY SCORECARD

for 2025

KROONSTAD CIRCLE

Strategic priorities	Target 2025	Unpacking our progress in 2025	Capitals and strategic objectives impacted
▶ Gearing	LTV of 40% and ICR of 2.6 times	Achieved: LTV 34.9%, ICR 2.8 times	FC MC S1
▶ Dispose of non-core assets to optimise portfolio	Non-core disposals of R150 million	Partially achieved: Non-core disposals of R115 million transferred	FC MC S1 S3 S7
▶ Distributable income	Distributable income per share of 56 cents	Achieved: Distributable income per share of 57.26 cents	MC S1 S3 S6
▶ Portfolio revaluation	Growth in portfolio valuations of 4%	Achieved: Increase in portfolio value of 6.7%	MC S1
▶ Vacancy	Keep portfolio vacancy at/or below 7.5%	Not achieved: Vacancy of 8.5%	MC S1 S3
▶ Roll out solar PV projects	Roll out solar projects of R50 million	Achieved: Solar projects of R54 million successfully completed	MC NC S1 S4
▶ Acquisitions	Acquisitions of R100 million	Work in progress: Acquisitions of R64 million during the year and post year-end acquisitions of R630 million	HC NC SRC S4 S5
▶ Continuous process automation	Continue to roll out Power Bi and Docuware modules	Work in progress: Ongoing automation of management systems	IC S1 S4

## OUR STRATEGIC PRIORITIES

for FY2026

Strategic priorities	Target 2026	Capitals and strategic objectives impacted
▶ Gearing	Target LTV of between 35% and 40% and ICR of between 2.2 and 2.6 times	FC MC S1
▶ Dispose of non-core assets to optimise portfolio	Non-core disposals of between R100 million and R300 million	FC MC S1 S3 S7
▶ Growth in property valuations	Growth in portfolio valuations of between 0% and 3.5%	MC S1 S3 S6
▶ Reduce portfolio vacancy	Keep portfolio vacancy below 10%	MC S1
▶ Strategic revamps	Strategic revamps of up to R170 million over 12 months	MC S1 S3
▶ Roll out solar PV projects	Solar projects of R50 million to R100 million	MC NC S1 S4
▶ Implement ESG strategy	Design ESG Framework and set targets	HC NC SRC S4 S5
▶ Continuous process automation	Continue to roll out business automation	IC S1 S4

# Our business model

Capitals	Inputs	Objectives	Business activities
<b>FC Financial</b>  We manage financial capital by balancing equity, debt, asset recycling and dividend retention and reinvestment.	<ul style="list-style-type: none"> <li>Debt capital of R3.9 billion from various funders</li> <li>Equity capital of R6.8 billion from shareholders</li> </ul>	<ul style="list-style-type: none"> <li>Growth in dividends per share</li> <li>Growth in NAV per share</li> <li>Share price growth</li> </ul>	<ul style="list-style-type: none"> <li>New debt and equity capital raises</li> <li>Capital recycling through disposals</li> <li>Retained earnings</li> <li>Management of shareholder and debt provider relationships</li> <li>Dividend reinvestment programme</li> </ul>
<b>MC Manufactured</b>  Our portfolio consists of retail, office, industrial and residential properties. Our portfolio growth is driven by strategic renovations, acquisitions and efficient management. We rebalance it through well-timed disposals.	<ul style="list-style-type: none"> <li>National footprint across SA's nine provinces with a property portfolio of R10.8 billion</li> </ul>	<ul style="list-style-type: none"> <li>Growth in assets</li> <li>Optimal portfolio</li> <li>Portfolio defensiveness</li> </ul>	<ul style="list-style-type: none"> <li>Acquisitions, developments and redevelopments</li> <li>Property and asset management</li> </ul>
<b>HC Human</b>  We attract and retain top talent to drive long-term success. Our team shows dedication and lives our motto of "Lead. Collaborate. Win".	<ul style="list-style-type: none"> <li>Experienced and competent Board</li> <li>Good working environment</li> <li>Stable executive management team</li> <li>Training and development</li> <li>Employee wellness programmes</li> <li>Fair remuneration</li> </ul>	<ul style="list-style-type: none"> <li>Attracting talent</li> <li>Alignment of senior management and shareholders</li> <li>Motivated employees</li> <li>Tenant satisfaction</li> <li>Well-managed properties</li> </ul>	<ul style="list-style-type: none"> <li>Retaining skilled employees</li> <li>Employee training and development</li> <li>Team building</li> <li>Strategy sessions</li> </ul>
<b>IC Intellectual</b>  Our intellectual capital includes proprietary models, IT systems, specialised skills, strong brands and a respected, value-driven management team.	<ul style="list-style-type: none"> <li>Extensive network</li> <li>Proprietary asset management models and systems</li> <li>Recognised brand</li> <li>Specialist skills</li> <li>Well-respected joint venture partner</li> </ul>	<ul style="list-style-type: none"> <li>Acquisition opportunities and pipeline</li> <li>Attracting new tenants</li> <li>Digitisation and automation</li> <li>Tenant satisfaction</li> </ul>	<ul style="list-style-type: none"> <li>Attracting new tenancies and retaining existing tenants</li> <li>Creative asset enhancements</li> <li>Marketing and business development</li> <li>Research and development of systems</li> </ul>
<b>NC Natural</b>  We minimise our environmental impact to ensure long-term sustainability and societal well-being.	<ul style="list-style-type: none"> <li>Alternative energy sources</li> <li>Efficient consumption of electricity</li> <li>Waste recycling</li> <li>Resource conservation initiatives</li> <li>Responsible water use and storage</li> </ul>	<ul style="list-style-type: none"> <li>Reduce carbon footprint</li> <li>Reduce consumption of natural resources</li> <li>Less dependence on power from Eskom grid</li> </ul>	<ul style="list-style-type: none"> <li>Installation of solar PV systems</li> <li>Energy efficiency programmes</li> <li>Waterwise consumption and saving programmes</li> </ul>
<b>SRC Social and relationship</b>  Our stakeholders grant us a social licence built on trust and reputation. Key relationships guide our decisions and actions.	<ul style="list-style-type: none"> <li>Community relationships</li> <li>Local regeneration</li> <li>New offerings in previously underserved areas</li> <li>Participation in industry organisations</li> <li>Stakeholder engagement</li> </ul>	<ul style="list-style-type: none"> <li>Add value to the communities we operate in</li> <li>Help make our tenants more sustainable</li> <li>Solid relationships with banking and other business partners</li> <li>Understand what our stakeholders expect from us</li> </ul>	<ul style="list-style-type: none"> <li>Continuous community liaison and broader stakeholder relationship-building</li> </ul>

Over the past two decades, we have focused on strategic decisions to drive long-term value. Our business model guides operations, resource use and stakeholder engagement to deliver sustainable outcomes. We adapt to economic shifts, technological changes and societal pressures. Environmental challenges, intensified by urbanisation and weak governance, make sustainability essential. Despite these pressures, we remain committed to creating value and thriving in a changing landscape.

Output	Outcomes	Trade-offs
<ul style="list-style-type: none"> <li>■ Accumulated reserves</li> <li>■ Gearing level</li> <li>■ New equity proceeds</li> <li>■ Refinancing proceeds</li> <li>■ Sale of assets proceeds</li> </ul>	<ul style="list-style-type: none"> <li>■ NAV of R7.50 (2024: R6.98) per share</li> <li>■ Share price of R5.65 (2024: R4.50) per share</li> <li>■ Distributable earnings of R521 million (2024: R496 million)</li> <li>■ LTV of 34.9% (2024: 35.7%)</li> <li>■ Dividend per share of 51.53 cents (2024: 48.95 cents)</li> <li>■ New debt facilities of R200 million (2024: R3.8 billion)</li> <li>■ Sold assets of R115 million (2024: R37 million)</li> </ul>	<p>We avoid dilutive capital raises to protect shareholders. We maintain conservative gearing with high interest rates. Retained earnings reduce short-term dividends but strengthen NAV and future distributions through reinvestment in our portfolio.</p>
<p>Improvement and growth in portfolio</p>	<ul style="list-style-type: none"> <li>■ Occupancy of 91.5%</li> <li>■ New leases worth R224 million (2024: R214 million) concluded</li> <li>■ Portfolio valuation growth of 7% (2024: 4.8%)</li> <li>■ Renewals worth R577 million (2024: R1.2 billion) concluded</li> <li>■ Strategic revamps of R214 million (2024: R169 million)</li> </ul>	<p>We sell non-core assets to protect NAV and reinvest proceeds for long-term, sustainable returns. This may reduce short-term income but strengthens portfolio quality and sustainability.</p>
<ul style="list-style-type: none"> <li>■ Employee incentives</li> <li>■ Employee retention</li> <li>■ Ongoing digitisation and automation of work environment</li> <li>■ Transformed workforce</li> </ul>	<ul style="list-style-type: none"> <li>■ 71% of the Board is previously disadvantaged individuals ("PDIs") with the executive team comprising 100% PDIs</li> <li>■ Commission-based incentives</li> <li>■ Multiskilled and multicultural team</li> <li>■ Stable workforce of 87 employees</li> <li>■ Short-term Incentive ("STI") and LTI schemes</li> <li>■ Workforce consists of 85% PDIs</li> </ul>	<p>Digitisation may reduce staff numbers but improves efficiency, accuracy and operational stability.</p>
<ul style="list-style-type: none"> <li>■ Higher occupancy</li> <li>■ Improved assets and operations</li> <li>■ Enhanced systems and processes</li> <li>■ Internal asset and property management</li> </ul>	<ul style="list-style-type: none"> <li>■ New space let 49 599m<sup>2</sup> (2024: 40 441m<sup>2</sup>)</li> <li>■ Achieved above-inflation rental escalations of 7.4% (2024: 6.9%) on new leases</li> <li>■ Portfolio retention rate of 76% (2024: 87%)</li> <li>■ Redevelopments of R214 million (2024: R169 million)</li> <li>■ Implementation of Power BI and Docuware</li> </ul>	<p>Investing in training and IT may reduce short-term cash but boosts long-term efficiency.</p>
<ul style="list-style-type: none"> <li>■ Consumption (water and electricity) efficiency</li> <li>■ Minimising pollution through waste management</li> </ul>	<ul style="list-style-type: none"> <li>■ Clean-up initiatives undertaken around our centres and pilot recycling initiatives</li> <li>■ Installation of water storage tanks</li> <li>■ Installation of boreholes</li> <li>■ Solar plants of 7 000kWp installed</li> </ul>	<p>Sustainable initiatives require upfront investment but save long-term costs and reduce our environmental impact.</p>
<ul style="list-style-type: none"> <li>■ Good local community relationships</li> <li>■ Good relationship with suppliers, peers and competitors</li> <li>■ Healthy tenant relationships</li> </ul>	<ul style="list-style-type: none"> <li>■ Continuous CSI investment</li> <li>■ Direct and indirect employment created</li> <li>■ Level 2 B-BBEE</li> <li>■ No known areas of non-compliance with laws and regulations</li> <li>■ Participation in SAPOA, SAIBPP and the SA REIT Association</li> <li>■ Procurement from emerging contractors</li> </ul>	<p>We provide competitive enterprise development loans and invest in CSI initiatives to strengthen local communities. Volunteering takes time but supports long-term sector sustainability.</p>

# Stakeholder engagement

We build strong stakeholder connections to drive sustainability and value creation. We communicate transparently and consistently, using feedback to guide strategy, manage risks and inform capital allocation. Our Exco identifies key stakeholders and develops engagement strategies – which are reviewed by the Board – to address priorities, strengthen relationships and support long-term value.



Capitals impacted

FC MC HC IC NC SRC

Quality of relationships

★ Developing | ★ Good | ★ Excellent

## Shareholders

Quality of relationship ★★☆☆

### Profile

3 623

### Capitals impacted

FC MC

### Strategic objectives

S 1 2 3 4 6 7

### Our reason for interacting

- Attract new and retain existing investment in Dipula
- Raise capital for growth
- Keep shareholders informed about our business

### Their key needs and interests

- Management stability and competence
- Risk and mitigation strategies
- Share price performance
- Sustainable growth in NAV and distributable earnings
- ESG

## Method of management

Stock Exchange News Service announcements

Integrated Reports

AGMs

One-on-one meetings

Presentations

Roadshows

Dipula website

Surveys

Media

### Issues raised

- Share price movements
- Corporate action
- Liquidity and tradability of Dipula shares
- Vacancy risk
- Property valuations
- Rental reversion risk
- Growth prospects
- Index inclusion
- Interest rate risk
- SA socio-economic environment

### Our response and actions

- Integrate raised matters into executive key performance indicators ("KPIs")
- Provide regular, transparent and concise feedback

### Value creation

Distributable earnings of R521 million

### Focus areas

- Seek index inclusion
- Increase shareholder spread
- Conservative balance sheet management
- Intensify leasing interventions
- Continuous portfolio improvements
- Maintain conservative LTV
- Continue to roll out sustainability initiatives

HOW WE CREATE VALUE

# Stakeholder engagement

(continued)

<h2>Debt providers</h2> <p>Quality of relationship <span>★ ★ ★</span></p>		<h3>Method of management</h3> <ul style="list-style-type: none"> <li>Integrated Reports</li> <li>One-on-one meetings</li> <li>Dipula website</li> <li>SENS announcements</li> <li>Media</li> </ul>
<p>South African Banks</p>		
<h3>Capitals impacted</h3> <p><b>FC</b> <b>MC</b></p>	<h3>Strategic objectives</h3> <p><b>S</b> <b>1</b> <b>3</b> <b>4</b> <b>6</b> <b>7</b></p>	
<h3>Our reason for interacting</h3> <ul style="list-style-type: none"> <li>Access to funding on competitive terms and affordable rates</li> </ul>	<h3>Their key needs and interests</h3> <ul style="list-style-type: none"> <li>Loan covenant compliance</li> <li>Solvency</li> <li>Adequate security</li> <li>Good client</li> </ul>	
<h3>Issues raised</h3> <ul style="list-style-type: none"> <li>New business</li> <li>Corporate action</li> </ul>		
<h3>Our response and actions</h3> <ul style="list-style-type: none"> <li>Integrate matters raised into executive KPIs</li> <li>Give regular, transparent, concise feedback</li> </ul>		<h3>Value creation</h3> <p>Gearing <b>34.9%</b></p> <p>Debt <b>R3.9 billion</b></p>
<h3>Focus areas</h3> <ul style="list-style-type: none"> <li>Maintain conservative gearing</li> <li>Implement debt restructure</li> <li>Seek growth opportunities</li> </ul>		



NQUTHU PLAZA

## Tenants

Quality of relationship



Commercial: 824

Residential: 542

### Capitals impacted

MC

SRC

### Strategic objectives

S

3

4

6

### Our reason for interacting

- Attract and retain quality tenancies

### Their key needs and interests

- Attentive property management
- Space that meets their business requirements
- Rental and occupancy costs
- Safety

### Method of management

One-on-one meetings

Tenant site visits

Tenant surveys

Verbal and written communication

Anonymous complaints line

Brokers

Dipula website

Social media

### Issues raised

- Continued rapid increases in administered costs
- Expansion opportunities
- High crime rate
- Bad municipal service delivery

### Our response and actions

- Challenge unreasonable municipal rates and taxes
- Hold regular collective and individual tenant meetings to address concerns
- Improve portfolio assets
- Maintain backup power

### Value creation

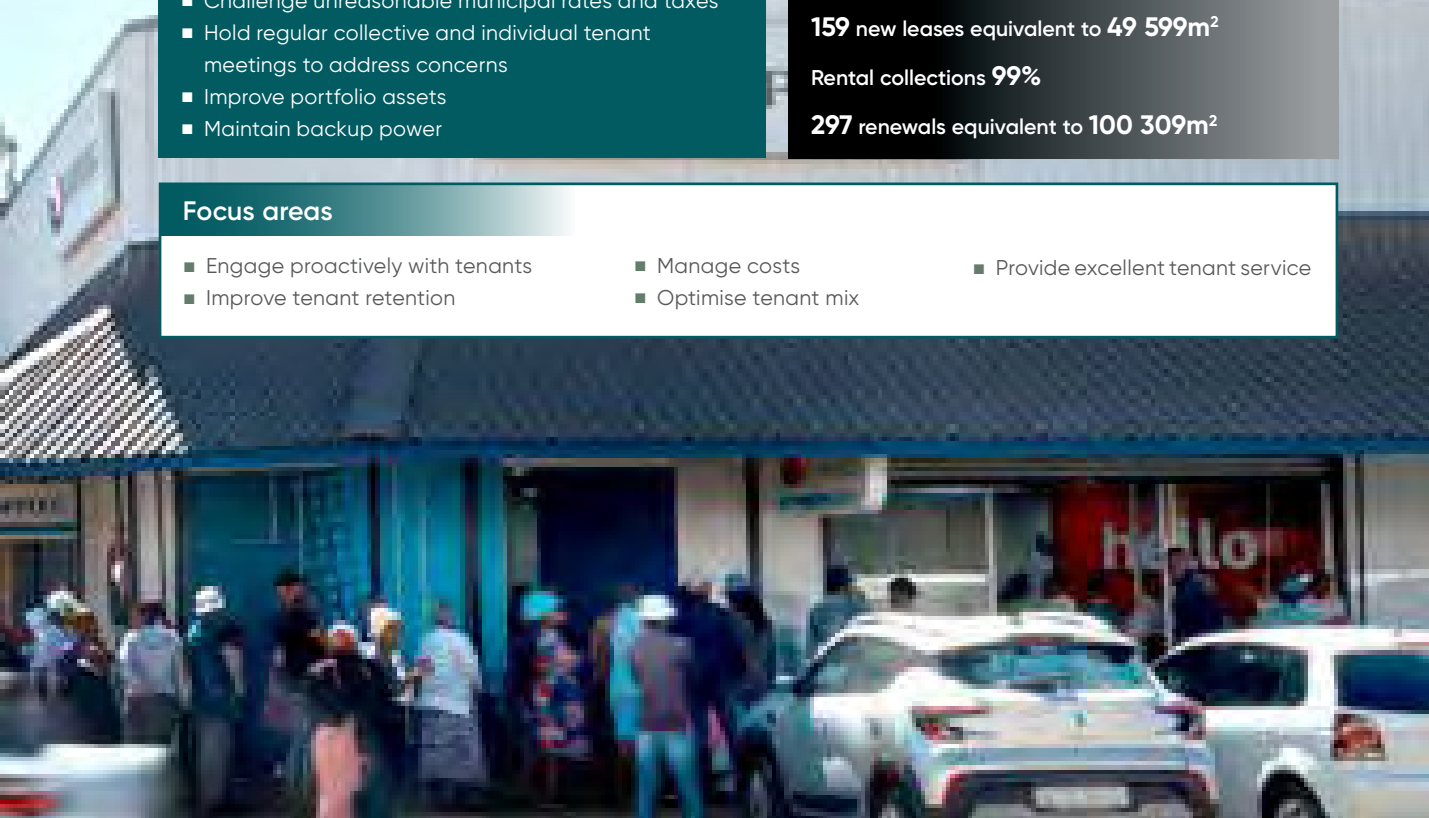
159 new leases equivalent to 49 599m<sup>2</sup>

Rental collections 99%

297 renewals equivalent to 100 309m<sup>2</sup>

### Focus areas

- Engage proactively with tenants
- Manage costs
- Provide excellent tenant service
- Improve tenant retention
- Optimise tenant mix



# Stakeholder engagement

(continued)

<h2>Shoppers</h2> <p>Quality of relationship <span>★ ★ ★</span></p>		<h3>Method of management</h3> <ul style="list-style-type: none"> <li>Integrated Reports</li> <li>Shopping centre websites</li> <li>Anonymous complaints line</li> <li>Surveys</li> <li>Social media</li> <li>Mainstream media</li> </ul>
<p>80 retail properties across South Africa</p>		
<p><b>Capitals impacted</b></p> <p>MC SRC</p>	<p><b>Strategic objectives</b></p> <p>S 3 6</p>	
<p><b>Our reason for interacting</b></p> <ul style="list-style-type: none"> <li>Gaining an understanding of shoppers' needs and requirements to invest in relevant properties and provide the correct tenant mix</li> </ul>	<p><b>Their key needs and interests</b></p> <ul style="list-style-type: none"> <li>Safe, convenient, relevant shopping centres</li> <li>Good customer service</li> </ul>	

**Issues raised**

- Security
- Shopper experience
- Health and safety

**Our response and actions**

- Focused property and asset management that's responsive, adaptable and agile
- Asset upgrades and improvements

**Value creation**

**R214 million** was invested in refurbishments and capital expenditure

**Focus areas**

- Enhance shopper experiences
- Increase shopper dwell time
- Monitor changing consumer preferences
- Follow property trends
- Retain high-quality tenants



## Marketing

Our marketing team partners with tenants to boost store promotions via centre websites and social media. We provide SMME training to support long-term sustainability. We refine offerings and maintain tenant loyalty by forging secure relationships with them and understanding shopper behaviour. Marketing aligns with key cultural events and community-focused activities. We engage local communities and recognise centres as social hubs and essential services. We also explore non-GLA revenue through promotions, exhibitions and outdoor advertising to enhance the shopping experience.

### Our shopping centre marketing strategy revolves around several key objectives:

Attract more visitors by enhancing centre appeal and convenience;

Establish centres as trusted, recognisable community brands;

Collate shopper insights to improve experiences; and

Position centres as essential shopping destinations and community hubs.



THE ATRIUM

# Stakeholder engagement

(continued)

<h2>Society</h2> <p>Quality of relationship <span>★ ★ ★</span></p>		<h3>Method of management</h3> <ul style="list-style-type: none"> <li>Shopping centre websites</li> <li>Community liaison officers</li> <li>Meetings</li> <li>Social media</li> <li>Mainstream media</li> </ul>
<p>Primarily communities located close to our 80 retail properties across South Africa</p>		
<p><b>Capitals impacted</b></p> <p><b>SRC</b></p>	<p><b>Strategic objectives</b></p> <p><b>S 4</b></p>	
<h3>Our reason for interacting</h3> <ul style="list-style-type: none"> <li>Good relationship with society at large</li> <li>Smooth operation of building projects</li> <li>To ensure well-directed CSI</li> <li>Understand shopper needs to attract them to our centres</li> </ul>	<h3>Their key needs and interests</h3> <ul style="list-style-type: none"> <li>Safety at centres</li> <li>Job opportunities</li> <li>Contribution to CSI</li> <li>Skills development</li> <li>Good shopper experience</li> </ul>	
<h3>Issues raised</h3> <ul style="list-style-type: none"> <li>Community involvement in building projects</li> <li>Employment of locals</li> <li>Safe shopping environment</li> <li>Crime</li> </ul>		
<h3>Our response and actions</h3> <ul style="list-style-type: none"> <li>Reinforcement of security at properties</li> <li>Various CSI initiatives</li> <li>Insisting on minimum percentage of locals employed on projects</li> </ul>	<h3>Value creation</h3> <ul style="list-style-type: none"> <li>Various jobs created</li> <li>Local contractors utilised</li> </ul>	
<h3>Focus areas</h3> <ul style="list-style-type: none"> <li>Contribute positively to our communities</li> <li>Support inclusive value creation</li> </ul>		

## Our people

Quality of relationship



Profile 87 employees across South Africa

### Capitals impacted

HC

IC

### Strategic objectives

S

1

4

5

6

### Our reason for interacting

- Attract and retain the best talent
- Build a motivated team that has job satisfaction
- Build a multicultural, multiskilled, resourceful team
- Create an environment for a good work-life balance

### Their key needs and interests

- Fair remuneration
- Good working environment
- Job security
- Career growth

### Method of management

Staff meetings

HR department

Managers' meetings

One-on-one sessions

Team-building sessions

Conferences

Functions

### Issues raised

- Personal growth opportunities

### Our response and actions

- Ongoing training and development programmes
- STI and LTI schemes in place
- Implementation and monitoring of personal growth plans

### Value creation

Ongoing talent management and succession planning

Three interns

Salaries of R66 million

### Focus areas

- Employee training and skills development
- Offer competitive remuneration
- Undertake regular employee engagement
- Prioritise employee well-being

# Stakeholder engagement

(continued)

<b>Industry organisations</b> Property Charter Council, SA REIT, South African Council of Shopping Centres ("SACSC"), SAIBPP and SAPOA		Quality of relationship <span>★ ★ ★</span>	<b>Method of management</b> Committee membership Conferences Meetings Direct written and verbal communication
<b>Capitals impacted</b> SRC	<b>Strategic objectives</b> S 4	<b>Our reason for interacting</b> <ul style="list-style-type: none"> <li>Collective bargaining</li> <li>To remain informed about industry trends</li> </ul>	<b>Their key needs and interests</b> <ul style="list-style-type: none"> <li>B-BBEE</li> <li>Industry developments</li> <li>Market trends</li> <li>Members and membership fees</li> </ul>
<b>Issues raised</b> <ul style="list-style-type: none"> <li>Crime</li> <li>Transformation</li> <li>Problems with municipalities and government organisations</li> <li>Sponsorships</li> <li>Changes in legislation</li> </ul>			
<b>Our response and actions</b> <ul style="list-style-type: none"> <li>Membership of various industry organisations</li> <li>Sponsorships</li> <li>Participation in industry organisational structures and committees</li> </ul>		<b>Value creation</b> <ul style="list-style-type: none"> <li>Paid-up, active member of industry organisations</li> <li>Industry sponsorships and conference attendance</li> </ul>	
<b>Focus areas</b> <ul style="list-style-type: none"> <li>Ensure ongoing communication</li> <li>Participate in sub-committees</li> <li>Maintain good relationships with industry bodies</li> </ul>			



## Suppliers and service providers

Quality of relationship ★ ★ ★

Numerous long-term and ad hoc suppliers and service providers

### Capitals impacted

SRC

### Strategic objectives

S 1 3 4 6

### Our reason for interacting

- Good relationships with our suppliers ensure that we receive good service on good terms

### Their key needs and interests

- Repeat business with Dipula
- Understanding Dipula's needs and requirements

### Method of management

Electronic, telephonic and written communications

Meetings

Tenders

Training and development of SMMEs

Mainstream media

### Issues raised

- Business retention
- Shorter payment terms

### Our response and actions

- Well-defined and transparent procurement policy and framework

### Value creation

**R371 million** paid to suppliers and service providers (2024: R347 million)


### Focus areas

- Codes of conduct to manage relationships
- Training of SMMEs
- Timely payments



# Stakeholder engagement

(continued)

<b>Government, municipalities and regulators</b>	Quality of relationship 	<b>Method of management</b> <hr/> Integrated Report <hr/> Conferences <hr/> Electronic, telephonic and written communications <hr/> Mainstream media
FSCA, JSE, local municipalities, SARS and national government		
<b>Capitals impacted</b>	<b>Strategic objectives</b>	
<b>MC</b> <b>SRC</b>	<b>S</b> <b>1</b> <b>4</b>	
<b>Our reason for interacting</b>	<b>Their key needs and interests</b>	
<ul style="list-style-type: none"><li>Effective risk management</li><li>To ensure compliance with all laws and regulations</li></ul>	<ul style="list-style-type: none"><li>Creating jobs and business opportunities</li><li>Compliance with statutes and regulations</li><li>Payment of taxes</li><li>Payment of rates</li></ul>	
<b>Issues raised</b> <ul style="list-style-type: none"><li>Changes to the property index on the JSE</li></ul>		
<b>Our response and actions</b> <ul style="list-style-type: none"><li>Open, transparent and regular communications directly and through our advisors</li></ul>	<b>Value creation</b> <b>Utilities payments of R412 million</b>	
<b>Focus areas</b> <ul style="list-style-type: none"><li>Maintain compliance with laws and regulations</li><li>Engage positively to create a better South Africa</li></ul>		

# Risks and opportunities

## Risk management

### Risk responsibility

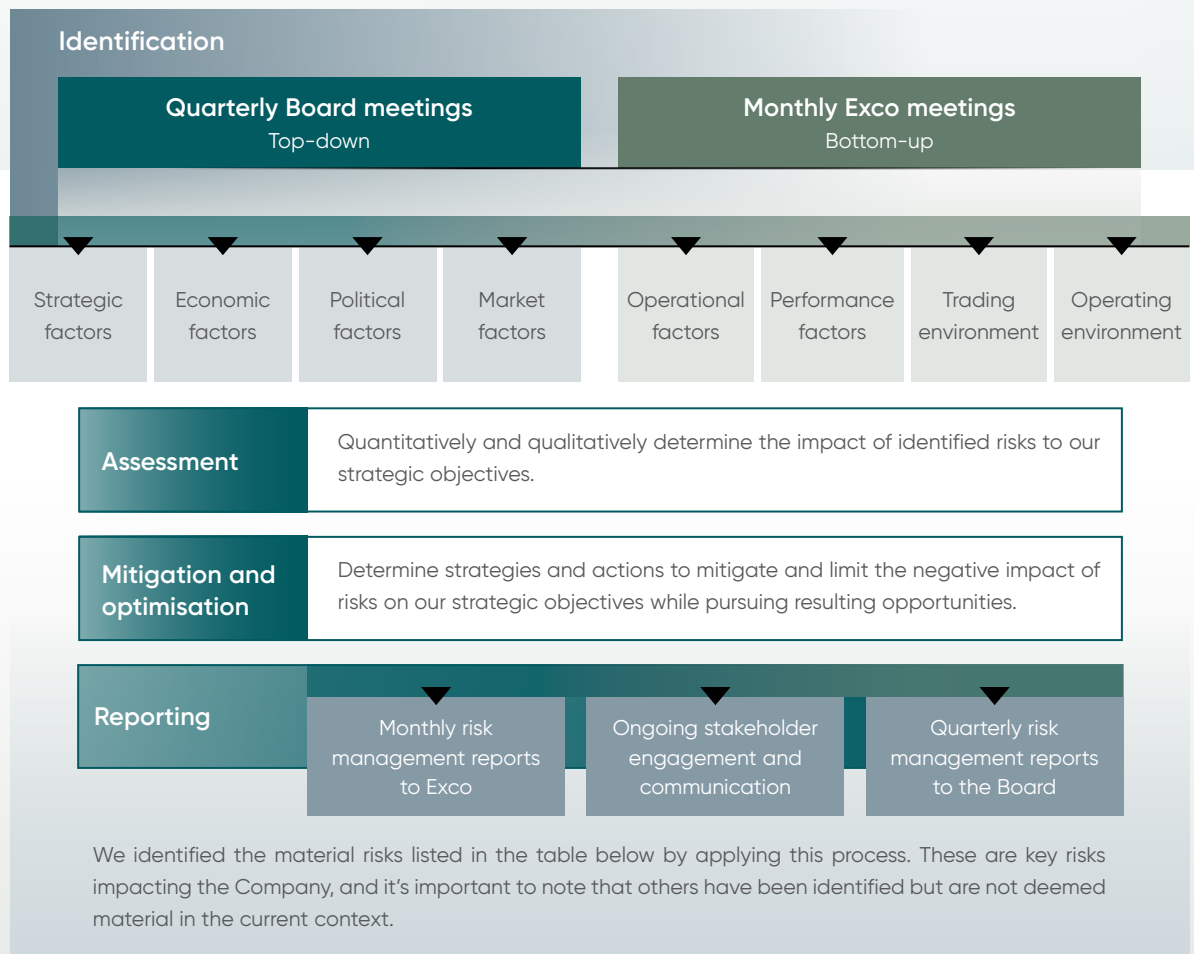
The Board has tasked the Audit and Risk Committee (“ARC”) with overseeing and evaluating risk management processes to identify and mitigate risks effectively. The committee provides strategic oversight and develops risk policies while executive management handles daily risk activities, executes mitigation strategies, maintains loss prevention and upholds internal controls. Together they safeguard the Group’s assets and strengthen resilience.

### Key features of Dipula’s risk management approach

Dipula’s risk management is guided by a formal policy and structured framework for identifying and managing risks. Ongoing risk assessments allow us to address potential threats proactively. Our strategies align with business objectives and employ robust mitigation measures, continuous monitoring and ethical leadership to cultivate a compliant and responsible environment.

### Risk management process

We use a four-step, integrated approach that combines top-down and bottom-up perspectives. The Board reviews strategic risks quarterly, while operational teams provide monthly insights through Exco meetings. This ensures that strategic and operational risks are managed effectively across the Group.



# Risks and opportunities

(continued)

## Material risks

Impact on strategic objectives

Movement



Risk increased



Risk decreased



Unchanged year-on-year



New key risk

Risk	Description	Impact
<b>Municipal services risk</b>	<p>Deteriorating municipal capacity and poor service delivery can reduce property values and operational performance. Declining infrastructure (waste management, water supply and electricity) challenges businesses and property owners.</p> <p>Rising municipal costs strain finances which may in turn deter investors. Improved municipal management and infrastructure are essential to support economic stability and growth.</p>	<ul style="list-style-type: none"> <li>■ Business interruptions</li> <li>■ Disrupted municipal services</li> <li>■ Higher operating costs</li> <li>■ Rising tenant arrears and defaults</li> </ul>
<b>Political and socio-economic risk</b>	<p>South Africa's political and socio-economic challenges (instability, policy uncertainty, unemployment, poverty and social unrest) may reduce investment, weaken confidence and slow economic growth.</p>	<ul style="list-style-type: none"> <li>■ Crime and social unrest</li> <li>■ Low business and consumer confidence, reducing tenants and investors</li> <li>■ Poverty increasing tenant sustainability risks</li> <li>■ Rising tenant defaults</li> <li>■ Volatile share price</li> </ul>
<b>Low economic growth risk</b>	<p>South Africa's economy faces prolonged decline from structural issues, external pressures and ineffective policies. High unemployment, poverty and social unrest weaken spending and investor confidence, while poor infrastructure, unreliable energy and global uncertainties worsen conditions. Economic activity remains low and investment lags.</p>	<ul style="list-style-type: none"> <li>■ Pressure on rentals</li> <li>■ Tenant defaults</li> <li>■ Fewer letting opportunities</li> <li>■ Low to negative dividend growth</li> </ul>

Capitals impacted	Risk ranking	Impact	Likelihood
<div style="display: flex; justify-content: space-around;"> <div style="border: 1px solid black; padding: 2px;">FC</div> <div style="border: 1px solid black; padding: 2px;">MC</div> </div>	Low	Minor	Remote
<div style="display: flex; justify-content: space-around;"> <div style="border: 1px solid black; padding: 2px;">HC</div> <div style="border: 1px solid black; padding: 2px;">IC</div> </div>	Medium	Moderate	Possible
<div style="display: flex; justify-content: space-around;"> <div style="border: 1px solid black; padding: 2px;">NC</div> <div style="border: 1px solid black; padding: 2px;">SRC</div> </div>	High	Major	Probable

Mitigation measures	Opportunity	Risk position	Risk ranking and movement	Capitals and strategic objectives	Impact and likelihood
<ul style="list-style-type: none"> <li>■ Deploy alternative power and water sources</li> <li>■ Engage private service providers</li> <li>■ Implement water storage solutions</li> <li>■ Install backup electricity systems</li> <li>■ Launch consumption-reduction initiatives</li> <li>■ Maintain a strong internal utilities team</li> </ul>	<ul style="list-style-type: none"> <li>■ Retrofit and install energy-efficient equipment, solar and water systems in existing and new properties</li> <li>■ To find alternative sources of utilities at competitive prices</li> </ul>	1		<div style="display: flex; flex-direction: column; align-items: center;"> <div style="display: flex; justify-content: space-around; width: 100%;"> <div style="border: 1px solid black; padding: 2px;">MC</div> <div style="border: 1px solid black; padding: 2px;">SRC</div> </div> <div style="border: 1px solid black; padding: 2px; margin: 5px;">NC</div> <div style="border: 1px solid black; padding: 2px; margin: 5px; border-radius: 50%; width: 20px; text-align: center;">S</div> <div style="display: flex; justify-content: space-around; width: 100%;"> <div style="border: 1px solid black; padding: 2px; width: 20px; text-align: center;">1</div> <div style="border: 1px solid black; padding: 2px; width: 20px; text-align: center;">3</div> <div style="border: 1px solid black; padding: 2px; width: 20px; text-align: center;">4</div> </div> </div>	
<ul style="list-style-type: none"> <li>■ Apply proactive management</li> <li>■ Invest in a defensive, consumer-relevant portfolio that withstands political and economic cycles</li> <li>■ Maintain an appropriate tenant mix</li> <li>■ Engage with local communities</li> <li>■ Participate in industry bodies to influence policy</li> </ul>	<ul style="list-style-type: none"> <li>■ Leverage insights on socio-political conditions and previously disadvantaged communities to target investments</li> </ul>	2		<div style="display: flex; flex-direction: column; align-items: center;"> <div style="display: flex; justify-content: space-around; width: 100%;"> <div style="border: 1px solid black; padding: 2px;">FC</div> <div style="border: 1px solid black; padding: 2px;">MC</div> </div> <div style="border: 1px solid black; padding: 2px; margin: 5px;">HC</div> <div style="border: 1px solid black; padding: 2px; margin: 5px;">SRC</div> <div style="border: 1px solid black; padding: 2px; margin: 5px; border-radius: 50%; width: 20px; text-align: center;">S</div> <div style="display: flex; justify-content: space-around; width: 100%;"> <div style="border: 1px solid black; padding: 2px; width: 20px; text-align: center;">1</div> <div style="border: 1px solid black; padding: 2px; width: 20px; text-align: center;">3</div> <div style="border: 1px solid black; padding: 2px; width: 20px; text-align: center;">4</div> </div> </div>	
<ul style="list-style-type: none"> <li>■ Stringent tenant credit vetting</li> <li>■ Longer leases with good-quality tenants</li> <li>■ Shorter leases with lower-grade tenants</li> <li>■ Assist viable tenants through difficult periods</li> <li>■ Swift action, including legal, against prospective defaulters</li> </ul>	<ul style="list-style-type: none"> <li>■ Low economic growth drives efficient business management and advanced asset strategies</li> </ul>	3		<div style="display: flex; flex-direction: column; align-items: center;"> <div style="display: flex; justify-content: space-around; width: 100%;"> <div style="border: 1px solid black; padding: 2px;">FC</div> <div style="border: 1px solid black; padding: 2px;">MC</div> </div> <div style="border: 1px solid black; padding: 2px; margin: 5px;">HC</div> <div style="border: 1px solid black; padding: 2px; margin: 5px;">SRC</div> <div style="border: 1px solid black; padding: 2px; margin: 5px; border-radius: 50%; width: 20px; text-align: center;">S</div> <div style="display: flex; justify-content: space-around; width: 100%;"> <div style="border: 1px solid black; padding: 2px; width: 20px; text-align: center;">1</div> <div style="border: 1px solid black; padding: 2px; width: 20px; text-align: center;">3</div> <div style="border: 1px solid black; padding: 2px; width: 20px; text-align: center;">4</div> <div style="border: 1px solid black; padding: 2px; width: 20px; text-align: center;">5</div> <div style="border: 1px solid black; padding: 2px; width: 20px; text-align: center;">6</div> <div style="border: 1px solid black; padding: 2px; width: 20px; text-align: center;">7</div> </div> </div>	

# Risks and opportunities

(continued)

Risk	Description	Impact
	<h3>Global trade wars</h3> <p>Ongoing trade wars are impacting the ability to export South African manufactured products to markets overseas which may lead to business closures.</p>	<ul style="list-style-type: none"> <li>■ Job losses</li> <li>■ Lower disposable incomes</li> </ul>
	<h3>Office space utilisation risk</h3> <p>The rise of remote and flexible work is lowering the demand for traditional offices, risking underused facilities, lower occupancy and reduced rental incomes.</p>	<ul style="list-style-type: none"> <li>■ Higher office vacancy</li> <li>■ Persistent office vacancies</li> </ul>
	<h3>Cybersecurity, data security and key documentation risk</h3> <p>Increased online platform use heightens cyber fraud risks, exposing Dipula to publishing and ransomware that threaten critical data and documents. Loss or destruction could cause legal issues, financial losses and reputational harm.</p>	<ul style="list-style-type: none"> <li>■ Business disruption</li> <li>■ Loss of key data</li> <li>■ Financial losses</li> <li>■ Reputational risk</li> <li>■ Lawsuits</li> </ul>

Mitigation measures	Opportunity	Risk position	Risk ranking and movement	Capitals and strategic objectives	Impact and likelihood
<ul style="list-style-type: none"> <li>Carefully consider locations that may be most impacted and reduce exposure</li> </ul>	<ul style="list-style-type: none"> <li>Proceeds from recycled assets can be deployed to alternative assets</li> </ul>	4			
<ul style="list-style-type: none"> <li>Avoid large, single-tenanted office buildings</li> <li>Carefully manage our office-sector exposure</li> <li>Reduce office exposure</li> </ul>	<ul style="list-style-type: none"> <li>Adapt our offices to cater for co-working requirements</li> <li>Cater for smaller space pockets in multi-tenanted offices</li> <li>Adapt by providing versatile and modern office solutions to remain competitive</li> </ul>	5			
<ul style="list-style-type: none"> <li>Build a culture of cybersecurity awareness</li> <li>Deploy proactive IT teams to monitor and adapt systems</li> <li>Implement robust cybersecurity with secure storage, backups, advanced protocols and staff training</li> <li>Provide ongoing employee training</li> <li>Use onsite, offsite and cloud data storage</li> </ul>	Using technology makes our business more efficient	6			

# Risks and opportunities

(continued)

Risk	Description	Impact
<p><b>Key employee retention risk</b></p> <p>Global skills shortages and weak local sentiment may hinder Dipula’s ability to retain key employees, while talent competition and economic pressures raise the risk of losing team members.</p>	<ul style="list-style-type: none"> <li>■ Low key employee retention</li> <li>■ Misalignment between management and shareholders</li> <li>■ Reduced performance from skill gaps</li> </ul>	
<p><b>High compliance burden risk</b></p> <p>Extensive compliance requirements in South Africa may hinder new ventures and restrict capital investment.</p>	<ul style="list-style-type: none"> <li>■ Capital flight from South Africa</li> <li>■ Flat or declining disposable income</li> <li>■ High business costs</li> <li>■ Smaller tenant pool</li> <li>■ Sustained high unemployment</li> </ul>	
<p><b>Physical destruction of assets</b></p> <p>Natural events, unrest and poor maintenance may damage assets.</p>	<ul style="list-style-type: none"> <li>■ Cancellation of leases</li> <li>■ Destruction of revenue base</li> </ul>	
<p><b>Insurance risk</b></p> <p>High crime in South Africa limits insurers’ willingness to cover regional risks.</p>	<ul style="list-style-type: none"> <li>■ Higher premiums</li> <li>■ Unavailability of insurance</li> </ul>	

Mitigation measures	Opportunity	Risk position	Risk ranking and movement	Capitals and strategic objectives	Impact and likelihood
<ul style="list-style-type: none"> <li>Continuously improve talent retention strategies by revising the LTI scheme and enhancing the employee value proposition</li> </ul>	<ul style="list-style-type: none"> <li>To lock in key employees for longer to ensure continuity and stability</li> </ul>	7		<p>HC IC</p> <p>S</p> <p>1 5</p>	
<ul style="list-style-type: none"> <li>Employ skilled compliance staff</li> <li>Participate in industry bargaining groups</li> </ul>	<ul style="list-style-type: none"> <li>Find the competitive edge through a competent team</li> </ul>	8		<p>IC SRC</p> <p>S</p> <p>1 3 4</p>	
<ul style="list-style-type: none"> <li>Apply proactive maintenance and asset enhancements</li> <li>Diversify to avoid property concentration risk</li> <li>Implement stringent maintenance plans and procedures</li> <li>Maintain adequate insurance</li> <li>Secure properties effectively</li> </ul>	<ul style="list-style-type: none"> <li>Strengthen community relationships to make our assets become valuable community facilities</li> <li>Build a well-diversified portfolio</li> </ul>	9		<p>MC</p> <p>S</p> <p>1 3 7</p>	
<ul style="list-style-type: none"> <li>Employ appropriate staffing</li> <li>Maintain clear manuals, policies and procedures</li> <li>Provide ongoing staff training</li> <li>Secure properties to reduce crime incidents</li> <li>Strengthen relationships with brokers and underwriters</li> </ul>	<ul style="list-style-type: none"> <li>Explore self-insurance, individually or through industry collaboration</li> </ul>	10		<p>MC</p> <p>S</p> <p>1 4</p>	

# Risks and opportunities

(continued)

Risk	Description	Impact
<p><b>Occupational health and safety at our buildings</b></p> <p>Ignoring occupational health and safety standards could cause serious accidents.</p>	<ul style="list-style-type: none"> <li>■ Fines and prosecutions</li> <li>■ Injuries to staff, tenants and the public</li> <li>■ Legal actions and lawsuits</li> </ul>	
<p><b>Technology risk</b></p> <p>Rapid technological advances may disrupt traditional property markets, alter space usage and reduce demand.</p>	<ul style="list-style-type: none"> <li>■ Property obsolescence</li> <li>■ Lower demand for space</li> </ul>	
<p><b>Extreme weather occurrences</b></p> <p>Extreme weather and natural disasters in South Africa and globally damage assets and disrupt livelihoods.</p>	<ul style="list-style-type: none"> <li>■ Business interruption</li> <li>■ Increased poverty and hardship</li> <li>■ Loss of life</li> <li>■ Property destruction</li> </ul>	

Mitigation measures	Opportunity	Risk position	Risk ranking and movement	Capitals and strategic objectives	Impact and likelihood
<ul style="list-style-type: none"> <li>Conduct regular safety training for staff and tenants</li> <li>Enforce strict occupational health and safety standards</li> <li>Ensure proper signage and safety equipment throughout properties</li> <li>Maintain clear safety manuals, policies and procedures</li> <li>Perform routine inspections and proactive maintenance</li> </ul>	<ul style="list-style-type: none"> <li>Train emerging contractors in safety standards to enhance business sustainability</li> </ul>	11		<p>HC IC</p> <p>SRC</p> <p>S</p> <p>1 3 4</p>	
<ul style="list-style-type: none"> <li>Adapt the portfolio to changing trends</li> <li>Offer flexible tenancies</li> </ul>	<ul style="list-style-type: none"> <li>Diversify into new properties and defensive sectors</li> <li>Offer more flexible and relevant solutions</li> <li>Retrofit smart technologies to improve efficiencies</li> </ul>	12		<p>MC IC</p> <p>S</p> <p>1 3 7</p>	
<ul style="list-style-type: none"> <li>Develop or acquire assets designed to minimise damage, e.g. above 100-year flood lines</li> <li>Divest from assets deemed vulnerable due to location or design</li> <li>Monitor weather warnings to prepare and respond effectively</li> <li>Secure adequate insurance to mitigate extreme weather and disaster risks</li> </ul>	<ul style="list-style-type: none"> <li>Implement rainwater harvesting to maximise water-use efficiency</li> </ul>	13		<p>MC</p> <p>S</p> <p>1 4</p>	

# Our performance

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# Financial Director's Report

Our ability to deliver growth in key financial metrics under challenging conditions underscores the robustness of our portfolio and the effectiveness of our operational and investment strategies.

**Sudesh Moodley**  
Financial Director



## Financial highlights

Revenue\* increased by **4.3%** to **R1.517 billion**

(2024: R1.455 billion)

Portfolio value increased by **6.7%** to **R10.8 billion**

(2024: R10.2 billion)

Debt of **R3.9 billion**

(2024: R3.7 billion)

Average debtors' collections stable at **99%**

(2024: 99%)

\* Excluding straight-lining.

Distributable earnings increased by **5.1%** to **R521 million**

(2024: R496 million)

NAV increased by **7.5%** to **R6.8 billion**

(2024: R6.4 billion)

Gearing decreased to **34.9%**

(2024: 35.7%)

## Introduction

We are pleased to report a strong financial performance marked by notable increases in revenue, distributable income and property valuations. This is despite persistent socio-economic headwinds including subdued economic growth, elevated inflation and rising operating costs facing the sector. These outcomes are a testament to the resilience of our business model and the agility of our strategic execution. Our ability to deliver growth in key financial metrics under challenging conditions underscores the robustness of our portfolio and the effectiveness of our operational and investment strategies. This performance reflects our ongoing commitment to creating sustainable value for stakeholders and reinforces our position as a disciplined and forward-looking organisation.

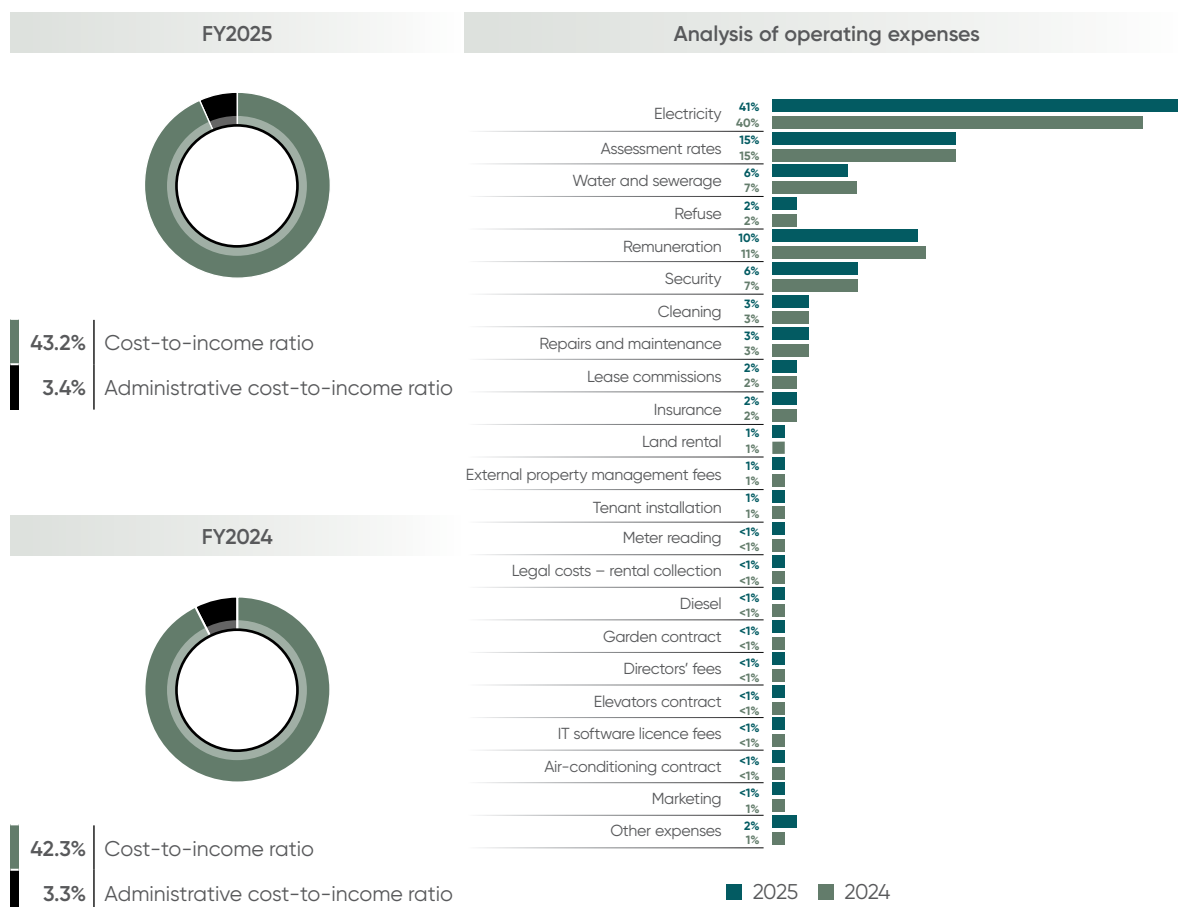
## Financial results

Revenue (excluding straight-lining) for the year ended 31 August 2025 increased by 4% to R1.517 billion (2024: R1.455 billion), driven by strong performance in the retail

portfolio, which increased by 7% year-on-year. Property-related expenses rose by 6% to R612 million (2024: R576 million). As a result, net property income grew by 3% to R905 million (2024: R879 million). Net finance costs declined by 2% to R307 million (2024: R312 million), reflecting debt repayments from disposals and lower interest rates. Dipula's weighted average interest rate declined to 9.3% (2024: 9.5%). Distributable earnings rose by 5% to R521 million (2024: R496 million), translating to full-year distributable earnings per share of 57.26 cents (2024: 54.40 cents).

## Cost-to-income ratio

Dipula's cost-to-income ratio increased marginally to 43.2% (2024: 42.3%) mainly due to inflation driven increases in property-related expenses and relatively lower gross rentals achieved on office renewals in the previous year. The administrative cost-to-income ratio remained relatively stable at 3.4% (2024: 3.3%), demonstrating continued cost discipline at the corporate level.



## Financial Director's Report

(continued)

	2025 R'000	2024 R'000	Variance R'000	%	Notes
<b>Administered costs</b>					
Electricity	263 520	243 078	20 442	8	
Assessment rates	96 493	87 637	8 856	10	
Water and sewerage	41 393	42 443	(1 051)	(2)	
Refuse	10 098	9 975	123	1	
	<b>411 504</b>	<b>383 133</b>	<b>28 371</b>	<b>7</b>	
<b>Non-administered costs</b>					
Remuneration	66 140	64 112	2 028	3	
Security	40 780	40 547	233	1	
Cleaning	17 772	17 412	360	2	
Repairs and maintenance	20 930	17 822	3 108	17	1
Lease commissions	13 638	12 192	1 446	12	2
Insurance	13 003	10 927	2 076	19	3
Land rental	8 385	7 975	410	5	
External property management fees	5 882	5 787	95	2	
Tenant installation	7 475	7 035	440	6	
Meter reading	3 734	3 556	178	5	
Legal costs – rental collection	6 045	5 018	1 027	20	
Diesel	1 014	4 363	(3 349)	(77)	4
Gardening contract	3 079	2 986	93	3	
Directors' fees	3 437	3 206	231	7	
Elevators' contract	1 774	1 821	(47)	(3)	
IT software licence fees	2 934	2 475	459	19	
Air-conditioning contract	1 776	1 833	(57)	(3)	
Marketing	2 841	931	1 910	205	5
Other expenses	11 723	8 148	3 375	44	
	<b>232 362</b>	<b>218 146</b>	<b>14 216</b>	<b>7</b>	
<b>Total</b>	<b>643 866</b>	<b>601 279</b>	<b>42 587</b>	<b>7</b>	

1. The 17% year-on-year increase in repairs and maintenance was driven by a proactive approach to preventative maintenance aimed at increasing the lettability of our buildings.
2. The 12% increase in lease commissions is reflective of the high leasing activity in respect of new leases and the renewal of existing leases. Dipula's tenant retention rate had reduced from 85% in the prior year to 76% due to efforts to improve our tenant quality. Replacing tenants is more expensive as reflected in the increase.
3. Historical claims related to Covid-19, KZN floods and the 2021 riots resulted in a spike in insurance premiums.
4. Diesel costs have decreased by 77% due to the reduction in loadshedding.
5. The increase in marketing cost is primarily attributed to the Group's name change, rebranding initiatives and the rollout of the new corporate identity.

## Recovery levels<sup>1</sup>

	2025 %	2024 %	Variance %
Electricity <sup>1</sup>	120	114	6
Water and sewerage	89	82	7
Refuse	93	86	7
Diesel	104	89	15

1. Recoveries in electricity have increased following the successful implementation of phase 1 of the Group's solar project.

## Group net asset value

Positive property revaluations contributed to a 7.5% increase in the Group's net asset value ("NAV"), which rose to R6.8 billion (2024: R6.4 billion). This translates to a NAV per share of R7.50, up from R6.98 in 2024, reflecting the Group's continued value creation and portfolio strength.

	2025 R'000	2024 R'000	Variance %	Notes
Investment and held-for-sale properties	10 807 849	10 189 029	6.1	
Interest-bearing liabilities	(3 871 132)	(3 741 392)	3.5	
Derivative (liability)/asset (interest rate hedges)	(21 028)	9 016	(333.2)	1
IFRS 16: Lease Liabilities	(122 515)	(120 302)	1.8	
Other	37 313	17 995	107.3	
<b>Net asset value</b>	<b>6 830 487</b>	<b>6 354 346</b>	<b>7.5</b>	
<b>NAV per share (Rand)</b>	<b>7.50</b>	<b>6.98</b>	<b>7.5</b>	
Total number of shares in issue (excluding treasury shares)	910 368 816	910 368 816	–	

1. The derivative liability reflects the mark-to-market valuation of the Group's interest rate hedging instruments. This valuation is directly influenced by prevailing market interest rate expectations.

## Property portfolio Property valuations

Dipula's like-for-like property portfolio valuation increased by 6.7%, largely driven by a robust 10% increase in the retail portfolio, and underpinned by positive rental growth. The industrial portfolio grew by 4%, while office valuations remained stable year-on-year. In contrast, the residential portfolio declined due to rental discounting. As at year-end, the portfolio comprised 158 properties with a GLA of 864 277m<sup>2</sup> (2024: 879 010m<sup>2</sup>).



THE ATRIUM

## Financial Director's Report

(continued)

## Salient valuation features

Year ended 31 August 2025

Sector	Portfolio by value (%)	Average exit cap rates (%)	Average discount rates (%)	Like-for-like year-on-year (% change)
Retail	67	9.7	13.1	10.1
Office	15	10.1	13.4	(0.7)
Industrial	14	10.5	13.9	4.0
Residential	4	9.3	14.4	(9.2)
<b>Total portfolio</b>	<b>100</b>	<b>10.0</b>	<b>13.4</b>	<b>6.7</b>

Year ended 31 August 2024

Sector	Portfolio by value (%)	Average exit cap rates (%)	Average discount rates (%)	Like-for-like year-on-year (% change)
Retail	65	9.8	13.5	8.3
Office	16	10.2	14.2	(2.0)
Industrial	15	10.7	14.3	(0.8)
Residential	4	9.4	14.1	2.0
<b>Total portfolio</b>	<b>100</b>	<b>9.9</b>	<b>13.7</b>	<b>4.8</b>

## Acquisitions

In August 2025, Dipula concluded purchase agreements for the acquisition of five properties with a total consideration of R694 million, at a weighted average yield of approximately 10%. The largest of these was the acquisition of Protea Gardens Mall in Soweto, Gauteng, a 24 141m<sup>2</sup> community shopping centre, for R478 million.

Protea Gardens Mall is in the densely populated area of Protea, Soweto, and is anchored by leading national retailers including Shoprite, Boxer and Cashbuild. These are complemented by a good mix of national fashion brands. With over 70% national tenant occupancy, the property offers resilient income streams and sound retail fundamentals. It also presents attractive future value-add opportunities and is well positioned for sustainable long-term growth. This acquisition aligns with Dipula's strategic focus on expanding its portfolio through the addition of well located, quality convenience, township and rural retail assets. It also supports the Company's broader objective of uplifting communities by providing accessible, everyday shopping experiences.

Dipula also concluded agreements to acquire four other properties at a total consideration of R216 million. These include a newly developed, 16 086m<sup>2</sup> state-of-the-art distribution centre in Klerksdorp, which will be occupied by Bayer, a blue-chip multinational company. Bayer has

committed to an initial 10-year lease with further renewal options, underscoring the strength of the asset and tenant covenant. Airborne Business Park, acquired for R63 million, transferred in August 2025.

The additional retail acquisitions are consistent with Dipula's strategy to continuously enhance its portfolio with the industrial transactions reflecting the Company's commitment to high-quality logistics and industrial assets. The remaining properties are expected to transfer by the end of December 2025. The acquisitions will be funded through a combination of proceeds from the vendor consideration placing which was undertaken in September 2025 and existing debt facilities.

## Refurbishments and redevelopments

A total of R214 million (2024: R169 million) was invested in refurbishments and capital expenditure during the year. Further capital expenditure of approximately R170 million is planned over the next 12 months.

## Disposal

The Group disposed of properties for R197 million (2024: R37 million), primarily comprising non-core vacant assets. Proceeds from these are being directed towards debt reduction, value-enhancing refurbishments, strategic acquisitions and implementation of renewable energy and backup power solutions.

## Balance sheet

### Funding

Dipula's total debt facilities increased to R3.9 billion (2024: R3.7 billion), with a weighted average debt margin of 1.8% (2024: 1.8%). During the year, R200 million in new funding was secured at a margin of 1.6% over a four-year term, taking the weighted average debt expiry period to three years (2024: four years). A portion of proceeds from property disposals was used to repay debt of R57 million during the year (2024: R14 million). The Group's gearing remained stable at 34.9% (2024: 35.7%) with undrawn facilities of R101 million available at year-end (2024: R80 million).

As of 31 August 2025, Dipula's all-in weighted average cost of debt declined to 9.3% from 9.5% in 2024. All debt remains Rand-denominated with 68% (2024: 71%) of interest rate exposure hedged. The aggregate hedge expiry period remained unchanged at two years. Post year-end, a R300 million hedge was entered into, increasing the hedged position to 76%, as management continues to proactively manage the Group's interest rate risk.

The debt maturity and hedging profile is detailed below:

	Maturing R'000	Maturing %	Hedge R'000	Hedge %
2025	–	–	–	–
2026	–	–	800 000	30.2
2027	1 159 425	29.9	900 000	34.0
2028	1 143 245	29.5	950 000	35.8
2029	1 576 220	40.6	–	–
	<b>3 878 890</b>	<b>100</b>	<b>2 650 000</b>	<b>100</b>

### Covenants

Dipula maintained prudent debt levels throughout the year, ensuring compliance with its debt covenant requirements from various debt providers. The most stringent covenants at the Group level include an LTV ratio of 50% and an interest cover ratio ("ICR") of two times.

Our covenant levels were comfortably within the above limits at year-end and are as follows:

	31 August 2025	31 August 2024
LTV	<b>34.9%</b>	35.7%
ICR	<b>2.8 times</b>	2.7 times

## Financial Director's Report

(continued)

## Cash management

Cash flow (based on management accounts and not IFRS)

	31 August 2025 R'000	31 August 2024 R'000	Variance R'000	Variance %	Notes
<b>Cash flows from operating activities</b>	<b>48 605</b>	6 469	55 075	(851)	
Cash generated from operations	868 838	829 891	38 947	5	
Net finance cost	(333 700)	(352 700)	19 000	(4)	
Dividend paid	(486 533)	(483 660)	(2 873)	1	
<b>Cash flows from investing activities</b>	<b>(172 371)</b>	(114 517)	(57 854)	51	
Acquisitions and capex	(277 428)	(150 384)	(127 044)	84	1
Disposals	114 075	35 625	78 450	220	2
Repayments of loans advanced	(9 018)	242	(9 260)	(3 834)	
<b>Cash flows from financing activities</b>	<b>107 602</b>	172 064	(64 462)	(37)	
Shares acquired in terms of share-based payment	(6 029)	(14 299)	8 270	(58)	3
Acquisition of treasury shares	–	(6 262)	6 262	100	4
Repayment of lease liabilities	(9 044)	(8 891)	(153)	2	
Debt funding raised	122 675	201 516	(78 841)	(39)	5
<b>Net increase in cash and cash equivalents</b>	<b>(16 164)</b>	51 078	(67 242)	(132)	
<b>Cash at the beginning of the year</b>	<b>112 629</b>	61 551	51 078	83	
<b>Cash at the end of the year</b>	<b>96 466</b>	112 629	(16 163)	(14)	

1. Acquisition and capital expenditure increased by 84%, driven by strategic portfolio enhancements including the solar rollout, defensive maintenance, and the R63 million acquisition of Airborne Park.
2. Disposals include the net proceeds on properties disposed and transferred in the current year.
3. The outflow of R6 million relates to Dipula shares acquired to settle vesting obligations under the Group's LTI scheme for staff.
4. Treasury shares which were acquired in the prior financial year were successfully delisted from the JSE in the current financial year.
5. The net inflow of R123 million reflects a combination of new debt raised to fund capital expenditure initiatives and the repayment of debt linked to properties disposed of during the year.



CORPORATE PARK

### Rental collections and arrears

We maintained an average rental collection rate of 99% across our portfolio for the year ending 31 August 2025 (2024: 99%) through the dedicated efforts of our internal property management team.

### Capital commitments

At 31 August 2025, Dipula had capital commitments of R37 million (2024: R57 million) in respect of refurbishments and redevelopments.

### Accelerated bookbuild

On 5 September 2025, Dipula launched an accelerated bookbuild ("Bookbuild") to raise approximately R500 million through a vendor consideration placing ("Equity Raise"). Following strong demand from investors, the Bookbuild was oversubscribed and the Company successfully raised R559 million. A total of 102 946 593 new ordinary shares were issued at a price of R5.43 per share. This represents a 4.23% discount to the closing price of Dipula shares on the JSE as at 4 September 2025 and a 4.86% discount to the 30-day volume weighted average price up to that date. The new shares were listed on the JSE on Friday, 12 September 2025, increasing Dipula's total issued share capital (including treasury shares) from 910 452 117 to 1 013 398 710 shares.

### Dividend

Distributable earnings rose by 5% to R521 million (2024: R496 million), translating to full-year distributable earnings per share of 57.26 cents (2024: 54.40 cents).

The Dipula Board had resolved to, at its discretion and based on operational considerations, apply a pay-out ratio of 90% for the year ended 31 August 2025.

Dividends per share amounted to 25.60 cents per share for the interim reporting period while the final dividend per share was 25.93 cents. The resulting full-year dividend per share amounted to 51.53 cents (2024: 48.96 cents).

### Appreciation

I would like to express my gratitude to all members of the Dipula team. Their steadfast professionalism, collaborative spirit and unwavering commitment have been instrumental in navigating a challenging operating environment and delivering commendable results. Their contribution remains a cornerstone of our continued progress and resilience.



**Sudesh Moodley**  
*Financial Director*

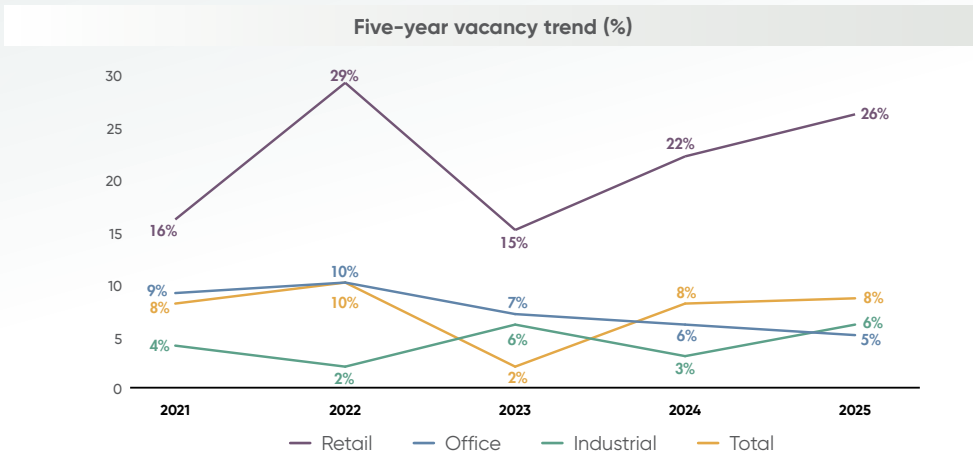
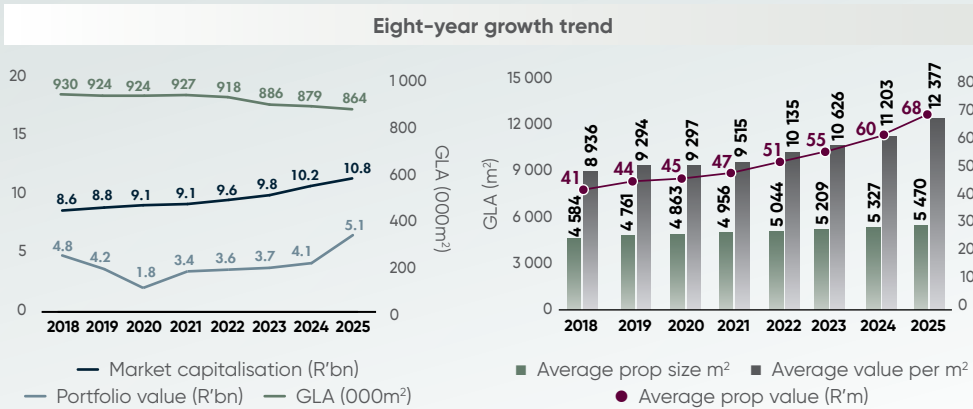
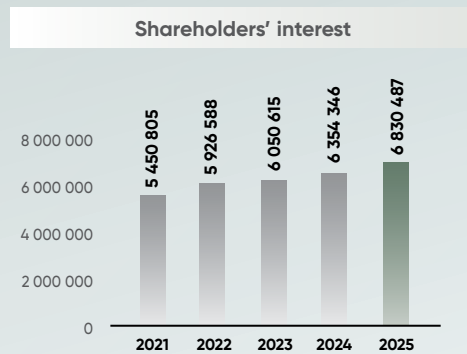
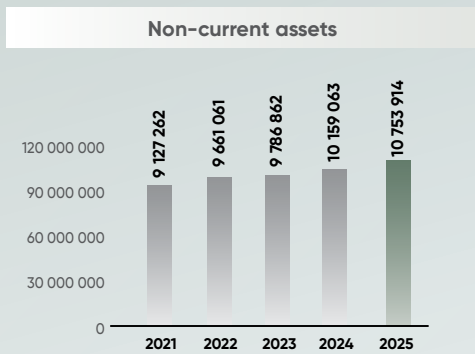
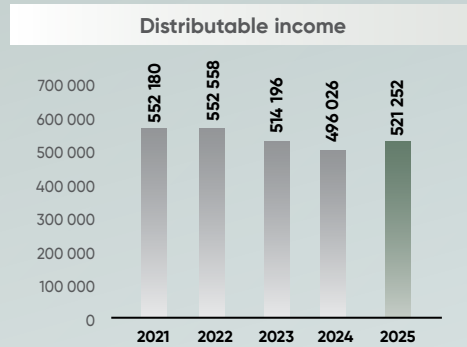
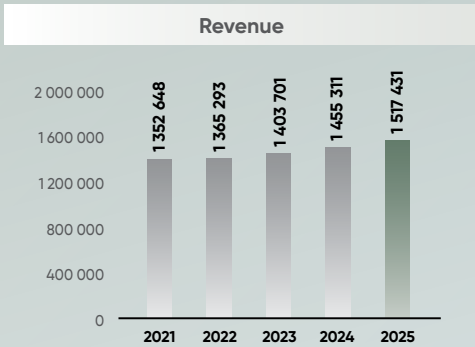
3 December 2025



# Five-year financial review

	2025 R'000	2024 R'000	2023 R'000	2022 R'000	2021 R'000
<b>1. Distribution statement</b>					
Revenue	1 517 431	1 455 311	1 403 311	1 365 293	1 352 648
Property-related expenses	(612 384)	(576 045)	(502 345)	(480 300)	(455 660)
Net property income	905 047	879 266	901 357	884 993	896 988
Administration and corporate costs	(46 164)	(43 117)	(55 354)	(40 017)	(38 528)
Net operating profit	858 883	836 149	846 003	844 976	858 460
Net finance cost	(306 537)	(311 990)	(303 251)	(264 602)	(272 413)
Taxation	–	–	–	–	218
Non-controlling interests	(31 094)	(28 134)	(28 556)	(27 816)	(34 085)
Distributable earnings	521 252	496 026	514 196	552 558	552 180
<b>2. Summarised statement of financial position</b>					
Non-current assets	10 753 914	10 159 063	9 786 862	9 661 061	9 127 262
Current assets	389 207	369 828	282 337	275 052	298 287
Non-current assets held-for-sale	76 495	50 350	39 081	37 445	101 242
Total assets	11 219 616	10 579 241	10 108 280	9 973 558	9 526 791
Non-current liabilities	4 007 102	3 856 662	2 246 004	2 469 043	2 503 933
Current liabilities	200 337	191 442	1 612 692	1 426 233	1 361 829
Total liabilities	4 207 439	4 048 104	3 858 696	3 895 276	3 865 762
Non-controlling interest	181 690	176 791	198 969	151 694	210 224
Shareholders interest	6 830 487	6 354 346	6 050 615	5 926 588	5 450 805
<b>3. Distributable earnings per share</b>					
A share (cents)	–	–	–	61.97	118.95
Growth in distributable earnings*	–	–	–	(47.9%)	3.9%
B share (cents)	57.26	54.40	56.96	73.19	89.70
Growth in distributable earnings*	5.3%	(4.5%)	(22.2%)	(18.4%)	64.7%
Combined (cents)	57.26	54.40	56.96	135.16	208.65
Growth in distributable earnings*	5.3%	(4.5%)	(57.9%)	(35.2%)	23.5%
<b>4. Statistics</b>					
Market price at year-end (cents)					
A share*	–	–	–	–	870
B share*	565	450	408	395	410
NAV per share (cents)	750	698	664	663	1030
Premium/(discount) to NAV	(24.7%)	(35.4%)	(38.6%)	(40.4%)	(37.9%)
LTV	34.9%	35.7%	35.7%	35.9%	36.5%

\* The distributable earnings per share and share prices in 2025, 2024 and 2023 are not comparable to prior years as the Company repurchased all the A shares in consideration for 2.4 B shares on 6 June 2022.



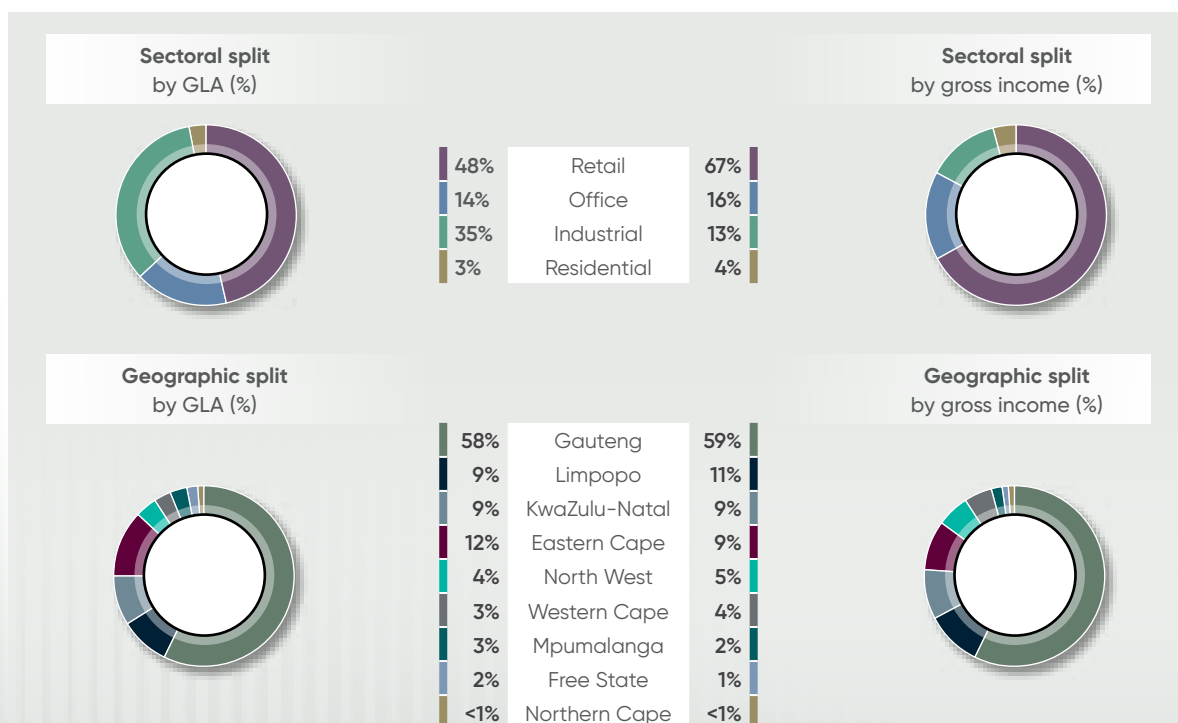
# Portfolio overview

## Key indicators (excluding residential, NCI and land)

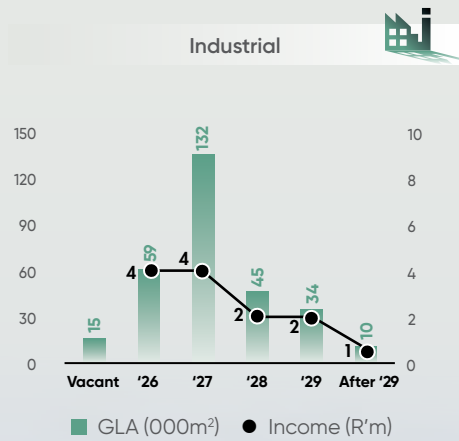
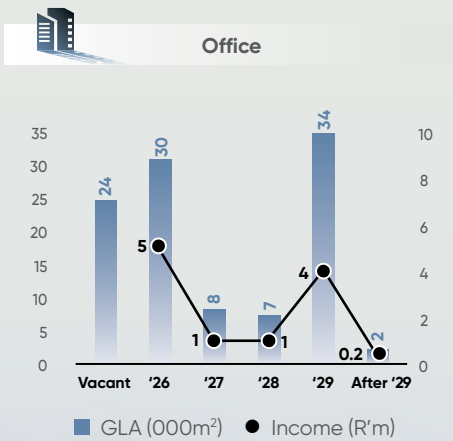
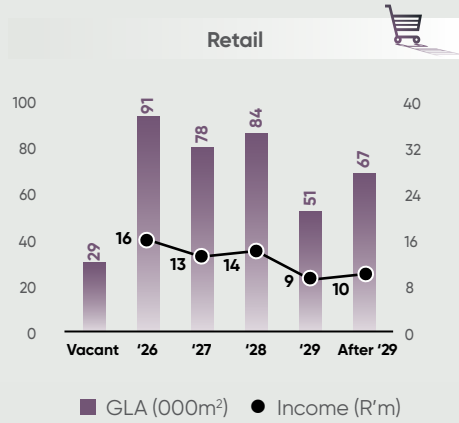
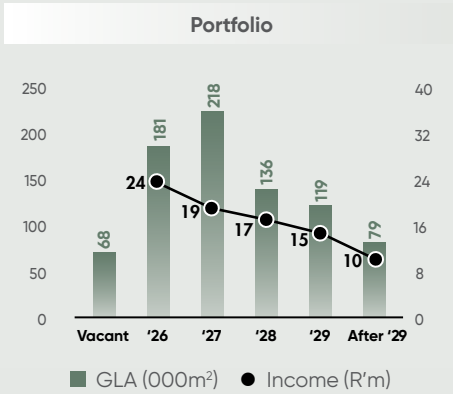
	Retail	Office	Industrial	Total
<b>At 31 August 2025</b>				
Number of properties	80	30	44	154
Portfolio valuation (R'bn)	7.2	1.6	1.6	10.4
GLA (m <sup>2</sup> )	417 407	121 451	299 960	838 818
Average value per m <sup>2</sup> (R/m <sup>2</sup> )	17 203	12 955	5 217	12 398
Vacancy (%)	5.1	26.4	5.7	8.5
Weighted average monthly gross rental per m <sup>2</sup> by GLA (R/m <sup>2</sup> )	168.12	150.93	45.46	119.29
Weighted average monthly gross rental per m <sup>2</sup> by income (R/m <sup>2</sup> )	182.64	178.29	58.84	167.47
Weighted average escalation by GLA (%)	6.4	6.9	7.4	6.9
Weighted average escalation by income (%)	6.5	6.9	7.0	6.6
<b>At 31 August 2024</b>				
Number of properties	83	33	45	161
Portfolio valuation (R'bn)	6.5	1.6	1.3	9.4
GLA (m <sup>2</sup> )	419 324	127 748	302 343	849 415
Average value per m <sup>2</sup> (R/m <sup>2</sup> )	14 096	12 636	4 227	11 122
Vacancy (%)	6.4	22.0	2.8	7.5
Weighted average monthly gross rental per m <sup>2</sup> by GLA (R/m <sup>2</sup> )	158.69	140.68	43.40	111.77
Weighted average monthly gross rental per m <sup>2</sup> by income (R/m <sup>2</sup> )	173.65	168.04	56.16	155.04
Weighted average escalation by GLA (%)	6.4	6.4	7.4	6.8
Weighted average escalation by income (%)	6.5	6.6	6.9	6.5

The year-end property portfolio delivered an average annualised yield of approximately 10%. Retail dominates the portfolio and contributes 67% of rental income. Properties span all nine South African provinces with Gauteng as the primary region generating 59% of rental income.

The sectoral and geographical breakdown of the portfolio is as follows:



## Lease expiry profile (excluding residential)



BOCHUM PLAZA

# Portfolio overview

(continued)

## Top 10 properties

175 354m<sup>2</sup> GLA

20% of total portfolio (GLA)

Value R3.4 billion

32% of total portfolio (value)



Region



GLA (m<sup>2</sup>)



Value (R'm)




Value per m<sup>2</sup> (R/m<sup>2</sup>)

**GILLWELL MALL**



	Eastern Cape	R426 million
	21 378m <sup>2</sup>	R19 903/m <sup>2</sup>

**GEZINA GALLERIES**




	Gauteng	R417 million
	16 956m <sup>2</sup>	R24 588/m <sup>2</sup>

**UMZIMKHULU MALL**



	KwaZulu-Natal	R379 million
	15 758m <sup>2</sup>	R24 048/m <sup>2</sup>

**SESHEGO CIRCLE**



	Limpopo	R373 million
	15 619m <sup>2</sup>	R23 849/m <sup>2</sup>

### CHILLI LANE



📍 Gauteng  
🏗️ 13 597m<sup>2</sup>

💎 R367 million  
💰 R27 005/m<sup>2</sup>

### SAPS VIP



📍 Gauteng  
🏗️ 21 478m<sup>2</sup>

💎 R361 million  
💰 R16 789/m<sup>2</sup>

### NQUTHU PLAZA



📍 KwaZulu-Natal  
🏗️ 14 906m<sup>2</sup>

💎 R342 million  
💰 R22 937/m<sup>2</sup>

### BOCHUM PLAZA



📍 Limpopo  
🏗️ 12 073m<sup>2</sup>

💎 R305 million  
💰 R25 256/m<sup>2</sup>

### TOWER MALL



📍 North West  
🏗️ 15 532m<sup>2</sup>

💎 R237 million  
💰 R15 233/m<sup>2</sup>

### CORPORATE PARK



📍 Limpopo  
🏗️ 28 058m<sup>2</sup>

💎 R224 million  
💰 R7 987/m<sup>2</sup>

# Portfolio overview

(continued)

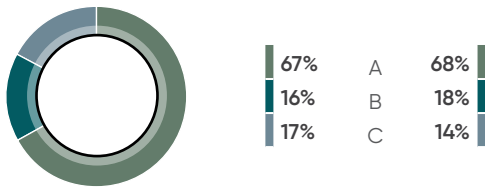
## Tenant quality (excluding residential)

Many tenants in our portfolio are classified as A-grade and provide a solid foundation for the high quality of our properties and the consistent reliability of rental income. We consequently consider the risk of rental defaults to be low.

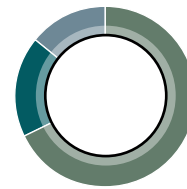
## Tenant grading

<b>A</b>	Large national tenants, large, listed tenants, government and major franchises
<b>B</b>	National tenants, regional tenants with multiple branches, listed tenants, franchises, medium to large professional firms
<b>C</b>	Other (485 tenants) Residential tenants (542)

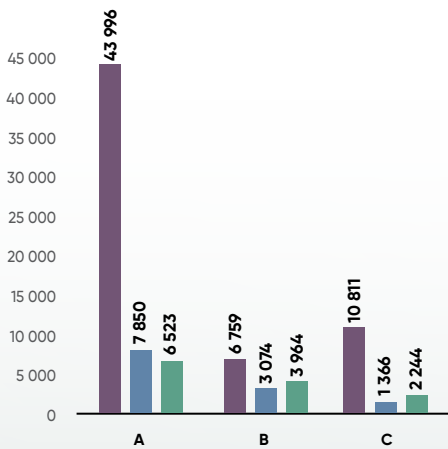
Tenant grading by gross income (%)



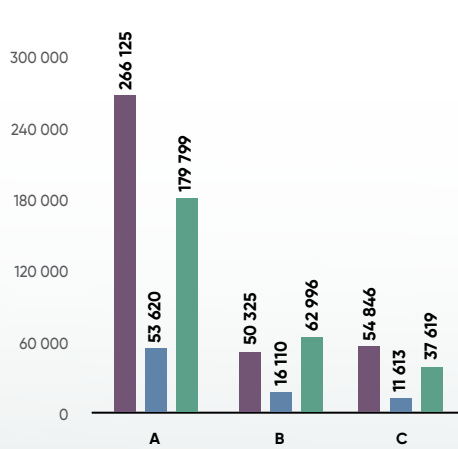
Tenant grading by GLA (%)



Tenant grading by monthly income (R'000)



Tenant grading by GLA (m<sup>2</sup>)



Retail

Office

Industrial













Top 10 tenants

BY INCOME

Top 10 tenants

BY GLA

Exposure		Tenants
<b>SHOPRITE</b>	12%	Shoprite Group
	8%	DPW & Government
<b>PEPKOR</b>	4%	Pepkor Group
<b>Pick n Pay</b>	3%	Pick n Pay Group
	2%	Boxer Stores
<b>SPAR</b> 	2%	Spar Group
<b>Cashbuild</b>	2%	Cashbuild
<b>DSV</b>	2%	DSV
	1%	ABSA Bank
	1%	Virgin Active

Exposure		Tenants
<b>SHOPRITE</b>	9%	Shoprite Group
	8%	DPW & Government
<b>PEPKOR</b>	3%	Pepkor Group
<b>DSV</b>	3%	DSV
<b>Pick n Pay</b>	3%	Pick n Pay Group
<b>SPAR</b> 	2%	Spar Group
	2%	Boxer Stores
<b>Cashbuild</b>	2%	Cashbuild
	1%	Plusnet/Geotex
	1%	The Foschini Group

Total by income is 37%

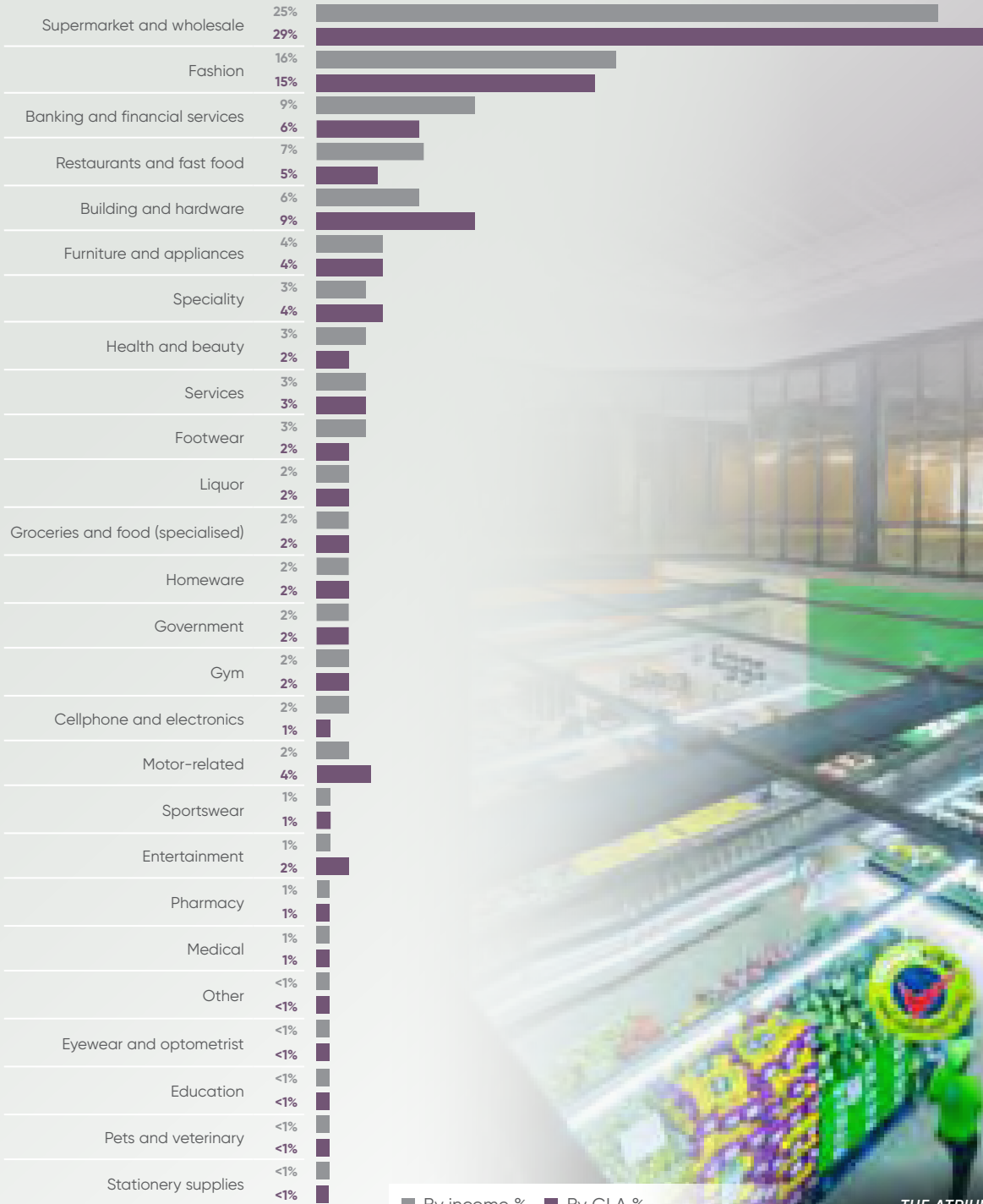
Total by GLA is 34%

# Portfolio overview

(continued)



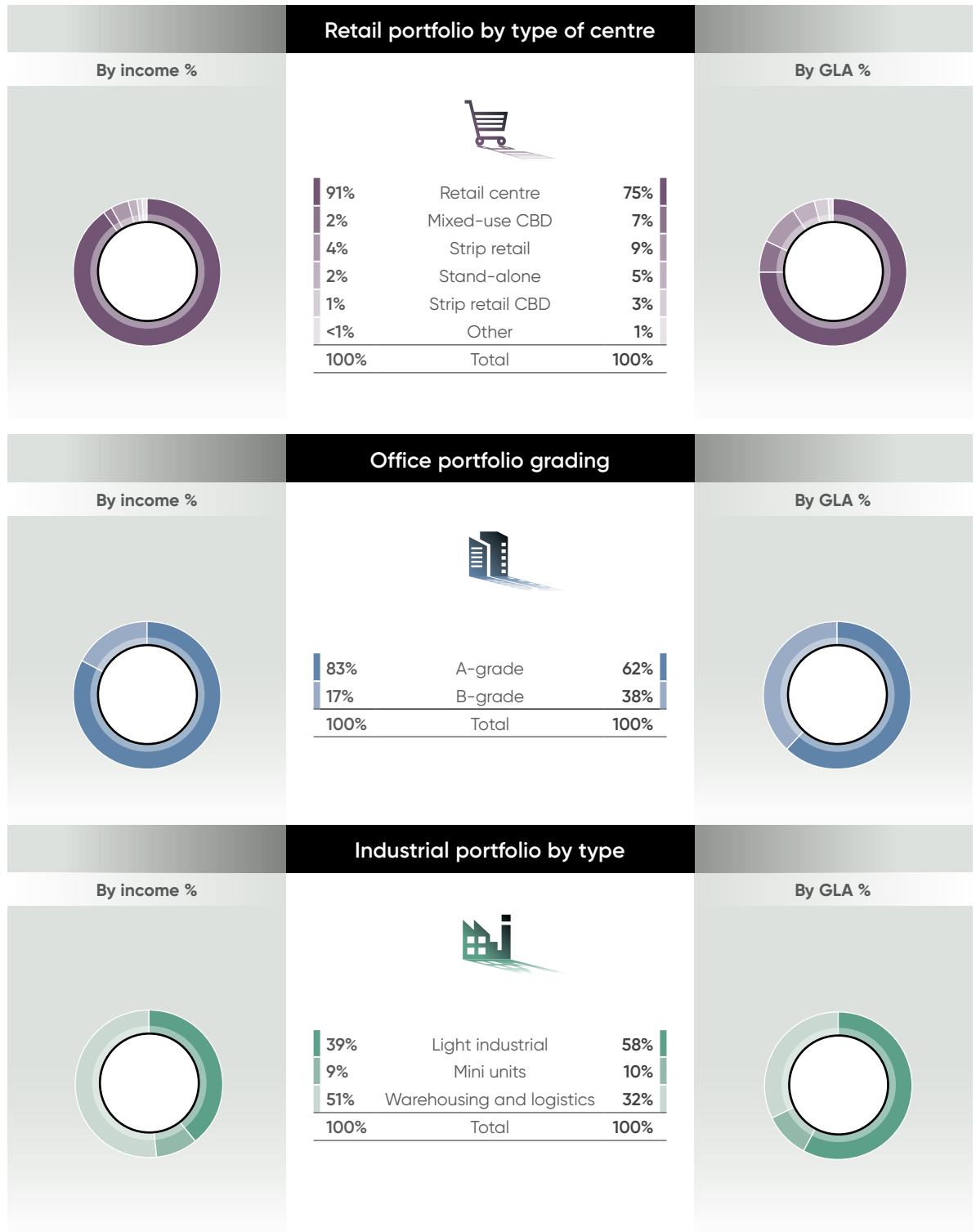
## Retail



■ By income % ■ By GLA %

THE ATRIUM

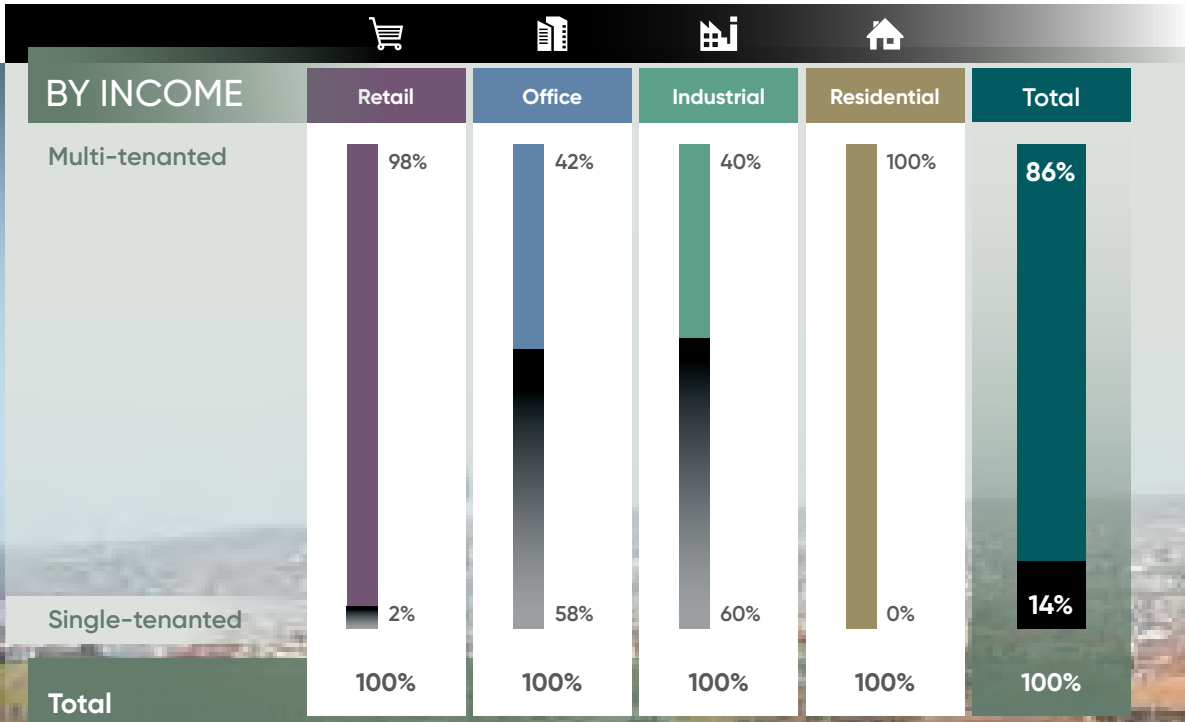
## Building profile



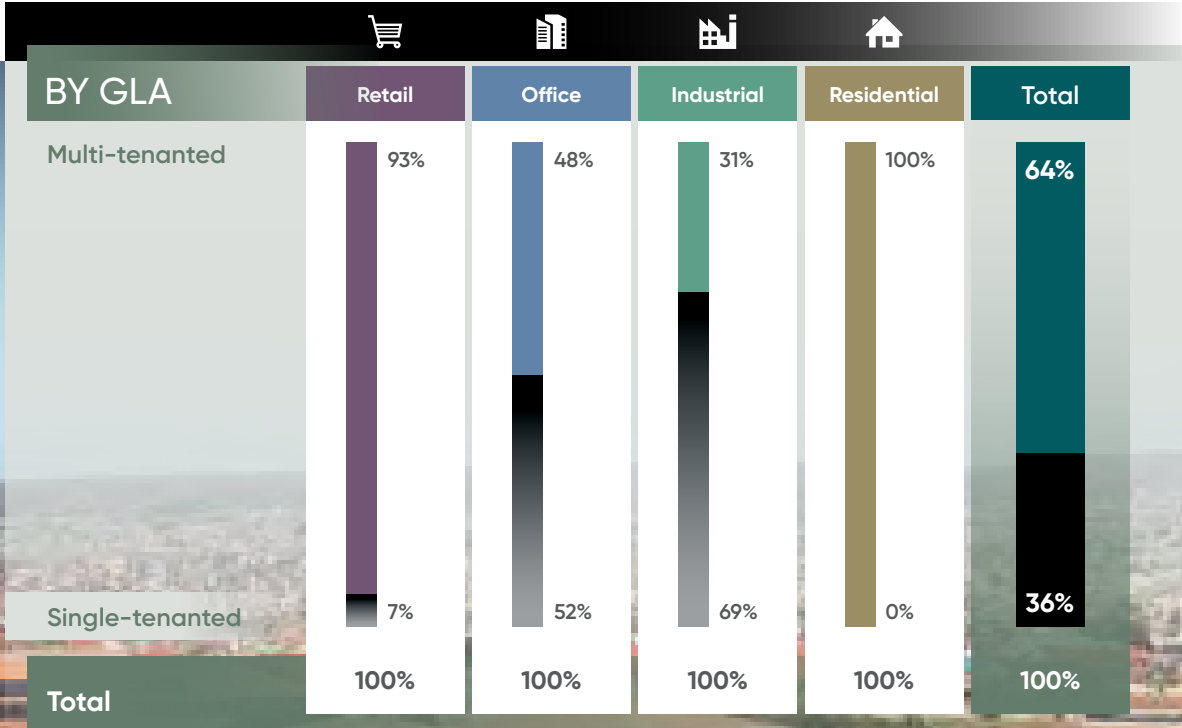
# Portfolio overview

(continued)

## Sector space exposure



ZIYABUYA SHOPPING CENTRE



# Portfolio overview

(continued)

## Residential unit profile

4 properties



25 459m<sup>2</sup>\*



R379 million

FC

\* Including retail.

### Urban Village Norwood

Unit type	Average rental (R)	Average rental (R/m <sup>2</sup> )	Average unit size (m <sup>2</sup> )
Studio	5 620	214.50	26.2
1 bed	7 021	184.76	38.0
2 bed	9 515	122.02	78.0
<b>Average (2025)</b>	<b>8 983</b>	<b>127.72</b>	<b>70.3</b>
<b>Average (2024)</b>	<b>8 148</b>	<b>115.86</b>	<b>70.3</b>
% change	10%	10%	-

### Palm Springs

Unit type	Average rental (R)	Average rental (R/m <sup>2</sup> )	Average unit size (m <sup>2</sup> )
Studio	-	-	-
1 bed	4 888	147.93	33.0
2 bed	5 794	124.60	46.5
<b>Average (2025)</b>	<b>5 236</b>	<b>120.33</b>	<b>43.5</b>
<b>Average (2024)</b>	<b>5 215</b>	<b>119.85</b>	<b>43.5</b>
% change	0.4%	0.4%	-

### Urban Village Bruma

Unit type	Average rental (R)	Average rental (R/m <sup>2</sup> )	Average unit size (m <sup>2</sup> )
Studio	4 700	176.03	26.7
1 bed	5 588	170.37	32.8
2 bed	7 412	145.33	51.0
<b>Average (2025)</b>	<b>6 090</b>	<b>160.26</b>	<b>38.0</b>
<b>Average (2024)</b>	<b>6 078</b>	<b>159.95</b>	<b>38.0</b>
% change	0.2%	0.2%	-





URBAN VILLAGE  
NORWOOD

## Number of units

Unit type	Urban Village Norwood	Urban Village Bruma	Palm Springs	Total residential*
Studio	1	9	–	10
1 bed	1	83	96	180
2 bed	10	41	336	387
<b>Total</b>	<b>12</b>	<b>133</b>	<b>432</b>	<b>577</b>

## GLA (m<sup>2</sup>)

Unit type	Urban Village Norwood	Urban Village Bruma	Palm Springs	Total residential*
Studio	26	240	–	266
1 bed	38	2 721	3 172	5 931
2 bed	780	2 091	15 624	18 495
<b>Total</b>	<b>844</b>	<b>5 052</b>	<b>18 796</b>	<b>24 692</b>

\* Excludes retail.

## Residential vacancy profile

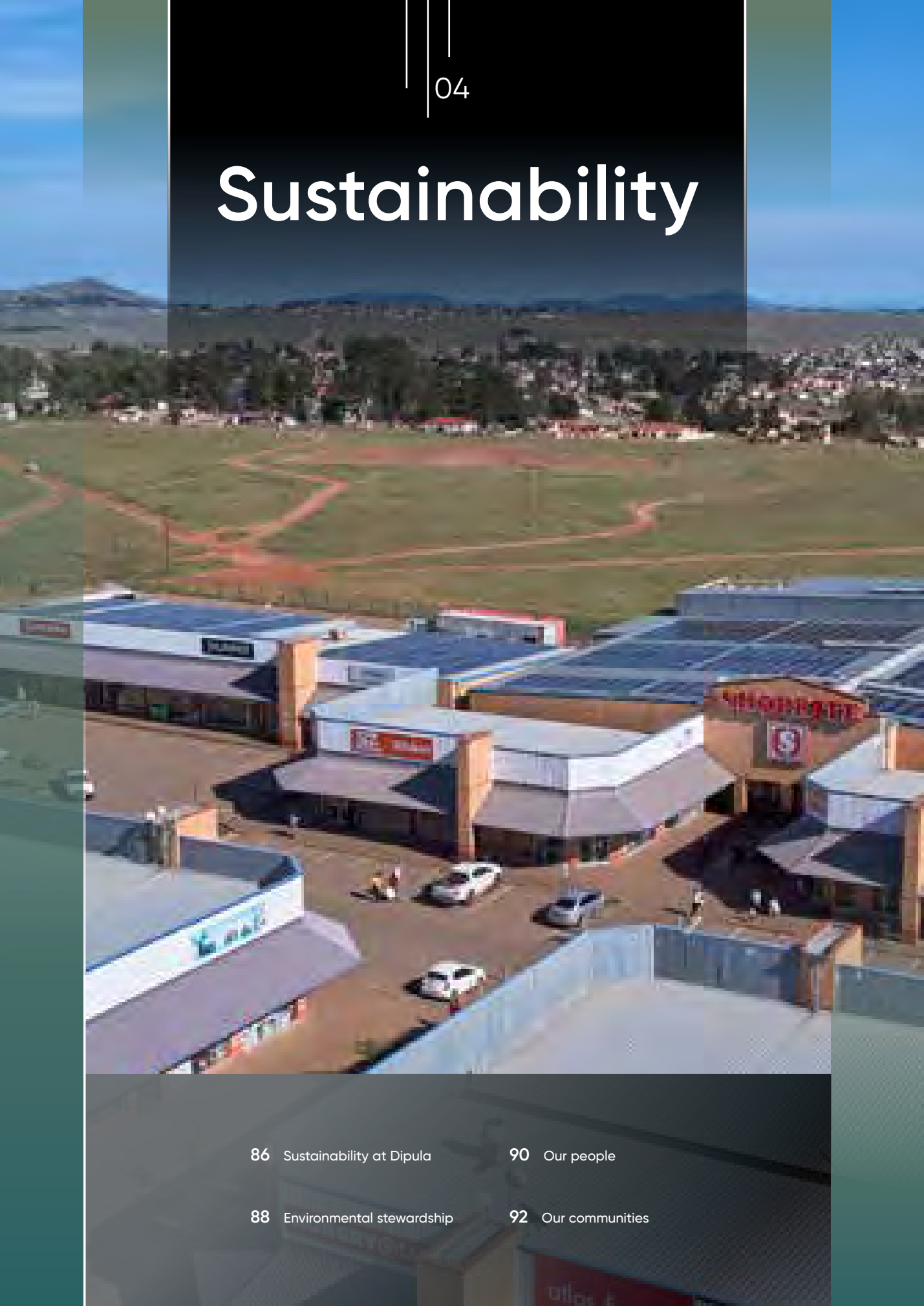
### Vacant units

Unit type	Urban Village Norwood	Urban Village Bruma	Palm Springs	Total residential*
Studio	–	6	–	6
1 bed	–	3	7	10
2 bed	–	5	15	20
<b>Total (2025)</b>	<b>–</b>	<b>14</b>	<b>22</b>	<b>36</b>

### Vacant units (%)

Unit type	Urban Village Norwood	Urban Village Bruma	Palm Springs	Total residential*
Studio	–	–	–	60
1 bed	–	4	7	6
2 bed	–	12	4	5
<b>Total (2025)</b>	<b>–</b>	<b>11</b>	<b>5</b>	<b>6</b>
<b>Average annual vacancy</b>	<b>5%</b>	<b>7%</b>	<b>5%</b>	<b>5%</b>

# Sustainability



86 Sustainability at Dipula

90 Our people

88 Environmental stewardship

92 Our communities



# Sustainability at Dipula

We recognise that our actions today shape the future for people and the planet, and that pursuing profit at the expense of societal well-being and environmental conservation is unsustainable.

## Why we integrate sustainability practices

We embed ESG objectives into all aspects of our operations to create a forward-looking approach that provides transparency on our ESG impacts. This strengthens stakeholder trust, reduces our environmental footprint, promotes community prosperity and encourages meaningful social engagement across our value chain. It guides our every interaction with tenants, customers and society and aligns our business with current needs while fulfilling our long-term mission.

KROONSTAD CIRCLE

## Our approach to sustainability

Our sustainability strategy follows a systematic process to identify and address key risks and opportunities that are relevant to our business and which ensure alignment with stakeholder priorities. We use the United Nations Sustainable Development Goals ("SDGs") as a framework to focus on socio-economic development and the transition to a low-carbon economy through emission reductions and energy decarbonisation.

We invest in sustainable assets to build a resilient, future-ready portfolio. We support green technologies, minimise waste and emissions and improve energy efficiency. We simultaneously create social value by promoting inclusive communities and driving economic growth.

Our governance emphasises integrity, transparency and accountability, ensures ethical decision-making and maintains stakeholder trust. We create long-term value and contribute to a more sustainable, equitable future for all by integrating sustainability into every facet of our operations.

## Our sustainability objectives

Minimise environmental impact and address climate change



Prioritise reducing, reusing and recycling



Use energy, water and materials responsibly



Adopt clean energy and water-saving solutions



Ensure meaningful stakeholder engagement



# Environmental stewardship

We are committed to tackling climate change through responsible environmental stewardship. Our long-term success depends on the planet's health, so we manage electricity, water and waste efficiently to reduce our impact and support a low-carbon economy.



**SDGs we contribute to**

### Relevant material matters

- Climate change
- Reduce consumption
- Energy supply
- Energy efficiency
- Solar energy investments
- Carbon footprint and emissions
- Water security
- Waste management
- Biodiversity
- Supply chain and materials

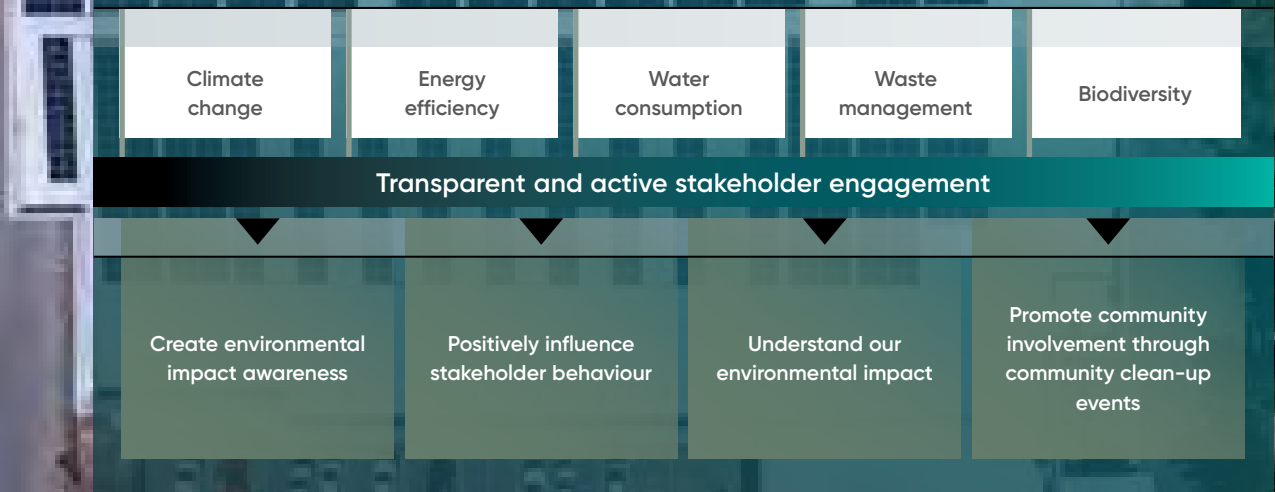
### Key metrics



BOCHUM PLAZA

We drive energy efficiency by investing in renewable technologies, retrofitting buildings and promoting smarter energy use among tenants and employees. We plan to conserve water through the drilling of boreholes and rainwater harvesting and indigenous landscaping. We aim to reduce waste by embedding practices that prioritise reducing, reusing and recycling across our portfolio.

We go beyond operations by working with tenants, employees and service providers to build a culture of responsibility that promotes awareness, accountability and innovation. Together, we reduce our footprint, strengthen resilience and create long-term value for our business, communities and the environment.




### Building climate resilience

We recognise climate change as a key risk and are committed to strengthening our climate resilience. We assess the risks and opportunities presented by climate change and develop clear plans to mitigate potential impacts, protect our assets and position our business for long-term sustainability.

Our risk management framework spans the entire life cycle of our properties. From planning and development to daily operations and eventual refurbishment, we ensure that every stage contributes to asset protection, operational longevity and environmental sustainability. This holistic approach allows us to anticipate challenges, adapt to changing conditions and safeguard value for our stakeholders.

We also place great emphasis on measuring and reporting our environmental impacts accurately. By tracking energy use, water consumption, waste generation and emissions, we identify areas for improvement and take targeted actions to enhance performance. We remain committed to transparency and provide stakeholders with clear, reliable information about our progress and challenges.

Please refer to our separate Sustainability Report for detailed metrics and progress updates. The report outlines our commitments and achievements in addressing climate change and driving positive environmental outcomes.

	Page 
<a href="#">Our carbon footprint</a>	27
<a href="#">Water consumption</a>	37
<a href="#">Biodiversity protection</a>	39
<a href="#">Our energy plan</a>	34
<a href="#">Waste management</a>	38

**SR** Download our Sustainability Report 

# Our people

Our people play a valuable role in realising our vision as a leading, South Africa-focused REIT.



**SDGs we contribute to**

## Relevant material matters

- Demand for critical skills
- Staff retention
- Loss of key skills
- Increased labour costs
- Transformation through diversity and inclusion
- Succession planning
- Labour standards
- Freedom of association and collective bargaining
- Employee well-being
- Company culture
- B-BBEE performance and scorecard
- Gender and racial equality
- Health and safety
- Employment equity

## Key human capital metrics

<b>87</b> employees	<b>79</b> permanent employees	<b>Eight</b> temporary employees
<b>R66 million</b> spent on total employee remuneration	Ongoing investment towards <b>training and skills development</b> of employees	<b>86%</b> of our permanent employees are black
<b>48%</b> of our permanent employees are women	<b>50%</b> of our top management is black	<b>50%</b> of our top management comprise women

### Our employees' dedication

Our employees' dedication and expertise drive our success. We strengthen this commitment by investing in top talent across the business. Their work allows us to achieve our strategic goals while upholding the highest standards of governance.

### Empowering our people

We foster a high-performance culture built on ethical conduct, teamwork and accountability. This inspires our employees to deliver lasting value to our stakeholders and reinforces our ability to achieve sustainable growth.

Our workforce is our most valuable asset and the foundation of our achievements. To support our employees, we prioritise strategic talent management, promote diversity and inclusion and offer competitive remuneration to retain and attract skilled professionals. Training and mentorship are central to employee development and equip our people with the skills to execute our strategy effectively and build long-term careers in the organisation.

## Our values-driven, ethical culture

Our corporate culture rests on integrity and teamwork. We promote transparency through an open-door policy that encourages employees to raise concerns and report unethical behaviour without fear. This builds on accountability and trust across the business.


We enforce a zero-tolerance policy for unethical conduct and integrate ethical principles into every aspect of operations. Our disciplinary code ensures that ethical breaches are addressed through intensive investigations and corrective actions. In doing so, we reinforce our values and protect the long-term sustainability of our business.

## Diversity and inclusion

We believe diversity and inclusion are essential for business success and for creating positive change in South Africa. We ensure equal opportunity for all employees by embracing individuals from all racial and gender groups and aligning with the Employment Equity Act.

We promote diversity at every organisational level, including leadership, with a focus on employment equity, skills development and preferential procurement. By nurturing diverse talent and perspectives, we strengthen decision-making, improve innovation and create a workplace culture that reflects our values while contributing to societal transformation and sustainability.

Read our separate Sustainability Report for the following:

	Page 
<a href="#">Gender and race employee profile</a>	43
<a href="#">Employee turnover</a>	43
<a href="#">Succession planning</a>	44
<a href="#">Employee health, safety and wellness</a>	45

# Our communities

We are committed to driving social change by building sustainable relationships with the communities surrounding our properties. We recognise that their health and prosperity are directly linked to the long-term success and sustainability of our business.

## Relevant material matters

- Good corporate citizenship
- Business ethics and ethical conduct
- Corporate social responsibility
- Community development investment
- Decent work and economic growth



**SDGs we contribute to**

## Key metrics for our role in society

**Investing in community health**

**Volunteering our time**

**Creating jobs**

We support and invest in local areas through financial contributions, direct services and programmes that promote inclusive economic growth. These efforts improve the quality of life in the communities we serve while reinforcing the foundation of our business. We ensure that our operations align with broader social and economic goals by focusing on long-term engagement and sustainable development to create lasting value and demonstrate our role as a responsible corporate citizen.



TOWER MALL WELLNESS DAY



GILLWELL HOCKEY



TOWER MALL BOXING TOURNAMENT



KROONSTAD CIRCLE

## Our CSI initiatives

Our demand-driven CSI strategy responds to the specific needs identified by the communities we serve to ensure that our efforts are targeted, relevant and impactful. We tailor our initiatives by strengthening relationships with stakeholders which deliver measurable socio-economic benefits over the long-term.

We implement sustainable solutions across priority areas. These include promoting enterprise development, micro-business support, environmental awareness and sustainable practices. We also focus on sports, recreation and community well-being for holistic development. We create inclusive, collaborative and socially responsible value for the economy, environment and society by minimising our environmental impact while supporting local growth.

All CSI activities align with Dipula's business priorities so that our social investment strategy meets community needs and reinforces our strategic objectives.

Read more about our CSI initiatives in our separate Sustainability Report ([📄](#) page 47 to 53).

## Supporting sustainable transformation

Transformation lies at the heart of our sustainability agenda. We prioritise meaningful transformation as a driver of growth by recognising its vital role in ensuring long-term business viability and promoting social progress in South Africa's unique socio-economic landscape.

We adopt a holistic approach by embedding transformation into every aspect of our operations. This includes promoting diversity in our workforce, strengthening our supplier network and addressing historical disparities. Dipula creates lasting opportunities that empower individuals and communities through preferential procurement, enterprise and supplier development and skills training. By advancing equity and cohesion, we advocate for inclusive economic development while ensuring our business practices drive shared prosperity.

## Our B-BBEE performance

We achieved significant milestones in management control and ownership, which reflects our commitment to transformation. Our executive management team is entirely made up of PDIs, which reflects transformation at the highest level. Our Board comprises 71% PDIs and 29% female, which further highlights our focus on inclusive leadership.

Although Dipula's black shareholding is subject to variability due to its JSE listing, we improved our B-BBEE rating to Level 2 from Level 4 in 2024. This reflects our dedicated efforts to integrate transformation into procurement, supplier development, employment equity and training.

We also support PDIs through strategic asset disposals and vendor loans for PDI buyers. In addition, we invested in B-BBEE contractor training with an increased focus on health and safety compliance. Training covered audit processes, authorisations, checklists, incident management, risk assessments, policies and site-specific requirements. To further embed compliance, contractors received safety files and Health and Safety Act handbooks funded by Dipula. These initiatives improve workplace safety, reduce costs and protect contractors from legal liabilities.

## Respecting human rights

Our code of ethics provides a clear framework for respecting human rights and embedding sustainability across our daily operations. We comply with all relevant legislation, honour cultural values and prioritise the welfare, safety and environmental well-being of the communities we serve.

We extend this commitment across our supply chain and expect suppliers to align with our policies on social responsibility, labour practices and human rights. We emphasise transparency and encourage the reporting of violations to ensure accountability throughout our value chain. By upholding these principles, we demonstrate our dedication to responsible business conduct and reaffirm our commitment to embedding sustainability into every part of our operations.

# Governance





# Governance overview

Dipula's Board is the ultimate custodian of governance. It approves governance processes, policies and procedures, establishes accountability across the Group, monitors performance and provides strategic insights. The Board also defines and guides Dipula's strategic direction.

Visit [www.dipula.co.za](http://www.dipula.co.za) for more on our application of King IV.

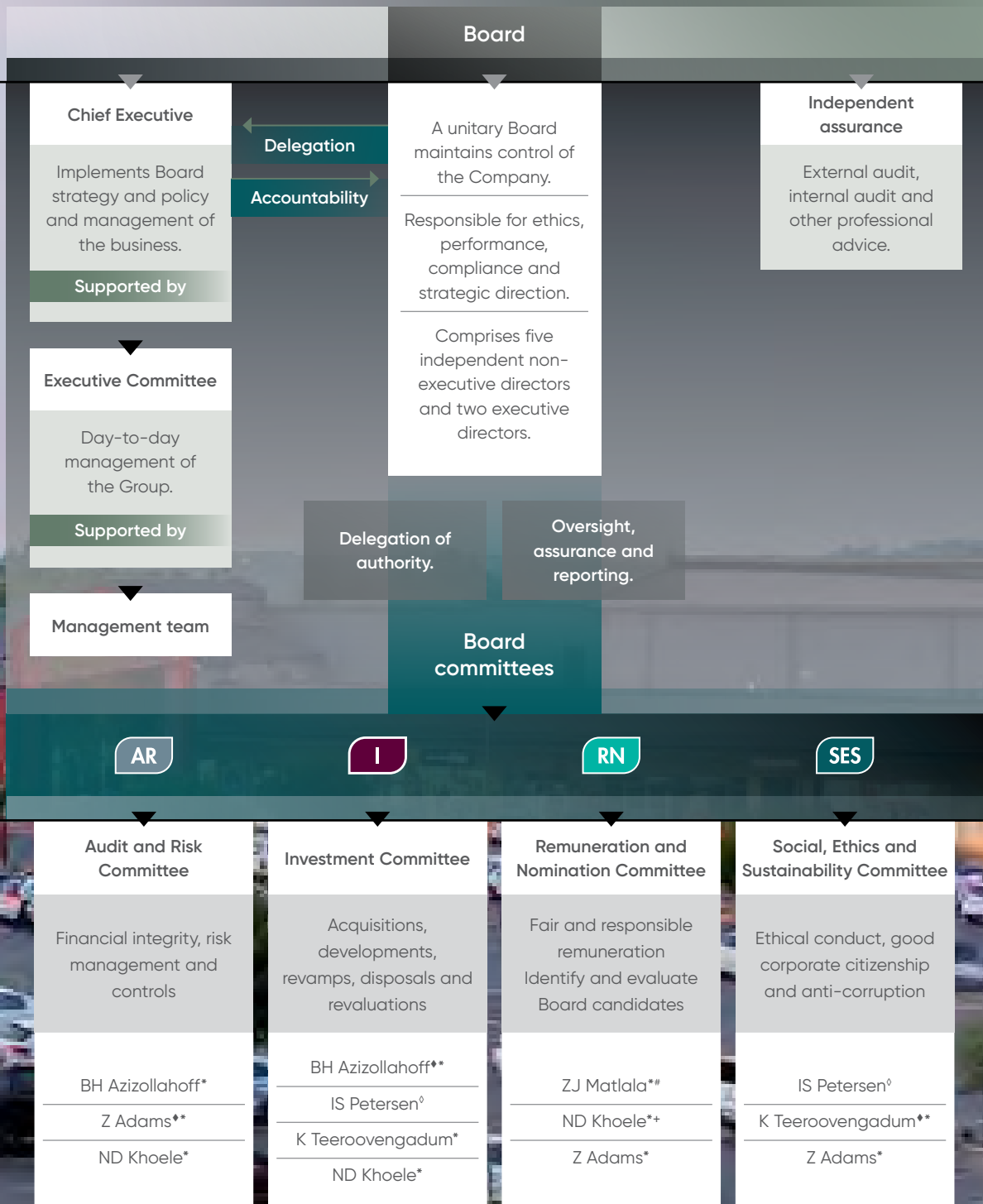


Our governance practices follow the principles of King IV, which emphasise strong, ethical and strategic leadership. The Board applies these principles to balance stakeholder interests and enhance the Group's ability to create value over the short, medium, and long term. This commitment to sound governance builds on shareholder confidence and stakeholder trust.

We designed our governance framework to align with King IV and meet the needs of the REIT sector. The framework enforces rigorous implementation, maintains high standards and ensures compliance with all legislation, regulations and codes. It protects against value erosion while supporting Dipula's reputation for ethical conduct, effective performance and stringent controls.

Effective governance drives value creation and preservation for all stakeholders. Our structures allocate capital and resources to value-generating activities, assign clear accountability, balance risks and opportunities, and build legitimacy through ethical leadership.

## Group governance framework



\* Independent non-executive director.

<sup>o</sup> Executive director.  
♦ Chairperson.

+ Chairperson in respect of remuneration matters.

# Chairperson in respect of nomination matters.

# Governance overview

(continued)

The Board is ultimately responsible for the Group's performance, activities and long-term sustainability. It sets the governance framework, policies and strategy, while delegating execution to executive management and monitoring progress through quarterly reports.

A charter that aligns with the Companies Act, JSE Listings Requirements, King IV and other regulations, defines the Board's composition, meeting frequency and director roles. An annual work plan guides agendas to ensure that all duties are fulfilled.

The Board has five specialised committees (Audit and Risk, Investment, Remuneration, Nomination, and Social, Ethics and Sustainability). They handle specific responsibilities although the Board remains accountable. The Board made several significant decisions throughout the year including:

- Approval of executive and non-executive remuneration
- Approval of the final dividend
- Approval of the interim dividend
- Approval of the strategic plan
- Approval of the budget

## The Board

The Board brings together individuals with the skills and experience needed to drive our vision, deliver on our mission and create sustainable value for stakeholders. Our unitary structure balances power to ensure no single director dominates decisions.

Directors come from diverse backgrounds and offer expertise in finance, audit, internal control, risk management and property. This strengthens decision-making and leadership and supports long-term sustainability.

The Board provides strategic oversight and holds executive management accountable for implementing strategy and upholding ethical leadership. It reviews executive performance annually to ensure alignment with objectives, as detailed in the remuneration implementation report on [page 116](#).

### Board composition

The Board comprises seven members, two of whom are executive directors and five who are independent non-executive directors.

	Number	Percentage %
Number of Board members	7	
Board members who are executive	2	29
Board members who are deemed independent	5	71
Board members who are deemed Historically Disadvantaged South Africans ("HDSA")	5	71
Board members who are women	2	29
Average age of directors (in years)	54	

### Board tenure



Average: 8 years

[FD Report](#)

[Remuneration Review](#)

[Investment property annexure](#)

Pages
62 to 69
110 to 121
215 to 221

## Board diversity

The Board follows a formal diversity policy that goes beyond gender and race to include cultural, generational and experiential diversity. This bolsters the Board's effectiveness by bringing together varied perspectives, skills and experiences.

Diversity in skills, experience, background, knowledge, thought, culture, race and gender enhances the Board's ability to meet its responsibilities and create value. Currently, 71% of Board members are black, which exceeds our policy target, and female representation has surpassed the 25% goal.

These targets support our broader transformation goals and ensure that the Board can address complex challenges with the correct balance of size and expertise. We reinforce our commitment to sound governance and sustainable success by building a diverse and inclusive leadership team.

### Gender diversity (%)

71%

Male

29%

Female

### Age diversity (%)

29%

41 to 50  
years

42%

51 to 60  
years

29%

Older than  
60 years

### Race diversity (%)

29%

Black  
African

29%

Coloured

14%

Indian

14%

White

14%

Foreign

## Chairperson of the Board

The Board Chair, an independent non-executive director, guides the Board and ensures it operates effectively. By separating duties from the CEO and other directors, the Chair upholds governance integrity and strong decision-making.

A delegation of authority framework delineates the roles of the Chair and CEO and promotes accountability, transparency and good governance. This ensures that decisions are made with integrity and align with best practices and regulatory standards.



RENAISSANCE PARK

# Directorate



Zanele Joyce Matlala (62)

I

## Independent non-executive Chairperson

BCom, BCompt (Hons), CA(SA)

Appointed: 20 May 2011

Length of service – 14 years

Matlala joined the Merafe Board in 2005 as an independent non-executive director. She was appointed Merafe's Financial Director on 1 October 2010 and Chief Executive Officer on 1 June 2012. She is a non-executive director of Stefanutti Stocks Holdings Limited, Goldrush Holdings and Harmony Gold Mining Company Limited.



Izak Petersen (52)

I

SES

## Chief Executive Officer

CA(SA)

Appointed: 20 May 2011

Length of service – 14 years

Petersen is the Chief Executive Officer of Dipula Properties Limited. He is a qualified chartered accountant and worked at Deloitte in Cape Town and the US. Upon returning to SA, he joined the structured products team at PSG Investment Bank until he left to pursue his entrepreneurial passion. Petersen co-founded various financial services businesses and a property fund which, through M&A activity, led to the listing of Dipula Income Fund. Petersen has extensive investment management experience in property and other asset classes which he gained over close on three decades. He has served on several company boards and industry organisations in an executive and non-executive capacity. The most notable industry organisations he served on include SA REIT's Association, SAPOA, the Association for the Advancement of Black Accountants of Southern Africa Western Cape and the Association of Black Securities and Investment Professionals Western Cape and national.



Sudesh Moodley (47)

## Financial Director

CA(SA)

Appointed: 1 March 2023

Length of service – 2.5 years

Moodley is the Financial Director ("FD") of Dipula Properties Limited and is a qualified chartered accountant. He previously held the position of Executive Head of Asset Management at Eris Property Group. He managed a R10 billion property portfolio after serving as chief financial officer of the Company from 2012 to 2017. He has over 20 years of work experience, of which 19 have been in property. He has also held positions at various auditing firms including PwC, EY and BDO.



Brian Azizollahoff (64)

AR

I

## Independent non-executive director

BA (NY), MBA (Wits)

Appointed: 20 May 2011

Length of service – 14 years

Azizollahoff has over 36 years of experience in the property industry. He was a director of Anglo American Properties and then managing director of ApexHi Properties Limited. He served as CEO of Redefine from 2003 until its merger with ApexHi and Madison Property Fund Managers Limited in 2009 and then resigned from Redefine to form Capstone Property Group. In 2016 he sold out of Capstone to form Propertiq. He then established Unico Property Group which is his chief focus. He has served on the boards of various listed and unlisted companies, has been active in various facets of the property sector and serves on the Audit Committee of SAPOA.



Nthime Khoele (53)

AR  
I  
RN

**Independent non-executive director** B.Bus Sci (Hons), MBA, Dip. Corp Law  
Appointed: 1 February 2023 Length of service – 2.5 years

Khoele is a co-founder and managing partner of Bopa Moruo Private Equity, a private equity investment management firm which manages around R2.7 billion of equity capital across its private equity funds. Prior to founding Bopa Moruo over 10 years ago, he was a director of Brait's private equity business, which he first joined in 2000, after starting his career at RMB Asset Management. He also serves on the boards of various Bopa Moruo portfolio companies, including as Chair of Republica Group and Chair of Icon Oncology, as well as being a non-executive director of WACO International, Skynet Worldwide Couriers International (SA and UK) and Aurex Holdings. He also serves on the boards of two non-profits as Chair of the Independent Schools Association of Southern Africa NPC and as director of the St Mary's School Foundation NPC.



Zaida Adams (47)

AR  
RN  
SES

**Independent non-executive director** BCom (Hons), CA(SA)  
Appointed: 1 February 2023 Length of service – 2.5 years

Adams is a qualified chartered accountant with over 20 years' financial and investment experience. She has held several executive roles in the property sector and was previously Financial Director of SA Corporate and more recently, CFO of Investec Property Fund. She also served on the board of Liberty 2 Degrees as an independent non-executive director and was its ARC chairperson. She is the CFO of Africa Cricket Development (Pty) Ltd, which is better known as SA20.



Kevin Teeroovengadam (51)

I  
SES

**Independent non-executive director** BSc (Economics) (Hons), MBA, MSc (Finance)  
Appointed: 1 February 2023 Length of service – 2.5 years

Teeroovengadam has a BSc in Economics, an MBA and MSc in Finance from Leicester University, UK. He worked for KPMG, Deloitte and EY in corporate finance and strategic consultancy before moving to Loita Capital Partners Group in South Africa. He joined Actis, the leading emerging market private equity firm, in 2007 as a director as part of its Africa real estate team where he led several transactions and exits. He was the co-founder and CEO of AttAfrica in 2013, which became the premier investor of shopping malls in Africa. He is a frequent writer and speaker at international conferences and serves on numerous boards of companies in Mauritius and advises several companies in Africa. He is also the co-founder of PropTech Africa.

**AR** AUDIT AND RISK COMMITTEE

**I** INVESTMENT COMMITTEE

**RN** REMUNERATION AND NOMINATION COMMITTEE

**SES** SOCIAL, ETHICS AND SUSTAINABILITY COMMITTEE

## Governance overview

(continued)

### Succession planning

Succession planning is key to maintaining the Board's effectiveness and long-term sustainability. Each year, the Board assesses its size, skills and composition to identify areas for improvement and is supported by the Nomination Committee. The committee reviews and strengthens the Board's knowledge, skills, experience, diversity and independence.

Dipula's succession plan aligns with its transformation strategy and focuses on retaining critical skills and enhancing its service. The process identifies, mentors and develops potential Board members to bring fresh perspectives while preserving institutional knowledge. The Board is confident its current composition meets succession standards with the right skills, diversity and independence to address future challenges and support strategic objectives.

### Appointments to the Board and rotation of directors

The Board formally and transparently appoints directors based on the Nomination Committee's recommendations. Under the Company's Memorandum of Incorporation ("MOI"), one-third of directors retire at each AGM and may stand for re-election if eligible. Non-executive directors who have served nine years or reached age 75 must also retire and may be re-elected.

Zanele Matlala and Brian Azizollahoff will retire at the upcoming AGM as their tenure exceeds nine years. The Board is seeking suitable replacements and has agreed that if re-elected, they will step down once replacements are appointed. Two other executive directors are proposed for re-election.

### Board skills

The competencies of the Board are represented as follows:

	Zanele Matlala	Brian Azizollahoff	Zaida Adams	Nthime Khoele	Kevin Teeroovengadum	Izak Petersen	Sudesh Moodley
<b>FC Financial capital</b>							
Financial accounting, reporting, taxation	✓	✓	✓	✓	✓	✓	✓
Financial markets/funding	✓	✓	✓	✓	✓	✓	✓
<b>MC Manufactured capital</b>							
Property development		✓			✓	✓	
Property management		✓		✓	✓	✓	✓
<b>HC Human capital</b>							
Human resources			✓			✓	✓
Remuneration and rewards	✓		✓	✓	✓	✓	✓
<b>IC Intellectual capital</b>							
Technology and cybersecurity			✓				✓
Investment and asset management		✓	✓	✓	✓	✓	✓
<b>NC Natural capital</b>							
Environmental sustainability			✓		✓	✓	✓
Climate change					✓	✓	
<b>SRC Social and relationship capital</b>							
Corporate, social and responsibility transformation	✓			✓		✓	
Stakeholder relationships	✓	✓	✓	✓	✓	✓	✓
<b>Governance</b>							
Risk and opportunity	✓	✓	✓	✓	✓	✓	✓
Corporate governance	✓	✓	✓	✓	✓	✓	✓
Ethics	✓	✓	✓	✓	✓	✓	✓

## Board evaluation and effectiveness

The Board and its committees undergo formal evaluations every second year through electronic questionnaires and written responses from members. In alternate years, the Board schedules reflection and discussion sessions on the performance of the Chairperson, the Board and its committees. A formal Board and committee evaluation was conducted post year-end and will be reported on in the 2026 financial year.

## Director development

Director development is vital to maintaining an effective and informed Board. New directors complete a thorough induction to familiarise themselves with Dipula's operations, strategy and governance. All directors receive ongoing training to stay up to date with trends, regulations and best practices, which enable them to make informed strategic decisions.

We extend this to executives, senior management and all employees to focus on upskilling to support a high-performance culture and dedicated leadership. This ensures that our people are well-prepared to manage the complexities of our business environment.

## Effective and ethical leadership

Effective and ethical leadership guides our Board's commitment to integrity and compliance. The Board and Exco work together to embed a strong ethical culture and ensure consistent application of principles across the organisation.

We partner with service providers who share our values, while directors and employees follow a code of conduct reviewed annually by the Social, Ethics and Sustainability Committee. This committee oversees corporate citizenship, manages ethical issues and enforces anti-corruption and anti-fraud practices. CEO and FD incentives are also linked to promoting ethics and compliance to reinforce accountability.

## Code of business conduct and ethics policy

Dipula's code of business conduct and ethics guides corporate behaviour and upholds our core values. It ensures the fair treatment of stakeholders and promotes a workplace free from discrimination, harassment and intimidation. The policy manages conflicts of interest through prompt disclosure and annual declarations by Board members and employees.

We also enforce share-dealing and whistle-blowing policies to strengthen ethical standards. These policies address misconduct, protect whistle-blowers from retaliation and create a solid framework for accountability.



TOWER MALL

## Governance overview

(continued)

### Dealing in securities

Dipula's share-dealing policy follows JSE Listings Requirements and protects market integrity. It prohibits directors, the Company Secretary and prescribed officers from trading in Dipula shares during closed periods when there is sensitive non-public information, and cautionary periods, which are linked to potential significant announcements.

Affected parties must get prior clearance from a compliance officer before trading outside these periods. This ensures transparency, safeguards stakeholders and reinforces our commitment to ethical trading.

### Conflicts of interest

Board members must disclose any actual or potential conflicts of interest with Dipula. The Board manages these matters to protect the Company's integrity and success.

To comply with section 75 of the Companies Act, directors must declare any material contracts involving Dipula and recuse themselves from discussions or decisions where they have a financial interest.

### Whistle-blowing

Dipula's whistle-blowing function, which is managed independently by Forvis Mazars, provides a confidential way for employees, suppliers and tenants to report unethical or illegal activities anonymously. Serious reports are escalated to the Exco or ARC Chairperson for investigation.

No reports of fraud or corruption were received during the year, which demonstrates the system's effectiveness, and reinforces our commitment to transparency and accountability.

### Company Secretary

The Company Secretary, Acorim, represented by Natasha Davies, supports the Board and directors with independent guidance on governance and responsibilities. Acorim works closely with the Board Chair, committee chairs and executives to ensure effective operations and robust governance.

The Board has reviewed Acorim's competence, experience, qualifications and independence and is satisfied that its services effectively support the Group's governance framework.

### Compliance and legislation

Dipula maintains a comprehensive legal compliance framework to meet South Africa's laws and regulations, which is supported by an in-house legal team and external advisors for complex matters. Group-wide policies minimise non-compliance risks.

The Board oversees compliance and reviews new legislation with guidance from the Company Secretary. During the year, Dipula faced no fines, sanctions or legal actions related to anti-competitive behaviour, which reflects our firm commitment to legal and regulatory compliance.

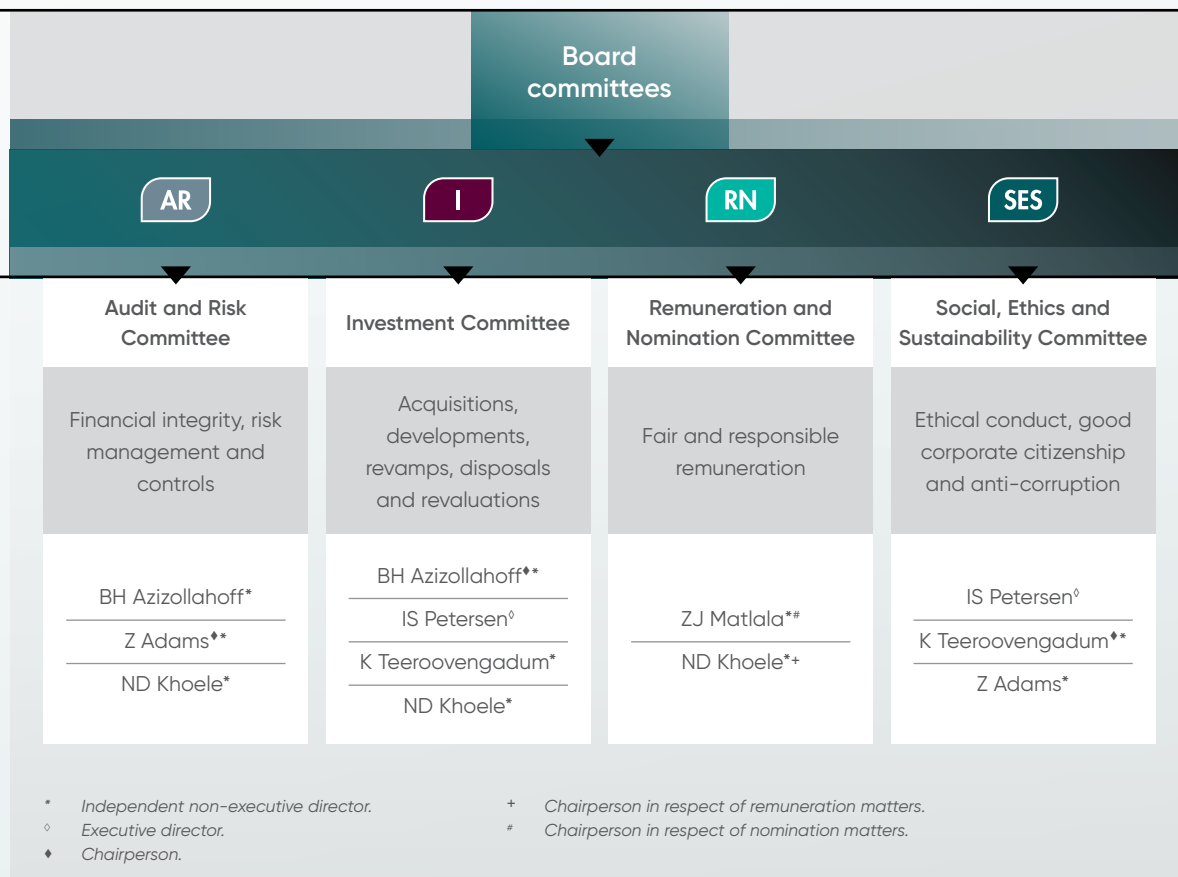
### Information and technology governance

The Board oversees IT governance at Dipula and ensures that technology strategies and policies align with the Group's objectives. Executive management implements these policies, which are guided and monitored by the ARC.

Dipula partners with trusted service providers who follow industry best practices and service-level agreements for reliable IT operations. This guarantees that IT governance supports strategic goals while maintaining high standards of service and operational integrity.

## Board committees

### Board committee members



## Board and committee meeting attendance

Attendance at Board and committee meetings for the financial year is shown below:

	Board	Audit and Risk Committee	Investment Committee	Remuneration and Nomination Committee	Social, Ethics and Sustainability Committee
IS Petersen	(6/6)	-	(4/4)	-	(2/2)
S Moodley	(6/6)	-	-	-	-
ZJ Matlala	(6/6)	-	-	(3/3)	-
BH Azizollahoff	(6/6)	(4/4)	(4/4)	-	-
Z Adams	(6/6)	(4/4)	-	(3/3)	(2/2)
ND Khoele	(6/6)	(4/4)	(4/4)	(3/3)	-
K Teeroovengadam	(6/6)	-	(4/4)	-	(1/2)

# Governance overview

(continued)

## Operations of Board committees

### Audit and Risk Committee

AR

#### Overview

The ARC meets at least quarterly and holds ad hoc meetings for special business as needed. The CEO, FD, external auditor and internal auditor attend by invitation to provide relevant insights.

The ARC has reviewed and confirmed the expertise and experience of FD Sudesh Moodley and the finance function.

Internal audit forms part of the Group's combined assurance. The ARC reviews internal controls with the internal auditor and is confident the finance function has the skills and resources to manage the Group's risks. The committee continuously evaluates internal audit, which remains appropriate for the Group's size and activities.

The committee has assessed the independence and effectiveness of Forvis Mazars, the Group's external auditor, in line with section 90 of the Companies Act, and is satisfied that they are independent. The ARC nominates Forvis Mazars for reappointment at the AGM.

Approved non-audit services mainly included turnover rental certificates. The ARC confirms it has fulfilled its statutory and additional responsibilities according to its terms of reference.

#### Responsibilities

The responsibilities of the ARC include:

- Assessing the expertise of the FD and the effectiveness of the Group's finance function.
- Carrying out statutory duties under section 90 of the Companies Act.
- Ensuring compliance with applicable legislation and regulations, including JSE Listings Requirements.
- Ensuring financial reporting procedures are in place, operating effectively and producing accurate reports.
- Monitoring implementation of the Group's risk management policy and processes to identify and manage key risks and opportunities.
- Recommending the appointment or reappointment of the independent external auditor, evaluating their suitability, independence and the designated audit partner.
- Reviewing accounting policies.
- Reviewing the effectiveness of internal financial controls and the internal and external audit functions.
- Approving non-audit services.

#### Key focus areas addressed during the financial year:

- Ensured compliance with all relevant statutory and regulatory requirements
- Reviewed and recommended the Group AFS to the Board for approval
- Reviewed all applicable new IFRS standards affecting the Group
- Monitored the relationship and independence of external and internal audit



See the ARC report on page 126 of the consolidated AFS

CORPORATE PARK

## Investment Committee

I

### Overview

The Investment Committee evaluates all investment opportunities, valuations, disposals and strategies, and recommends actions to the Board. Chaired by an independent non-executive director, the committee meets as needed with the FD attending by invitation. The committee confirms it has fulfilled its responsibilities according to its terms of reference for the reporting period.

### Responsibilities

The responsibilities of the Investment Committee include:

- Assessing the viability of capital projects, acquisitions and property disposals in line with the Group's strategic objectives.
- Evaluating the financial feasibility of refurbishments, upgrades, extensions and improvements to existing properties.
- Reviewing potential acquisitions, investments and transactions according to the Group's delegation of authority framework.
- Review property valuations and recommend to the Board for approval.

### Key focus areas addressed during the financial year:

- Considered potential acquisition opportunities
- Redevelopment of existing properties
- Approved sales
- Reviewed and recommended the property valuations to the Board for approval

## Remuneration Committee

RN

### Overview

The Remuneration Committee, chaired by an independent non-executive director, oversees the Group's remuneration policy and ensures it is tabled annually for non-binding shareholder votes at the AGM. The committee recommends executive director pay and incentives, evaluates performance, and sets annual KPIs. It meets at least three times a year, with ad hoc meetings as needed, and the CEO and FD attend by invitation. The committee is satisfied it fulfilled its responsibilities for the reporting period. The remuneration review is on [page 110](#).

### Responsibilities

The responsibilities of the Remuneration Committee include:

- Approving executive remuneration.
- Ensuring all remuneration recommendations follow good governance and align with Dipula's strategy and value-creation goals.
- Maintaining competitive reward strategies to attract and retain high-performing employees.
- Recommending non-executive directors' remuneration to shareholders for approval.

### Key focus areas addressed during the financial year:

- Ensured that remuneration practices are fair and responsible and that employee performance is managed in a transparent and equitable manner
- Ensured that executive directors' remuneration is aligned with market benchmarks and performance-based incentive structures

# Governance overview

(continued)

## Nomination Committee

RN

### Overview

The Nomination Committee is chaired by an independent non-executive director. The committee ensures that the Board has the appropriate composition and balance of skills to execute its duties effectively. It ensures that the appointment of directors is transparent and made through a formal process, which includes the identification and evaluation of potential candidates for appointment to the Board. The committee considers and applies the Company's approved policy on broader diversity in the nomination and appointment of directors.

The committee is responsible for the induction, ongoing training and development of directors and succession planning. The committee is responsible for assessing the outcome of the Board, committee and directors' evaluations.

The committee meets at least twice a year. Ad hoc meetings are held to consider special business as required. The CEO and FD attend meetings of the committee by invitation.

The committee is satisfied that it fulfilled its responsibilities in accordance with its terms of reference for the reporting period.

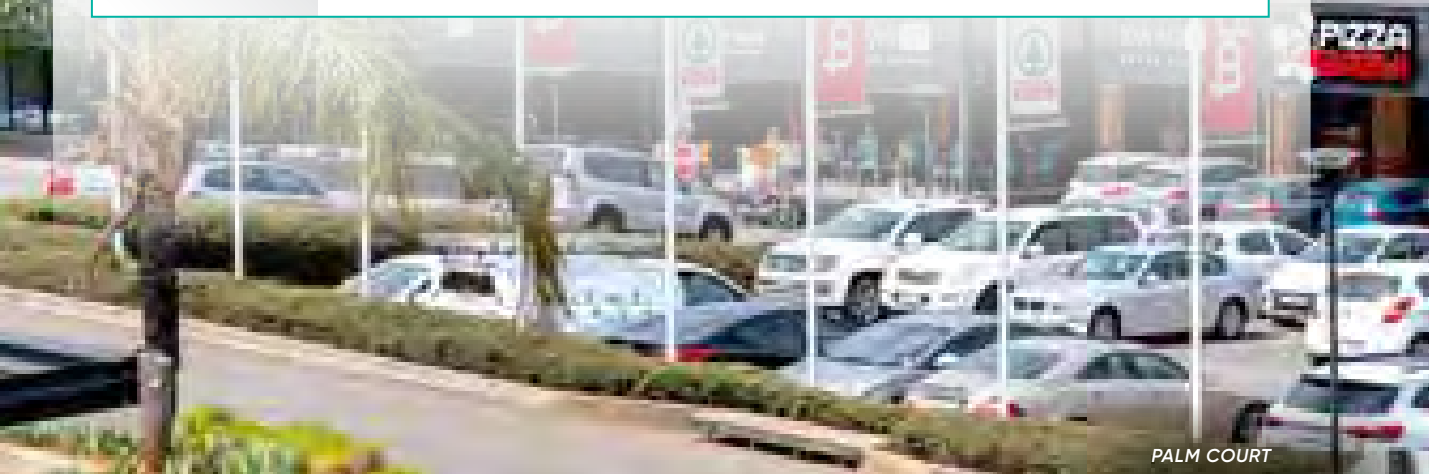
### Responsibilities

The responsibilities of the Nomination Committee include:

- Approving formal succession plans for the Board, CEO and senior management positions.
- Assessing the independence of relevant non-executive directors.
- Ensuring that directors are appointed through a formal and transparent process.
- Ensuring that the Board has the appropriate composition to execute its duties effectively.
- Identifying and evaluating suitable potential candidates for appointment to the Board as and when vacancies arise.
- Making recommendations on the composition of the Board and its committees.
- Overseeing the evaluation of the Board and committees.
- Overseeing the induction, ongoing training and development of directors.
- Reviewing and approving the Board diversity policy.

### Key focus areas addressed during the financial year:

- Assessing the outcome of the Board and committee evaluations during the reporting period
- Addressing independent non-executive director succession



PALM COURT

Overview

The Board established the Social, Ethics and Sustainability Committee as a statutory committee. The committee alerts the Board to matters within its mandate and reports to shareholders at the Company's AGM. It meets at least twice a year and holds ad hoc meetings for special business. The committee's report appears on page 9 of our SR. It confirms that it fulfilled its statutory duties under the Companies Act and met its responsibilities in line with its terms of reference during the reporting period.

Responsibilities

The committee oversees and reports on the following areas:

- Employment relationships.
- Organisational ethics that are aligned with the Group's code of business conduct.
- Responsible corporate citizenship, including equality, non-discrimination, environment, health, and public safety impacts of the Company's activities, products and services.
- Social and economic development.

Key focus areas addressed during the financial year:

- Monitoring the implementation of the B-BBEE strategy to improve the Group's B-BBEE rating
- Overseeing the phased solar roll out
- Overseeing the Group's compliance with energy performance certificates for buildings
- Overseeing various CSI initiatives



# Remuneration review

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BOCHUM PLAZA

# Remuneration overview

The Remuneration Committee ensures our pay practices are fair, competitive and aligned with strategic goals. We rely on our people for success and promote a culture of integrity, innovation and excellence. Our remuneration strategy attracts, retains and motivates top talent to drive performance and long-term value.

**Nthime Khoele**  
Chairperson



## Background statement

We believe fair, market-related pay is critical to retaining talent. The committee designed a policy that incentivises delivery of the Group's strategy to create and protect stakeholder value. We keep employees focused on sustainable growth by linking pay to their short and long-term performance.

We use clear strategic value drivers to guide performance. These help employees to meet KPIs, exceed expectations and align efforts with strategic goals.

Our principles are consistent: fairness, transparency and competitiveness. The committee monitors these principles and adapts them to changing market conditions to ensure that we continue to attract and retain the talent that's vital for long-term success.

### Shareholder endorsement – 2026 AGM

Dipula is pleased with the results of the voting on the non-binding advisory resolutions put to shareholders at the 2025 AGM held on 18 February 2025 regarding the company's remuneration policies and implementation report, noting that both resolutions were approved by the requisite majority of shareholders. Shareholders will vote on the remuneration policy and implementation report at the AGM on 17 February 2026. These will outline Dipula's pay approach and actual outcomes. Endorsement confirms shareholder confidence in our alignment of pay with performance and value creation.

If more than 25% of shareholders present at the AGM vote against either non-binding resolution, Dipula will engage with dissenting shareholders within 30 days. We will address concerns and consider feedback to ensure the policies remain fair, transparent and align with shareholder expectations.

### Focus and reporting

The committee bases decisions on King IV, JSE Listings Requirements and the Companies Act. These frameworks ensure integrity, fairness, accountability and compliance.

The committee oversees executive and employee pay, incentive structures and alignment with strategy. Committee composition, responsibilities and meeting attendance appear on [☞](#) pages 105 and 107 of this report.

For 2025, the committee confirms that the remuneration policy met objectives, supported strategy and attracted and retained talent. Rewards were performance-linked and there were no policy deviations.

As we approach the AGM, Dipula remains committed to transparency and engagement. We believe our remuneration policy and report reflect fairness, performance alignment and strategic focus, and we look forward to shareholder support.



**Nthime Khoele**  
Chairperson

3 December 2025

# Overview of the remuneration policy

## Objective of the remuneration policy

### Remuneration in context

We aim to advance excellence and drive sustainable performance. Our remuneration mix emphasises variable pay, including STIs and LTIs, which are a significant component of compensation. These rewards link directly to predefined performance criteria and are aligned with Dipula's strategic objectives. Metrics stretch capability, promote high performance and include safeguards to limit excessive risk-taking.

### Remuneration in context

Our strategy goes beyond financial rewards. We also invest in non-financial benefits such as career development, training and personal growth. This holistic approach helps us to attract, retain and motivate talent, while building a skilled, engaged workforce that contributes to long-term success.

### Remuneration structure

Our remuneration framework is comprehensive and adaptable. It considers individual and company performance, market competitiveness and strategic objectives. This ensures fair, competitive pay that rewards performance and supports sustainable growth. The structure considers several key elements such as:

- **Performance output:** We link pay to individual and company performance through regular evaluations to promote accountability and excellence.
- **Scarcity of skills:** We adjust pay to reflect the demand for scarce skills, ensuring that we retain critical expertise.
- **Financial affordability:** We balance competitive pay with the Group's financial capacity to ensure long-term viability.
- **Internal parity:** We maintain fair and consistent pay across roles in the interests of equity and transparency.
- **Sustainability:** We align rewards with long-term value creation and discourage short-term risk-taking.
- **Market comparisons:** We benchmark pay against industry standards and market trends to remain competitive and attract top talent.

By incorporating these drivers into our remuneration structure, we aim to create a balanced and fair compensation system that supports our strategic goals, drives high performance and remains responsive to internal

and external influences. This helps us to maintain a motivated and engaged workforce while navigating the complexities of the business environment.

### Equitable remuneration

We build fairness into our remuneration structure to support strategy, drive performance and remain responsive to changing conditions. This keeps our workforce motivated and engaged while managing business challenges.

We commit to fair pay that reflects the value everyone brings to the Group. Our policy balances fairness, equity and the need to retain high-calibre professionals who show initiative and resourcefulness.

We differentiate pay using job grade, performance outcomes, skills, experience and market premiums. This ensures competitive, equitable compensation that recognises unique contributions.

Beyond pay, we promote an inclusive culture where employees feel valued, respected and supported. Career development and equal growth opportunities enhance employee potential and earning capacity.

For a more detailed overview of our HR practices and initiatives, please refer to [☑](#) pages 41 to 46 of our SR.

## Guaranteed remuneration

### Remuneration packages

We tailor remuneration to each employee's influence, role complexity and responsibilities. This ensures fair and motivating pay. We benchmark packages against the property industry and adjust them based on performance, experience and responsibility.

We review basic salaries annually and benchmark them against the market. Adjustments take effect in September and align with industry trends. We compare our pay with peers such as Accelerate, Emira, Fairvest, Octodec, SA Corporate, Heriot and Exemplar REIT to remain competitive and retain talent.

### Total remuneration for key staff

Key employees receive a Total Guaranteed Package ("TGP"). Their STIs, capped at four months of TGP, depend on KPIs and seniority. Executive directors identify key staff and recommend them to the committee for participation in the Conditional Share Plan ("CSP").

# Overview of the remuneration policy

(continued)

## Composition of total remuneration for executive directors

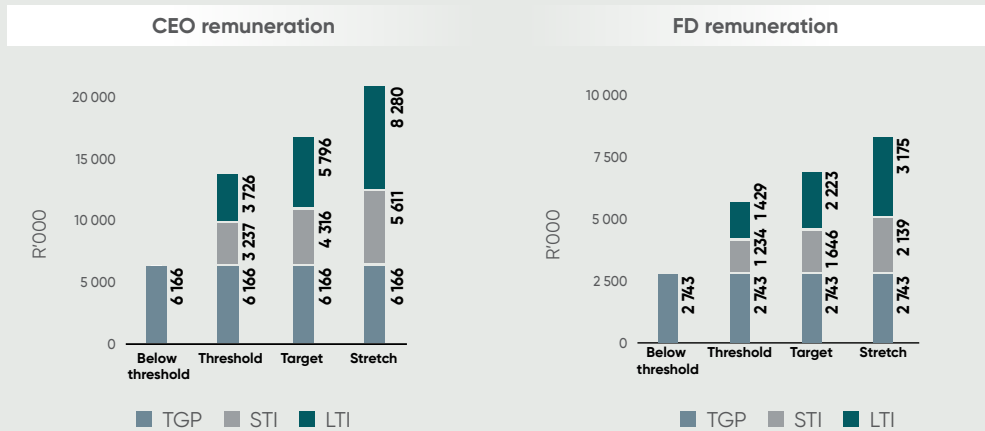
The table below summarises the composition of total remuneration for executive directors:

<p><b>TGP</b></p> <p>Fixed</p>	<ul style="list-style-type: none"> <li>■ TGP is based on a market-related CTC inclusive of benefits. We benchmark it independently at least once every three years.</li> <li>■ We set pay at the market median for each role and adjust for qualifications, experience, scarcity of skills, remuneration trends and individual performance.</li> <li>■ The committee reviews salaries annually, with adjustments effective from 1 September.</li> <li>■ We position TGP to attract and retain skilled, experienced and talented individuals.</li> </ul>
<p><b>STI</b></p> <p>Variable</p>	<ul style="list-style-type: none"> <li>■ Based on 60% to 70% of TGP at the date of allocation.</li> <li>■ Achieving target performance results in 100% of the target reward, while stretch performance yields 130% of the target reward.</li> <li>■ Executives must at least meet the threshold performance level to be eligible for 75% of the target reward.</li> <li>■ KPIs for executive directors are pre-recommended to the Board for approval by the committee.</li> <li>■ Performance is based on company-wide targets and individual KPIs.</li> <li>■ Scores below 75% result in a zero-bonus allocation for the applicable KPI.</li> <li>■ STI is independently benchmarked at least once every three years.</li> <li>■ STI payments are made in cash in December of each year.</li> <li>■ The performance period is in line with the financial year-end, i.e. 1 September to 31 August.</li> </ul>
<p><b>LTI</b></p> <p>Variable</p>	<p>The Group has a CSP scheme as summarised below:</p> <ul style="list-style-type: none"> <li>■ CSP allocations are based on 100% to 116% of the FD and CEO's TGP at allocation.</li> <li>■ Executives receive shares that vest every three years, subject to performance.</li> <li>■ We benchmark LTI independently at least once every three years.</li> </ul> <p>Vesting depends on:</p> <ul style="list-style-type: none"> <li>■ Growth in dividends per share vs peers.</li> <li>■ Share price growth vs peers.</li> <li>■ NAV per share growth vs peers.</li> <li>■ Relative NAV per share performance vs peers.</li> <li>■ Growth in distributable earnings (absolute).</li> <li>■ The committee sets minimum, target and stretch performance levels.</li> </ul> <p>Shares vest by the end of February following the financial year ending in August.</p>

<p><b>Executive directors' service contracts</b></p>	<p>The CEO is seconded to Dipula via a service agreement with QVEST Consulting. The FD is a full-time Dipula employee.</p>
<p><b>TGP</b></p>	<p>The committee approved average annual increases of 6% for executive management and all other staff.</p>
<p><b>KPIs for variable pay</b></p>	<p>Executive directors undergo annual performance reviews to assess outcomes against predetermined KPIs.</p>

## Potential impact on executive remuneration – 2025 CSP

The graphs show total executive pay based on four scenarios: below threshold, threshold (minimum), target and stretch (outperformance).



\* Assumed market prices of R6.08 on vesting of shares in February 2028.

## Non-executive directors' fees

Non-executive directors have no service contracts beyond the fund's MOI. The committee reviews their fees annually and benchmarks them against JSE-listed REITs at least every three years, adjusting for inflation. Shareholders approve fees in advance via a special resolution at the AGM. Directors receive reimbursement for reasonable travel and business expenses. To maintain independence and avoid conflicts of interest, they do not receive share options or performance-linked incentives.

## Full remuneration policy

The full remuneration policy can be downloaded from the Company's website at [www.dipula.co.za](http://www.dipula.co.za).



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# Remuneration implementation report

## Executive directors' remuneration for the year ended 31 August 2025

The table below provides an analysis of total remuneration received by the executive directors in FY2025:

	TGP R'000	STI per criteria** R'000	LTI* R'000	Total remuneration R'000
<b>Executive</b>				
IS Petersen	6 166	4 537	4 826	15 529
S Moodley	2 743	1 676	–	4 419
<b>Total</b>	<b>8 909</b>	<b>6 213</b>	<b>4 826</b>	<b>19 948</b>

# LTI conditional share plan – Tranche 4 allocation made on 21 February 2022. On 20 February 2025, 919 227 shares were purchased on-market at a price of R5.25 per share for a total value of R4.826 million to settle the conditional awards which vested on 20 February 2025.

\*\* Paid in December 2025 relating to 31 August 2025 financial year.

## STI performance measures

KPIs for executive directors are pre-approved by the committee and are based on company performance and individually set KPIs. The tables show the STI outcomes against each element of the performance metric.

CEO			
STI (2025)			
Key performance indicator	Weighting %	Threshold performance	Target performance
<b>Financial</b>			
Gearing	10.0	42%	40%
Interest cover ratio	5.0	2.4	2.6
Property valuations	15.0	3.0%	4.0%
Distributable income per share	15.0	53 cents	56 cents
Vacancies	5.0	9.0%	7.5%
Solar deployment	5.0	R30m	R50m
Acquisitions	2.5	R50m	R100m
Disposals	7.5	R100m	R150m
<b>Total financial</b>	<b>65.0</b>		
<b>Individual</b>			
Leadership and ethics/ governance	2.5		Staff retention and creating innovative culture
Risk management	7.5		Risk management process implemented and no major losses
Stakeholder management	10.0		Active engagement with stakeholders
Solar and sustainability	7.5		Implement effective strategy and dashboard to track carbon savings
Integrated Report	5.0		Timeous, accurate and relevant content
B-BBEE strategy	2.5	Level 4	Level 3
<b>Total individual</b>	<b>35.0</b>		
<b>Grand total</b>	<b>100.0</b>		



MONTROSE PLACE

Threshold

75%

Target

100%

Stretch

130%

Stretch	Actual performance	Total out of 100%	Weighted score %	Target STI
38%	34.9%	130.0	13.0	R561 133
2.8	2.8%	130.0	6.5	R280 567
5.0%	6.7%	130.0	19.5	R841 700
60 cents	57.26 cents	109.5	16.4	R708 647
6.0%	8.5%	83.3	4.2	R179 850
R70m	R54.2m	106.3	5.3	R229 417
R300m	R64m	82.0	2.1	R88 486
R200m	R115m	82.5	6.2	R267 078
			73.2	R3 156 878
	Low staff turnover. Continuous drive to innovate	75	1.9	R80 933
	No major losses, risks adequately mitigated limiting increases in insurance premiums to agreed targets	75	5.6	R242 798
	Continuous and positive engagement with stakeholders	100	10	R431 641
	Carbon savings of 7 000 tonnes of CO <sub>2</sub> relative to 2 600 tonnes in the previous year	82.5	6.2	R268 697
	Reporting scheduled to be completed in line with timetable	100	5	R215 821
Level 2	Level 2	130	3.3	R140 283
			32	R1 380 173
			105.2	R4 537 051

# Remuneration implementation report

(continued)

FD			
STI (2025)			
Key performance indicator	Weighting %	Threshold performance	Target performance
<b>Financial</b>			
Gearing	10.0	42%	40%
Interest cover ratio	5.0	2.4	2.6
Property valuations	15.0	3.0%	4.0%
Distributable income per share	15.0	53 cents	56 cents
Vacancies	3.0	9.0%	7.5%
Solar deployment	2.5	R30m	R50m
Acquisitions	1.5	R50m	R100m
Disposals	2.5	R100m	R150m
<b>Total financial</b>	<b>54.5</b>		
<b>Individual</b>			
Financial reporting and audit	10.0		Timeous and accurate delivery of internal and external financial reports
Systems and internal controls	10.0		No material internal audit findings and implementation of system and process enhancements
Risk management	6.5		Risk management process implemented, no major losses and limited increases in insurance premiums to set targets
Leadership and ethics/governance	5.0		Staff retention and rental collections within agreed targets
Special projects	5.0		Rolling out of leasing module including business automation to drive efficiency
Cost efficiencies	2.5		Cost to income ratio within 95% of the prior year and in line with comparable peer group
Solar and water sustainability	2.5		Implement effective strategy and dashboard to track carbon savings
Relationships with funders	2.0		Good relationships with funders and new debt secured at favourable rates compared to existing facility
B-BBEE strategy	2.0	Level 4	Level 3
<b>Total individual</b>	<b>45.5</b>		
<b>Grand total</b>	<b>100.0</b>		

Stretch	Actual performance	Total out of 100%	Weighted score %	Target STI
38%	34.9%	130.0	13.0	R213 935
2.8	2.8%	130.0	6.5	R106 967
5.00%	6.7%	130.0	19.5	R320 902
60 cents	57.26 cents	109.5	16.4	R270 175
6.0%	8.5%	83.3	2.5	R41 141
R70m	R54.2m	106.3	2.7	R43 733
R300m	R64m	82.0	1.2	R20 241
R200m	R115m	82.5	2.1	R33 942
			63.9	R1 051 036
	Results presented timeously and with no significant audit findings	100	10	R164 565
	No material internal and external system related audit findings. Process enhancements were advanced but not implemented	90	9	R148 109
	No major losses, risks adequately mitigated limiting increases in insurance premiums to agreed targets	75	4.9	R80 225
	Low staff turnover and average collections of 99%	100	5	R82 283
	Leasing module was not implemented	0	0	R0
	Cost-to-income ratio increased by 2% year on year, rising from 42.3% to 43.2%, favourably positioned when compared to the peer group	100	2.5	R41 141
	Carbon savings of 7 000 tonnes of CO <sub>2</sub> relative to 2 600 tonnes in the previous year	82.5	2.0	R33 324
	Good relationship with funders			
	New debt raised at favourable rates compared to existing rates	100	2.0	R32 913
Level 2	Level 2	130	2.6	R42 787
			38.0	R625 347
			101.9	R1 676 383

# Remuneration implementation report

(continued)

## STI outcomes for 2025

	Allocation %	TGP	Financial	Non-financial performance %	Target STI	Total score %	Actual STI
<b>Executive</b>							
CEO	70	R6 166 302	73.2	32	R4 316 412	105.2	R4 537 051
FD	60	R2 742 750	63.9	38	R1 645 650	101.9	R1 676 383
<b>Grand total</b>		<b>R8 909 052</b>			<b>R5 962 062</b>		<b>R6 213 434</b>

## LTI outcomes for 2025

The CSP lets participants share in the Company's success and incentivises support for the long-term strategy. The Company awards conditional Dipula shares to executives and key staff based on a three-year performance. These shares carry no dividends or voting rights until they vest at the end of the three-year period.

Each year, the committee approves performance conditions, which are communicated in the award letter. Details for the seventh award of Dipula shares appear below:

## LTI allocation for 2025 (tranche 7)

	Allocation %	TGP	Face value of the allocation	Number of DIB shares allocated***
<b>Executive</b>				
CEO	116	R6 166 302	R7 152 911	1 362 459
FD	100	R2 742 750	R2 742 750	522 429
<b>Grand total</b>		<b>R8 909 052</b>	<b>R9 895 661</b>	<b>1 884 888</b>

\*\*\* Allocated based on 30-day VWAP DIB R5.25 on 15 February 2025.

Under the CSP, the CEO can earn up to 116% of TGP and the FD up to 100% of TGP. During the year, CSP awards were granted with specific performance conditions. If executives achieve stretch targets, they will receive a maximum of 1 884 888 DIB shares valued at R99 million.



## Performance criteria and targets for tranche 7

	Weighting	Threshold	Target	Stretch
Average distributable earnings growth relative to previous year (measured over a three-year period)	35%	3%	4.5%	6%
Growth in dividend per share				
Relative to peer group weighted by market cap (weighting at award date) over a three-year period	10%	75% of Index	100% of Index	140% of Index
Growth in share price relative to peer group weighted by market cap (weighting at award date) over a three-year period	10%	75% of Index	100% of Index	140% of Index
Growth in NAV per share relative to peer group weighted by total assets (weighting at award date) over a three-year period	10%	75% of Index	100% of Index	140% of Index
Individual KPI score achievement (based on three-year KPI performance)	35%			
<b>Total</b>	<b>100%</b>			

The peer group on the date of allocation of tranche 7 comprised Accelerate, Emira, Fairvest, Octodec, SA Corporate, Heriot and Exemplar REIT.

## Termination policy

### Reasons for termination

	Voluntary resignation	Dismissal	Normal and early retirement, retrenchment and death	Mutual separation
TGP	Paid over the notice period or as a lump sum	No payment	Paid for a defined period based on cause	Paid over the notice period or as a lump sum
STI	Paid if in employ on date of payment	None	None	By negotiation

## Non-executive directors' fees for 2025

	Chairperson (per annum) Rand	Increase %	Member (per annum) Rand	Increase* %
Board	525 374	6.0	336 723	6.0
Audit and Risk Committee	177 986	6.0	112 659	6.0
Investment Committee	148 400	6.0	106 000	6.0
Social, Ethics and Sustainability Committee	115 448	6.0	84 661	6.0
Remuneration and Nomination Committee	115 448	6.0	84 661	6.0

\* The increase in non-executive directors' fees reflect inflationary increases as approved by shareholders at the AGM in February 2025.

# Annual financial statements

## Preparer of financial statements

The consolidated and separate annual financial statements of Dipula Properties Limited ("Dipula" or "the Company" or "the Group"), (previously Dipula Income Fund Limited) as approved by the Board of directors on 3 December 2025 were prepared by Mrs T Moodley CA(SA) (Finance Executive) and Mr S Moodley CA(SA) (Financial Director). These financial statements were audited by Forvis Mazars in compliance with section 30 of the Companies Act 2008, No 71 of 2008 ("the Companies Act").

PALM COURT



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The following information is not part of the annual financial statements and has not been audited:

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Distributable earnings

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summary

# Directors' responsibility and approval

for the year ended 31 August 2025

The directors are required in terms of the Companies Act 71 of 2008 to maintain adequate accounting records and are responsible for the content and integrity of the financial statements and related financial information included in this report. It is their responsibility to ensure that the financial statements fairly present the state of affairs of the Company and the Group as at the end of the financial year and the results of its operations and cash flows for the year ended, in conformity with IFRS<sup>®</sup> Accounting Standards as issued by the International Accounting Standards Board ("IASB"), the SA Financial Reporting Requirements, in conformity with the JSE Listings Requirements and the Companies Act. The external auditors are engaged to express an independent opinion on the financial statements.

The financial statements are prepared in accordance with IFRS Accounting Standards and are based upon appropriate accounting policies consistently applied except for application of new accounting standards and supported by reasonable and prudent judgements and estimates.

The directors acknowledge that they are ultimately responsible for the system of internal financial control established by the Group and Company and place considerable importance on maintaining a strong control environment. To enable the directors to meet these responsibilities, the board of directors sets standards for internal control aimed at reducing the risk of error or loss in a cost effective manner. The standards include the proper delegation of responsibilities within a clearly defined framework, effective accounting procedures and adequate segregation of duties to ensure an acceptable level of risk. These controls are monitored throughout the Group and Company and all employees are required to maintain the highest ethical standards in ensuring the Group and Company's business is conducted in a manner that in all reasonable circumstances is above reproach. The focus of risk management in the Group and Company is on identifying, assessing, managing and monitoring all known forms of risk across the Group and Company. While operating risk cannot be fully eliminated, the Group and Company endeavours to minimise it by ensuring that appropriate infrastructure, controls, systems and ethical behaviour are applied and managed within predetermined procedures and constraints.

The directors are of the opinion, based on the information and explanations given by management and internal audit, that the system of internal control provides reasonable assurance that the financial records may be relied on for the preparation of the financial statements. However, any system of internal financial control can provide only reasonable, and not absolute, assurance against material misstatement or loss.

The directors have reviewed the Group and Company's cash flow forecast for the year to 31 December 2026 and, in light of this review and the current financial position, they are satisfied that the Group and Company has access to adequate resources to continue in operational existence for the foreseeable future.

The external auditors are responsible for independently auditing and reporting on the Group and Company's financial statements.

The financial statements have been examined by the Company's external auditors and their report is presented on [pages 130 to 134](#).

The financial statements set out on [pages 135 to 209](#), which have been prepared on the going concern basis, were approved by the board of directors on 3 December 2025 and were signed on their behalf by:



**Izak Petersen**  
Chief Executive Officer




**Sudesh Moodley**  
Financial Director

3 December 2025

# CEO and FD responsibility statement

for the year ended 31 August 2025

Each of the directors, whose names are stated below, hereby confirm that:

- The consolidated and separate annual financial statements set out on  pages 135 to 209 fairly present in all material respects the financial position, financial performance and cash flows of Dipula Properties Limited and its subsidiaries in terms of IFRS Accounting Standards;
- To the best of our knowledge and belief, no facts have been omitted or untrue statements made that would make the annual financial statements false or misleading;
- Internal financial controls have been put in place to ensure that material information relating to Dipula Properties Limited and its consolidated subsidiaries have been provided to effectively prepare the consolidated financial statements;
- The internal financial controls are adequate and effective and can be relied upon in compiling the consolidated and separate annual financial statements, having fulfilled our role and function as executive directors with primary responsibility for implementation and execution of controls;
- Where we are not satisfied, we have disclosed to the audit committee and the auditors any deficiencies in design and operational effectiveness of the internal financial controls, and have remediated the deficiencies; and
- We are not aware of any fraud involving directors.



**Izak Petersen**  
*Chief Executive Officer*



**Sudesh Moodley**  
*Financial Director*

Johannesburg

3 December 2025

## Certificate of the company secretary

In terms of section 88(2)(e) of the Companies Act 2008 we declare that to the best of our knowledge, for the year ended 31 August 2025, Dipula Properties Limited has lodged with the Companies and Intellectual Property Commission ("CIPC") all such returns as are required of a public company in terms of the Companies Act, and that all such returns are true, correct and up to date.



**N Davies**  
**Acorim Proprietary Limited**  
*Company secretary*

Johannesburg

3 December 2025

# Audit and Risk Committee Report

for the year ended 31 August 2025

The Audit and Risk Committee has pleasure in submitting this report for the financial year ended 31 August 2025, as required by section 94(7) of the South African Companies Act, No 71 of 2008 ("the Companies Act"), the recommendations of the King Code of Governance for South Africa ("King IV™") (copyright and trademarks are owned by the Institute of Directors in Southern Africa NPC and all of its rights are reserved) and the JSE Listings Requirements.

The committee has an independent role with accountability to shareholders in respect of its statutory duties, and to the board in respect of duties assigned to it by the board as detailed in its terms of reference. The terms of reference are reviewed and updated on a regular basis and approved by the Board. The committee assesses its performance and effectiveness on a regular basis. The committee has performed its duties during the past financial year in accordance with the terms of reference.

The committee is chaired by independent non-executive director Z Adams, and further comprises independent non-executive directors BH Azizollahoff and N Khoele. The board of directors is satisfied that these directors act independently for the purposes of the committee. Members of the committee are all financially literate with the requisite levels of financial expertise. The Chief Executive Officer, the Financial Director, the internal auditor and the external auditor attend meetings of the committee by invitation. The external auditor and internal auditor meet with the committee without any of the executives on an annual basis and have unrestricted access to the committee. The committee meets at least four times a year and special meetings are convened when necessary. Details of attendance by members at meetings for the year under review are set out on [page 105](#).

## Responsibilities

The committee has performed the duties assigned to it by the Companies Act and as governed by other legislative requirements including the statutory audit committee functions required for subsidiary companies. The committee performed the following activities, amongst others, during the year under review:

### Integrated reporting and assurance in respect of financial expertise of the Financial Director and finance function

- Reviewed and recommended the Group's interim results, the Group's integrated report and annual financial statements for approval by the board;
- Reviewed and considered new and existing IFRS Accounting Standards as issued by the IASB statements and guidelines;
- In compliance with paragraph 3.84(g)(i) of the JSE Listings Requirements, confirmed the expertise and experience of the Financial Director, S Moodley; in addition the committee confirmed its satisfaction with the composition, experience and skills of the Group's finance function; and
- Reviewed the quarterly financial report, including the financial performance against the budget and forecasts and prior year.

### Materiality level

- The committee was satisfied with the process followed by management in determining the materiality level for the Group at R35 million and recommended to the board the materiality amount.

### Engagement with the Group's external auditors

- Nominated and recommended to the directors the appointment of Forvis Mazars as external auditor of Dipula Properties Limited for the 2025 financial year;
- Reviewed the following requested information from the auditor: latest inspection reports addressing IRBA findings, a summary as approved by the internal head of risk internal monitoring, review procedures performed, conclusions, outcomes and summary of any legal disciplinary actions as prescribed by the Companies Act;
- Ensured that the appointment of the auditor complies with the Companies Act, the applicable JSE Listings Requirements and any other legislation relating to the appointment of the auditor;
- Considered the independence and objectivity of the external auditor and ensured that the scope of additional services provided did not impair their independence;
- Obtained an annual confirmation from the external auditor that their independence was not impaired;

- Reviewed the external audit plan and approved the external auditor's fee proposal for the 2025 financial year. Audit fees are described in note 24 to the financial statements;
- Pre-approved any proposed agreement with the auditor for the provision of non-audit services to the Group which is of a material nature. The only non-audit service rendered during the year was the issuance of turnover certificates for land rentals; and
- Prepared this report in compliance with section 94(7)(f) of the Companies Act.

#### **Internal financial controls, internal audit and combined assurance**

- Considered and confirmed its satisfaction with the effectiveness of the outsourced internal audit function;
- Assessed internal financial controls and concluded that no material breakdowns in the functioning of the internal financial controls were noted during year under review. The results of the audit tests conducted indicated that the internal financial controls provided a sound basis for the preparation of financial statements;
- Considered any reported control weaknesses, management's response for their improvement and assessed their impact on the general control environment; and
- Ensured that in compliance with paragraph 3.84(g)(ii) of the JSE Listings Requirements, the companies have established appropriate financial reporting procedures and that these procedures are operating.

#### **Oversight of risk management**

- Reviewed and considered the activities and reports presented to the committee;
- Provided oversight of the regulatory compliance process and is assisted by the social and ethics committee;
- Considered and monitored the key financial, information technology, operational and strategic risks facing the Group and the various mitigating controls thereof;
- Ensured that risk management requirements in accordance with the JSE Listings Requirements in respect of REITs were complied with;
- Reviewed and approved the specific risk management practices related to the use of various derivative instruments with the business;
- Reviewed compliance with the financial conditions of loan covenants and determined the capital of the Group was adequate; and
- Considered any problems identified and reviewed any significant legal and tax matters that could have a material impact on the financial statements.

#### **Compliance with Companies Act requirements and JSE Listings Requirements**

- Assisted the board in overseeing the quality and integrity of the Group's integrated report process;
- Considered accounting treatments, significant financial transactions and other financial information;
- Reviewed the representation letter relating to the annual financial statements that was signed by management;
- Reviewed the external auditor's report including the key audit matters included in the report; and
- Confirmed that the REIT risk management policy has been complied with in all material respects, as further disclosed in the governance review included in the integrated report.

### **External auditors**

In accordance with paragraphs 3.84(g)(ii) of the JSE Listings Requirements, the committee has satisfied itself that the external auditor, Forvis Mazars, is independent of the Group, as required by the Companies Act, which includes consideration of compliance with criteria relating to independence or conflicts of interest as prescribed by the IRBA. Requisite assurance was sought and provided by the auditor that internal governance processes within the audit firm support and demonstrate its claim to independence.

The committee has also satisfied itself with the quality of the external audit work being performed by Forvis Mazars in respect of the financial year-end under review.

There is a formal procedure that governs the process whereby the external auditor is considered for non-audit services. The committee approved the terms of the service agreement for the provision of non-audit services by the external auditor and approved the nature and extent of non-audit services that the external auditor provided in terms of the agreed pre-approval policy. For the year under review, non-audit service fees paid to Forvis Mazars were immaterial relative to the audit fees.

# Audit and Risk Committee Report

(continued)

The committee nominated and recommended the re-appointment of Forvis Mazars as the external auditor of Dipula Properties Limited. The 31 August 2026 financial year will be the seventh year of Forvis Mazars' appointment as the Company's external auditor and the lead partner's first year on the audit.

## Internal financial controls and the finance function

The internal audit function is outsourced to an independent service provider and is an integral part of the risk management framework. Internal audit reports directly to the committee and operates in terms of the internal audit plan approved by the committee. Based on enquiries made, the assurance obtained from management and the reports obtained from the internal and external auditors, the committee has satisfied itself that no significant breakdown in current controls, procedures and systems have occurred during the year that could have a material impact on financial reporting.

## Tax and treasury oversight

The committee receives regular feedback on both tax compliance and tax risk matters of the Group from management and is satisfied that the Group faces no material tax risks or that a material non-compliance event has occurred.

In respect of the treasury function, the committee receives regular feedback on the Group debt, debt covenants and interest rate hedge position and is satisfied that treasury risks are adequately managed.

## IT governance

The committee periodically reviews the Group's management and operation of IT and considers it appropriate to enable the Group to function optimally and securely.

## Going concern

The committee reviewed the going concern assumption (refer to note 40 in the annual financial statements) for the consolidated and separate financial statements and supporting assessments performed by management, as required by the Companies Act and has no reason to believe that the business will not be a going concern in the year ahead.

The committee assists the board with all financial reporting and reviews the annual financial statements, as well as results announcements and interim financial information.

Following a review by the committee and based on processes and assurances obtained, the committee recommended the annual financial statements of Dipula Properties Limited for the year ended 31 August 2025 to the board for approval.

## Risk management

The committee reviews the analysis of the critical risks facing the Group on a quarterly basis. The risk analysis and management's response to these risks is detailed on [pages 51 to 59](#) of this integrated report. The committee is satisfied, to the extent possible given the wide range of known and unknown risks facing the Group and all businesses in general, that the compensating controls in place to mitigate the identified key risks are adequate. The committee confirms that it has monitored compliance with the Company's risk management policy and confirms that the Company has complied with the policy in all material respects.

## Combined assurance

The committee is responsible for overseeing combined assurance activities. The established combined assurance framework ensures coordination between the different lines of assurance across the Company, including compliance, risk management, and internal and external audit. This framework promotes ongoing collaboration and aims to reduce duplication of efforts, enhancing the effectiveness of assurance activities across the organisation.

## Subsidiary companies

The functions of the committee are also performed for the subsidiary companies and business entities of Dipula on the basis that the management of the Group is centralised and reports to this committee and the board on a Group basis.

## External audit: Key audit matters and significant risks

At the start of the audit cycle, Forvis Mazars presented their audit strategy, identifying their assessment of the key risks for the purposes of the audit and the scope of their work.

The Group's investment property comprises properties which are measured at fair value using significant judgements and estimates regarding vacancies, discount rates and future cash flows from leases which are determined by management and independent professional valuers in their valuation of each property. Due to the significance of this amount to the financial statements as a whole and combined with the judgement associated with determining the fair value, Forvis Mazars have identified the valuation of investment property as a key audit matter. The committee has assessed that the Group's policy and procedures in valuing investment property is adequate and considers the carrying value of investment property to be fairly stated.

The recoverability of long outstanding debtors has been identified as one of the key audit risks. The Group has assessed the total recoverability and feel an appropriate provision has been raised.

Management has elected to apply the simplified approach to impairment of trade receivables where a specific identification and provision matrix process is used to identify and measure the expected credit losses on the trade receivables. Following the stratification of accounts receivable balances within the defined provision matrix (industry, average collection days, account balance), the expected credit losses on trade receivables was provided at R44.1 million (2024: R47.3 million). Refer to note 10 of the consolidated financial statements. The committee is satisfied that it has complied with its statutory responsibilities and the responsibilities assigned to it by the board.



**Z Adams**  
*Chairperson*

3 December 2025

# Independent auditors' report

for the year ended 31 August 2025

## To the Shareholders of Dipula Properties Limited

Report on the Audit of the Consolidated and Separate Financial Statements

### Opinion

We have audited the consolidated and separate financial statements of Dipula Properties Limited and its subsidiaries (the Group and company) set out on  pages 139 to 209, which comprise the consolidated and separate statements of financial position as at 31 August 2025, and the consolidated and separate statements of comprehensive income, consolidated and separate statements of changes in equity and consolidated and separate statements of cash flows for the year then ended, and notes to the consolidated and separate financial statements, including material accounting policy information.




In our opinion, the consolidated and separate financial statements present fairly, in all material respects, the consolidated and separate financial position of Dipula Properties Limited and its subsidiaries as at 31 August 2025, and its consolidated and separate financial performance and consolidated and separate cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board and the requirements of the Companies Act of South Africa.

### Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing ("ISAs"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements section of our report. We are independent of the group and company in accordance with the Independent Regulatory Board for Auditors' Code of Professional Conduct for Registered Auditors ("IRBA Code") and other independence requirements applicable to performing audits of financial statements in South Africa. We have fulfilled our other ethical responsibilities in accordance with the IRBA Code and in accordance with other ethical requirements applicable to performing audits in South Africa. The IRBA Code is consistent with the corresponding sections of the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards). We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

In terms of the IRBA Rule on Enhanced Auditor Reporting for the Audit of Financial Statements of Public Interest Entities, published in Government Gazette No. 49309 dated 15 September 2023 (EAR Rule), we report:

### Final Materiality

		Consolidated financial statements	Separate financial statements
	<b>Materiality</b>	R201 573 174	R149 870 868
	<b>Basis for determining materiality</b>	We have used 1.8% of total assets as the basis for materiality.	We have used 1.8% of total assets as the basis for materiality.
	<b>Rational for the benchmark applied</b>	We have determined that total assets is an appropriate quantitative indicator of materiality as total assets best reflects the financial position of Dipula Properties Limited. We have also taken into account misstatements and/or possible misstatements that in our opinion are material for the users of the consolidated and separate financial statements for qualitative reasons.	

## Group Audit Scope

The scope of our audit was tailored to obtain sufficient appropriate audit evidence to support our opinion on the consolidated financial statements as a whole. In designing our audit approach, we considered the structure of the group, the accounting processes and controls in place, and the industry in which the Group operates.

The Group consists of a holding company (Dipula Properties Limited), and 15 subsidiaries.

Full scope audits were performed over Dipula Properties Limited and 9 of its subsidiaries, and a review of the financial statements of 6 subsidiaries were performed in accordance with the International Standard on Review Engagements (ISRE) 2400 (Revised). We have not involved component auditors for the purpose of the group audit. Audits of components were carried out by the group engagement team.

## Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated and separate financial statements of the current period. These matters were addressed in the context of our audit of the consolidated and separate financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

In terms of the EAR Rule, we are required to report the outcome of audit procedures or key observations with respect to the key audit matters and these are included below.

Matter #01	Valuation of investment property – note 3
<b>Description of the key audit matter</b>	<p>The consolidated and the separate accounting policy in note 2.8 states that investment property is measured at fair value. Included in the consolidated and separate financial statements, as disclosed in note 3, is the investment properties amounting to R10 731 354 000 (2024: R10 138 679 000 for the Group and R300 799 000 (2024: R270 800 000) for the Company.</p> <p>The property valuations incorporate property-specific details, including current tenancy agreements and rental income. The valuation process involves making assumptions for capitalisation rates, property-specific expense ratios, and estimated market rent, which are influenced by prevailing market capitalisation rates and comparable transactions, culminating in the determination of final property valuations.</p> <p>Detailed in note 3 of the consolidated and separate financial statements, the valuation of the consolidated and separate investment properties requires significant judgements from management experts and management. This includes decisions regarding the selection of valuation models, input parameters, current market conditions, and rental levels. Note 35.4 provides a breakdown of key inputs with the most substantial impact on these valuations and include the following:</p> <ul style="list-style-type: none"> <li>■ market-related income;</li> <li>■ capitalisation rates;</li> <li>■ escalation rates;</li> <li>■ expense growth ratios;</li> <li>■ discount rates,</li> <li>■ vacancy rates; and</li> <li>■ rental growth rate.</li> </ul> <p>It is essential to acknowledge the significance of these valuations at year-end, recognising the inherent estimates and judgments involved. Notably, even a minor difference in the valuation of an individual property, when aggregated, has the potential to result in a material misstatement. This underscores the need for specific audit focus on the accuracy and reliability of these valuations.</p>

## Independent auditors' report

(continued)

for the year ended 31 August 2025

Matter #01	Valuation of investment property – note 3
<p><b>How we addressed the key audit matter</b></p>	<p>The audit procedures we performed included among others, the following:</p> <ul style="list-style-type: none"> <li>■ We have assessed the design and implementation of internal control systems applied by management over the valuation process.</li> <li>■ We assessed the mathematical accuracy of the valuation calculations performed.</li> <li>■ We evaluated management's current-year calculations for consistency with the prior year methodology.</li> <li>■ We agreed the valuations to the accounting records and financial statements and found no significant differences between these values.</li> <li>■ We obtained the valuation reports from management and agreed the fair values of investment properties to the valuation reports from the management experts and internal valuations, as applicable and found no significant differences between these values.</li> <li>■ We evaluated the competence, experience, qualifications, objectivity, and independence of management experts and noted no aspects requiring further consideration.</li> </ul> <p>We evaluated the models utilised by the directors and management experts, ensuring that the valuation approaches applied comply with IFRS Accounting Standards and industry norms. We assessed the appropriateness and reasonability of the assumptions applied by management or the external valuers in determining the fair value of investment properties by:</p> <ul style="list-style-type: none"> <li>■ Assessing the category, location and grade of the property with reference to corroborative evidence;</li> <li>■ Assessing the reasonability of both income and expense growth rates by comparing it to relevant internal data and external market publications.</li> <li>■ Comparing projected cash flows used in the valuation models to management's approved budgets and projected cash flows for reasonability,</li> <li>■ Assessing the reasonability of vacancy, terminal capitalisation and discount rates applied by management by comparing them to the external market information; and</li> <li>■ Evaluating the sensitivity of the assumptions on the fair value calculations.</li> <li>■ Where assumptions or inputs were not deemed reasonable, we independently reperformed the valuation using market-aligned inputs and compared the results to those determined by management or the external valuers to assess the extent of any deviation.</li> <li>■ We assessed the adequacy of the disclosures in notes 3 and 35.4 to the consolidated and separate financial statements against the requirements of International Accounting Standard 40 and International Financial Reporting Standard 13.</li> </ul> <p>Our audit procedures found the year end values of the investment properties to be reasonable.</p>

## Other Information

The directors are responsible for the other information. The other information comprises the information included in the document titled "Dipula Properties Limited Integrated Report 2025" which includes the Directors' Report, the Audit and Risk Committee Report, Certificate of the Company Secretary as required by the Companies Act of South Africa Appendices 1 to 3. The other information does not include the consolidated or the separate financial statements and our auditor's reports thereon.

Our opinion on the consolidated and separate financial statements does not cover the other information and we do not express an audit opinion or any form of assurance conclusion thereon.

In connection with our audit of the consolidated and separate financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate financial statements, or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Responsibilities of the Directors for the Consolidated and Separate Financial Statements

The directors are responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board and the requirements of the Companies Act of South Africa, and for such internal control as the directors determine is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group and/or company or to cease operations, or have no realistic alternative but to do so.

## Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated and separate financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the group and company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the group and/or company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the group and/or company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

# Independent auditors' report

(continued)

for the year ended 31 August 2025

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the consolidated and separate financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

### Audit Tenure

In terms of the IRBA Rule published in Government Gazette Number 39475 dated 4 December 2015, we report that Forvis Mazars has been the auditor of Dipula Properties Limited for six years.



**Forvis Mazars**

*Partner: Danielle Keeve*

Registered Auditor

3 December 2025

Johannesburg

# Directors' report

The directors have pleasure in submitting their report for the year ended 31 August 2025.

## Nature of business

Dipula Properties Limited (formerly Dipula Income Fund Limited) is a REIT and is listed on the JSE Limited under the Property: Real Estate Investment Trust sector.

Dipula was granted REIT status with effect from 1 September 2013. The Company listed on the JSE on 17 August 2011 and its primary business is long-term investment in rental income generating properties.

The Group owns a diversified property portfolio of retail, residential, offices, industrial and land.

The information presented for the year ended 31 August 2025 has been prepared in accordance with IFRS Accounting Standards as issued by the IASB. The presentation of the results also complies with the relevant section of the Companies Act, the JSE Listings Requirements and the SA Financial Reporting Requirements. Dipula is operating in compliance with the Companies Act and in conformity with its MOI. The annual financial statements have been audited by Forvis Mazars for the sixth consecutive year.

Given the nature of its business, Dipula uses dividend per share as its key performance measure for trading statement purposes instead of earnings or headline earnings per share.

## Group entities

The Group includes the following 100% held subsidiaries:

- Asakhe Realty Investment Fund Proprietary Limited
- Dipula Asset Management Trust
- Dipula Property Management Proprietary Limited
- Gillwell Taxi Retail Park Proprietary Limited
- Mergence Africa Property Investment Trust
- The Dipula Property Investment Trust

Held 100% through Mergence Africa Property Investment Trust and The Dipula Property Investment Trust\*:

- Mergence Africa Property Fund Proprietary Limited\*

Held 100% through Mergence Africa Property Fund Proprietary Limited\*:

- Emerald Fire Investments Proprietary Limited
- Hynorex Proprietary Limited
- Jarrabilla Investments Proprietary Limited
- Lizinex Proprietary Limited
- Luxanio Trading 181 Proprietary Limited
- Phepha Prop 006 Proprietary Limited
- Unlocked Properties 18 Proprietary Limited

And the following subsidiaries with less than 100% interest:

- 50.01% in Bajascape Proprietary Limited

And the following undivided interest in joint operations:

- Harding Shopping Centre – 50%
- Fairways on Main – 50%
- Seshego – 50%
- Detnet – 66.67%

\* Group restructure effective 1 September 2023: To simplify the property holding structure within the Group, various properties and subsidiary shares were transferred among Group entities through loan accounts or share issues. As a result, Mergence Africa Property Fund Proprietary Limited now holds 100% ownership in the entities mentioned above. The ultimate 100% shareholder of Mergence Africa Property Fund Proprietary Limited remains Dipula through its holdings in Mergence Africa Property Investment Trust and Dipula Investments Property Trust.

# Directors' report

(continued)

Information relating to the Company's interest in its subsidiaries is detailed in note 8 of the annual financial statements.

## Review of operations and acquisitions

The results of the Group and the Company are set out in the attached financial statements and accompanying notes.

## Disposals

In line with the strategy to dispose of non-core assets to improve the quality of its portfolio, Dipula disposed of eight properties during the year, proceeds of R114.7 million.

A further eight properties were transferred to held-for-sale at the end of August 2025. The proceeds on these properties will amount to a gross inflow to Dipula of R76.5 million.

## Acquisitions

Acquisitions during the current financial year amounted to R693.7 million.

## Distributable earnings

Distributable earnings for the 31 August 2025 year amounted to 57.25707 cents (2024: 54.39590 cents) per ordinary share.

## Directors' remuneration

Please refer to note 37 in the annual financial statements.

## Stated capital

The authorised share capital of the Company consists of 6 billion ordinary shares of no par value at 31 August 2025 (2024: 6 billion ordinary shares of no par value).

There were 910 368 816 ordinary shares in issue at 31 August 2025 (2024: 910 368 816 ordinary shares in issue). Further details on stated capital are set out in note 13.

## Property valuations

The portfolio was valued at 31 August 2025 as per the Investment property accounting policy (note 2.8) at R10.8 billion (2024: R10.1 billion) and the net asset value per share was R7.50 (2024: R6.98 ) at year-end.

## Borrowings

As of 31 August 2025, Dipula's all-in weighted average cost of debt was 9.34%, down from 9.53% in 2024. The total debt stood at R3.9 billion (2024: R3.7 billion), with a weighted average debt expiry period of 3.1 years (2024: 4.1 years) and an aggregate hedge expiry period of 2.1 years (2024: 2.0 years).

All debt is Rand denominated and 68.3% (2024: 71%) of the Group's interest rate exposure has been fixed through interest rate swaps and interest caps. The Group's gearing remained stable at 34.9% (2024: 35.7%) with undrawn facilities of R101 million at year-end (2024: R80 million).

## Directorate

The directors of the Company as at the date of this report were:

### Independent non-executive

ZJ Matlala (Chairperson)	South African
BH Azizollahoff	British
Z Adams	South African
N Khoele	South African
K Teeroovengadum	Mauritian

## Executive

IS Petersen (Chief Executive Officer)	South African
S Moodley (Financial Director)	South African

S Moodley has the same terms of employment as normal employees.

IS Petersen has a service agreement with Dipula Properties Limited.

Refer to note 37.2 for remuneration.

## Directors' interests

The interest of the directors in the shares of Dipula Properties at 31 August 2025 were as follows:

### Ordinary shares (number of shares)

	Direct beneficial 2025	Indirect beneficial 2025	Total 2025	Direct beneficial 2024	Indirect beneficial 2024	Total 2024
IS Petersen (Chief Executive Officer)	1 067 830	38 062 207	39 130 037	1 067 830	37 142 980	38 210 810
ZJ Matlala (Chairperson)	102 072	–	102 072	102 072	–	102 072
	<b>1 169 902</b>	<b>38 062 207</b>	<b>39 232 109</b>	1 169 902	37 142 980	38 312 882

All shares acquired by the directors were at open market value. The above number of shares are stated in whole numbers and are not rounded figures. There have been no changes to the directors' interests between the end of the financial year and the date of approval of these annual financial statements.

During the year under review, the directors had no interest in material contracts or transactions, other than those directors involved in the operation of the Company as set out in this report. There have been no bankruptcies or voluntary arrangements of the abovementioned persons. The directors have not been the subject of public criticism by statutory or regulatory authorities (including professional bodies) and have not been disqualified by a court from acting as directors of a company or from acting in the management or conduct of the affairs of any company. There have been no offences involving dishonesty by the directors.

## Corporate governance and internal controls

The Group's status with regard to corporate governance and internal controls is set out in a separate statement in the integrated report (see [☑](#) pages 96 to 109).

## Audit and Risk Committee and independence of auditor

The audit and risk committee consists only of independent non-executive directors, and have reviewed these annual financial statements prior to submission to the board for approval. The audit and risk committee has also assessed the independence of the external auditors and is satisfied with their independence.

Further detail regarding the scope and mandate of the audit and risk committee is detailed on [☑](#) page 106 of this integrated report.

# Directors' report

(continued)

## Going concern

The directors have evaluated the Group's ability to continue as a going concern and believe that both the Group and Company have sufficient resources to operate sustainably for the foreseeable future. It is therefore appropriate to adopt the going concern basis in preparing the consolidated and separate annual financial statements. Based on the current cash flow forecast, operational environment, geographical diversity, and industry trends, the directors are satisfied that the Group and Company satisfies the solvency and liquidity tests required by the Companies Act and will remain solvent and liquid for the next 12 months and are in a sound financial position, with access to sufficient borrowing facilities to meet foreseeable cash flow needs.

As part of the Group's capital recycling strategy, the disposal of non-core properties will be a focus over the next 12 months. Management is closely monitoring the trade receivable collections and the Group's liquidity position.

Based on the above, it would appear that the Group and the Company would be able to service their liabilities in the next 12 months. Refer to note 40 of the financial statements for further disclosure.

## Subsequent events

Subsequent to the reporting date, on 4 September 2025 the Company launched an accelerated bookbuild to raise approximately R500 million to fund future acquisitions. Following strong demand, the book was oversubscribed, and the Company accepted R559 million of the bids and successfully closed the bookbuild. 102 946 593 new ordinary shares were placed pursuant to the bookbuild at an issue price of R5.43 per bookbuild share. Refer to note 39 of the financial statements for further disclosure.

## Auditors

Forvis Mazars, together with Danielle Keeve as the designated partner, were the appointed auditors during the year under review.

This was the sixth year that Forvis Mazars performed the Group audit and Danielle Keeve's first year as designated partner.

## Company secretary

Acorim Proprietary Limited acted as the company secretary during the year under review.

In terms of section 3.84(h) of the JSE Listings Requirements, the board of directors have executed their duty in ensuring that the company secretary is competent, is suitably qualified and experienced. The company secretary also has unfettered access to the board, is not a member of the board and maintains an arm's length relationship with the board.

## Business address

Firestation Rosebank, 12<sup>th</sup> Floor, 16 Baker Street, Rosebank

## Postal address

Private Bag X3, Rosebank, 2132

# Statements of financial position

as at 31 August 2025

		Consolidated		Company	
Note	2025 R'000	2024 R'000	2025 R'000	2024 R'000	
<b>ASSETS</b>					
<b>Non-current assets</b>					
	<b>10 753 914</b>	10 159 063	<b>8 280 922</b>	8 160 885	
Investment property	10 731 354	10 138 679	300 799	270 800	
Fair value of property portfolio	3 10 387 204	9 791 564	298 742	268 645	
Right-of-use assets	3 92 554	90 618	–	–	
Straight-line rental income adjustment	4 251 596	256 497	2 057	2 155	
Property, plant and equipment	2 053	2 370	1 887	2 141	
Deferred taxation	5 6 058	6 058	–	–	
Derivative financial instruments – swaps	6 –	6 526	–	6 526	
Loans receivable	7 14 449	5 430	–	–	
Loans to subsidiaries	8 –	–	5 877 680	5 780 862	
Interest in subsidiaries	8 –	–	2 100 556	2 100 556	
<b>Current assets</b>					
	<b>389 207</b>	369 828	<b>63 149</b>	92 785	
Trade and other receivables	10 290 858	244 894	9 428	16 590	
Loans receivable	7 450	451	–	–	
Derivative financial instruments – swaps	6 1 433	11 854	1 433	11 854	
Cash and cash equivalents	11 96 466	112 629	52 288	64 341	
<b>Non-current assets held-for-sale</b>					
Investment property held-for-sale	12 76 495	50 350	–	–	
<b>Total assets</b>					
	<b>11 219 616</b>	10 579 241	<b>8 344 071</b>	8 253 671	
<b>EQUITY AND LIABILITIES</b>					
<b>Shareholders' interest</b>					
	<b>6 830 487</b>	6 354 346	<b>4 558 632</b>	4 610 527	
Stated capital	13 4 245 306	4 245 306	4 320 749	4 320 749	
Fair value reserve	14 2 352 746	1 927 603	1 586	9 524	
Share-based payment reserve	15 8 674	8 520	8 674	8 520	
Retained income	223 761	172 917	227 623	271 734	
<b>Non-controlling interests</b>					
	<b>181 690</b>	176 791	–	–	
<b>Non-current liabilities</b>					
	<b>4 007 102</b>	3 856 662	<b>3 773 142</b>	3 633 226	
Interest-bearing liabilities	17 3 867 326	3 738 252	3 753 636	3 623 861	
Lease liabilities	18 120 270	109 045	–	–	
Derivative financial instruments – swaps	6 19 506	9 365	19 506	9 365	
<b>Current liabilities</b>					
	<b>200 337</b>	191 442	<b>12 297</b>	9 918	
Interest-bearing liabilities	17 3 806	3 140	1 893	1 043	
Lease liabilities	18 2 245	11 257	–	–	
Derivative financial instruments – swaps	6 2 955	–	2 955	–	
Trade and other payables	19 191 331	177 045	7 449	8 875	
<b>Total equity and liabilities</b>					
	<b>11 219 616</b>	10 579 241	<b>8 344 071</b>	8 253 671	

# Statements of comprehensive income

for the year ended 31 August 2025

	Note	Consolidated		Company	
		2025 R'000	2024 R'000	2025 R'000	2024 R'000
<b>Revenue</b>		<b>1 512 530</b>	1 487 463	<b>822 032</b>	853 985
Contractual rental income	20	1 130 401	1 110 320	31 822	54 283
Municipal and property recoveries	20	387 030	344 991	18 044	22 191
Management fees	21	–	–	64 758	58 422
Dividends received from Group companies	37	–	–	707 506	718 723
Straight-line rental income adjustment	4	(4 901)	32 152	(98)	366
<b>Property-related expenses</b>	22	<b>(591 964)</b>	(552 647)	<b>(56 431)</b>	(53 408)
<b>Expected credit losses</b>	23	<b>(11 376)</b>	(14 507)	<b>618</b>	–
<b>Net property income</b>		<b>909 190</b>	920 309	<b>766 219</b>	800 577
Administration and corporate costs	24	(51 902)	(48 633)	(47 544)	(45 482)
Profit on Group restructure	8.2	–	–	–	12 235
<b>Fair value adjustments</b>		<b>428 370</b>	231 632	<b>(7 840)</b>	(30 744)
Investment properties and properties held-for-sale	14	453 512	302 581	22 105	8 419
Straight-line rental income adjustment	4	4 901	(32 152)	98	(366)
Interest rate swaps	14	(30 043)	(38 797)	(30 043)	(38 797)
<b>Net profit before finance cost</b>		<b>1 285 658</b>	1 103 308	<b>710 835</b>	736 586
<b>Net finance cost</b>		<b>(317 794)</b>	(323 050)	<b>(307 000)</b>	(286 981)
Finance income	25	22 366	19 355	9 142	9 114
Finance cost	26	(340 160)	(342 405)	(316 142)	(296 095)
<b>Profit before taxation</b>		<b>967 864</b>	780 258	<b>403 835</b>	449 605
Taxation	27	–	–	–	–
<b>Profit for the year after taxation</b>		<b>967 864</b>	780 258	<b>403 835</b>	449 605
Other comprehensive income		–	–	–	–
<b>Total comprehensive income for the year</b>		<b>967 864</b>	780 258	<b>403 835</b>	449 605
<b>Total profit and comprehensive income for the year attributable to:</b>					
Equity holders of the parent		931 871	774 302	403 835	449 605
Non-controlling interests	16	35 993	5 956	–	–
		<b>967 864</b>	780 258	<b>403 835</b>	449 605
Earnings per share (cents)	28	102.36	84.95		
Diluted earnings per share (cents)	28	100.51	83.52		

# Statements of changes in equity

for the year ended 31 August 2025

		Consolidated					
	Notes	Stated capital R'000	Fair value reserve R'000	Share-based payment reserve R'000	Retained income R'000	Non-controlling interests R'000	Total equity R'000
<b>Balance at 1 September 2023</b>		4 251 568	1 663 819	8 096	127 132	198 969	6 249 584
Total profit and comprehensive income for the year		-	-	-	774 302	5 956	780 258
Acquisition of treasury shares	13	(6 262)	-	-	-	-	(6 262)
Dividends declared	30	-	-	-	(455 526)	(28 134)	(483 660)
Share-based payments vested	15	-	-	(14 299)	-	-	(14 299)
Recognition of share-based payments expense	15	-	-	14 723	(9 207)	-	5 516
Transfer to fair value reserve – investment properties	14	-	302 581	-	(302 581)	-	-
Transfer to fair value reserve – interest rate swaps	14	-	(38 797)	-	38 797	-	-
<b>Balance at 31 August 2024</b>		<b>4 245 306</b>	<b>1 927 603</b>	<b>8 520</b>	<b>172 917</b>	<b>176 791</b>	<b>6 531 137</b>
Total profit and comprehensive income for the year		-	-	-	931 871	35 993	967 864
Dividends declared	30	-	-	-	(455 439)	(31 094)	(486 533)
Share-based payments vested	15	-	-	(6 029)	-	-	(6 029)
Recognition of share-based payments expense	15	-	-	6 183	(445)	-	5 738
Transfer to fair value reserve – investment properties	14	-	455 186	-	(455 186)	-	-
Transfer to fair value reserve – interest rate swaps	14	-	(30 043)	-	30 043	-	-
<b>Balance at 31 August 2025</b>		<b>4 245 306</b>	<b>2 352 746</b>	<b>8 674</b>	<b>223 761</b>	<b>181 690</b>	<b>7 012 177</b>

## Statements of changes in equity

(continued)

		Company					
	Notes	Stated capital R'000	Fair value reserve R'000	Share-based payment reserve R'000	Retained income R'000	Non- controlling interests R'000	Total equity R'000
<b>Balance at 1 September 2023</b>		4 327 011	39 902	8 096	256 520	–	4 631 529
Total profit and comprehensive income for the year		–	–	–	449 605	–	449 605
Acquisition of treasury shares	13	(6 262)	–	–	–	–	(6 262)
Dividends declared	30	–	–	–	(455 563)	–	(455 563)
Share-based payments vested	15	–	–	(14 299)	–	–	(14 299)
Recognition of share-based payments expense	15	–	–	14 723	(9 207)	–	5 516
Transfer to fair value reserve – investment properties	14	–	8 419	–	(8 419)	–	–
Transfer to fair value reserve – interest rate swaps	14	–	(38 797)	–	38 797	–	–
<b>Balance at 31 August 2024</b>		<b>4 320 749</b>	<b>9 524</b>	<b>8 520</b>	<b>271 734</b>	<b>–</b>	<b>4 610 527</b>
Total profit and comprehensive income for the year		–	–	–	403 835	–	403 835
Dividends declared	30	–	–	–	(455 439)	–	(455 439)
Share-based payments vested	15	–	–	(6 029)	–	–	(6 029)
Recognition of share-based payments expense	15	–	–	6 183	(445)	–	5 738
Transfer to fair value reserve – investment properties	14	–	22 105	–	(22 105)	–	–
Transfer to fair value reserve – interest rate swaps	14	–	(30 043)	–	30 043	–	–
<b>Balance at 31 August 2025</b>		<b>4 320 749</b>	<b>1 586</b>	<b>8 674</b>	<b>227 623</b>	<b>–</b>	<b>4 558 632</b>

# Statements of cash flows

for the year ended 31 August 2025

	Notes	Consolidated		Company	
		2025 R'000	2024 R'000	2025 R'000	2024 R'000
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>					
Cash generated from operations	29	868 838	829 891	25 422	44 241
Finance income	25	14 000	12 868	8 915	8 977
Finance cost	26	(347 700)	(365 568)	(335 219)	(328 067)
Dividends received from Group companies	37	–	–	707 506	718 723
Dividends paid	30	(486 533)	(483 660)	(455 439)	(455 563)
Net cash generated from/(utilised in) operating activities		48 605	(6 469)	(48 815)	(11 690)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>					
Capital expenditure and additions on investment property	3	(276 965)	(149 401)	(8 187)	(1 625)
Acquisition of property, plant and equipment		(463)	(983)	(467)	(967)
Proceeds on disposal of investment properties		114 075	35 625	–	–
Loans receivable advanced	7	(9 018)	–	–	–
Loans receivable repaid	7	–	242	–	–
Loans advanced to subsidiaries	8	–	–	(71 230)	(117 874)
Net cash utilised in investing activities		(172 371)	(114 517)	(79 884)	(120 466)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>					
Repayment of lease liabilities	18	(9 044)	(8 891)	–	–
Capital portion		2 213	2 170	–	–
Interest payment		(11 257)	(11 061)	–	–
Acquisition of treasury shares	13	–	(6 262)	–	(6 262)
Shares acquired in terms of share-based payment	15	(6 029)	(14 299)	(6 029)	(14 299)
Net movement in interest-bearing liabilities	17	122 675	201 516	122 675	191 719
Interest-bearing liabilities movement in access facility*		(20 000)	104 105	(20 000)	105 919
Interest-bearing liabilities raised		200 000	111 611	200 000	100 000
Repayment of borrowings		(57 325)	(14 200)	(57 325)	(14 200)
Net cash generated from financing activities		107 603	172 064	116 646	171 158
Net (decrease)/increase in cash and cash equivalents		(16 163)	51 078	(12 053)	39 003
Cash and cash equivalents at the beginning of the year		112 629	61 551	64 341	25 339
Cash and cash equivalents at the end of the year	11	96 466	112 629	52 288	64 341

\* Movement in the access facility comprises of drawdowns which resulted in inflows of R310 million and capital repayments which resulted in outflows of R330 million. (2024: drawdowns of R365 million and capital repayments of R260.9 million).

# Notes to the annual financial statements

for the year ended 31 August 2025

## 1. Standards and interpretations issued and not yet effective

At the date of approval of these annual financial statements, certain new accounting standards, amendments and interpretations to existing standards have been published but are not yet effective, and have not been adopted early by the Group and Company.

All of the pronouncements will be adopted in the Group's accounting policies for the first period beginning after the effective date of the pronouncement. Information on new standards, amendments and interpretations that are expected to be relevant to the Group financial statements is provided on the following pages. Certain other new standards and interpretations have been issued but are not expected to have a material impact on the Group financial statements.

Accounting standard or interpretation	Amendment	Impact on financial statement
IFRS 9: <i>Financial Instruments</i> is effective for annual periods beginning on or after 1 January 2026.	<p>Amendment: Lease derecognition of lease liabilities:</p> <ul style="list-style-type: none"> <li>■ Clarifies lessee accounting of a lease liability by adding reference to IFRS 9.3.3.3.</li> </ul> <p>Amendment: Transaction price:</p> <ul style="list-style-type: none"> <li>■ Reference to transaction price deleted and required wording around it providing reference to IFRS 15.</li> </ul>	This amendment will have no impact on the financial statements.
IFRS 9: <i>Financial Instruments</i> is effective for annual periods beginning on or after 1 January 2026.	<p>Amendment: Derecognition of financial liabilities</p> <ul style="list-style-type: none"> <li>■ Clarifies that financial liabilities are derecognised on the settlement date.</li> <li>■ Inclusion of accounting policy choice to derecognise financial liabilities settled using an electronic payment system before the settlement date if certain criteria are met.</li> </ul>	This amendment will have no impact on the financial statements.
IFRS 7: <i>Financial Instruments</i> : Disclosure is effective for annual periods beginning on or after 1 January 2026.	<p>Amendment: Classification of financial assets:</p> <ul style="list-style-type: none"> <li>■ Clarify the assessment of contractual cash flow characteristics for financial assets with environmental, social and governance ("ESG") and similar contingent features.</li> <li>■ Clarifications relating to financial assets with non-recourse features and contractually linked financial assets.</li> </ul>	This amendment will have no impact on the financial statements.
IFRS 18: <i>Presentation and Disclosure in Financial Statements</i> is effective for annual periods beginning on or after 1 January 2027.	<p>New standard: This standard deals with the presentation and disclosure of information in general purpose financial statements; new requirements:</p> <ul style="list-style-type: none"> <li>■ New mandatory totals or subtotals within the statement of financial performance;</li> <li>■ Disclosure regarding management defined performance measures;</li> <li>■ Aggregation and disaggregation of financial information based on the identified "roles" of the primary financial statements and the notes;</li> <li>■ Operating profit must be the starting point for indirect method cash flows; and</li> <li>■ Consequential amendments to other accounting standards.</li> </ul>	The Group is in the process of assessing the impact of this new standard on the financial statements.

## 1. Standards and interpretations issued and not yet effective (continued)

Accounting standard or interpretation	Amendment	Impact on financial statement
IFRS 19: <i>Subsidiaries without Public Accountability</i> : Disclosure is effective for annual periods beginning on or after 1 January 2027.	<p>New standard: IFRS 19 permits eligible subsidiaries to apply IFRS Accounting Standards with reduced disclosures (optional election).</p> <ul style="list-style-type: none"> <li>■ Disclosures specified or cross referenced per applicable accounting standard.</li> <li>■ Financial statements to state compliance with IFRS Accounting Standards and the requirements of IFRS 19.</li> </ul>	The Group is in the process of applying the new standard to the 2025 subsidiary financial statements which will result in reduced disclosures.

## 2. Material accounting policies

### 2.1 Reporting entity

Dipula Properties Limited is a company domiciled in South Africa.

The consolidated and separate financial statements for the year ended 31 August 2025 comprise the Company and its subsidiaries (together referred to as the "Group") and the accounting policies listed below apply to both the consolidated and separate financial statements.

The financial statements were authorised for issue by the directors on 3 December 2025.

### 2.2 Basis of preparation

The consolidated and separate financial statements ("financial statements") are prepared on the historical cost basis, except for the measurement of investment property and certain financial instruments which are measured at fair value and incorporate the principal accounting policies set out below and in the individual notes to the financial statements. Fair value adjustments (where applicable) do not affect the calculation of distributable earnings but do affect the net asset value per share to the extent that adjustments are made to the carrying values of assets and liabilities.

Except for the amendments adopted as set out below in point 2.5, all accounting policies applied by the Group and the Company in the preparation of these financial statements are consistent with those applied by the Group and the Company in its financial statements as at and for the year ended 31 August 2025.

The financial statements are prepared on the going concern basis. The Company's financial statements are presented in South African rand, which is the functional and presentation currency.

### 2.3 Statement of compliance

The accounting policies of the Group comply with IFRS Accounting Standards as issued by the IASB and IFRIC<sup>®</sup> Interpretations effective for the Group's financial year as well as SA Financial Reporting Requirements, and the Companies Act of South Africa, 2008, as amended, applicable to companies reporting under IFRS Accounting Standards and the JSE Listings Requirements.

### 2.4 Use of significant estimates and judgements

The preparation of financial statements in conformity with IFRS Accounting Standards requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgements about carrying amounts of assets and liabilities that are not readily apparent from other sources.

# Notes to the annual financial statements

(continued)

for the year ended 31 August 2025

## 2. Material accounting policies (continued)

### 2.4 Use of significant estimates and judgements (continued)

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or the period of the revision and future periods if the revision affects both current and future periods.

Actual results may differ from these estimates.

Judgements made by management in the application of IFRS accounting standards that have a significant effect on the financial statements, and estimates with a significant risk of material adjustment in the next year are set out in note 2.22.

### 2.5 New and amended standards

The adoption of new and amended standards on 1 September 2024 did not affect the Group or Company's previously reported financial results, disclosures or accounting policies and did not impact the Group or Company's results upon transition. Other amendments to standards that are effective for annual periods beginning on or after 1 September 2024, but not mentioned previously, are not expected to have a significant impact on the Group and Company's reported assets and liabilities. Annual improvements effective 1 September 2024 that were not early adopted are not expected to have a significant impact on the Group and Company's reported assets and liabilities and disclosures.

### 2.6 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the subsidiaries.

All intra-group assets, liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group, and the profits or losses resulting from intra-group transactions that are recognised in assets such as property, plant and equipment are eliminated on consolidation.

The non-controlling interests in the net assets of consolidated subsidiaries are identified separately from the Group's equity therein. The non-controlling interests consist of the amount of those interests at the date of the original business combination and the non-controlling shareholders' share of changes in equity since the date of the combination.

#### Subsidiaries

Subsidiaries are those entities controlled by the Group, the financial statements of the subsidiaries are included in the consolidated financial statements from the date that control commenced until the date that control ceases.

Control is achieved when the Group:

- Has power over the investee;
- Is exposed, or has rights, to variable returns from its involvement with the investee; and
- Has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts or circumstances indicate that one or more of the elements listed above have changes during the year.

In the case of the Company, investments in subsidiaries are measured at cost less impairment losses.

#### Non-controlling interests

Non-controlling interests are measured initially at their proportionate share of the acquiree's identifiable net assets at the date of acquisition and adjusted in the same proportion for the profit or loss at each reporting date.

Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

The Group considers the non-controlling interests to be material if they are greater than 10% of Group net assets.

## 2. Material accounting policies (continued)

### 2.7 Joint operations

A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement and has joint rights to the assets and obligations relating to the arrangement.

Joint control is the contractually agreed sharing of control of an arrangement, which exists when decisions about the relevant activities require the unanimous consent of the parties sharing control.

When a Group entity transacts with its joint operation, profits and losses resulting from the transactions with the joint operation are recognised in the Group's consolidated annual financial statements only to the extent of interests in the joint operation that are not related to the Group.

The Group as a joint operator recognises in relation to its interest in a joint operation:

- its assets, including its share of any assets held jointly;
- its liabilities, including its share of any liabilities incurred jointly;
- its revenue, including its share of revenue arising from the sale of the output arising from the joint operation; and
- its expenses, including its share of any expenses incurred jointly.

The Group accounts for assets, liabilities, revenue and expenses relating to its interest in a joint operation in accordance with the IFRS accounting standards applicable to the particular assets, liabilities, revenues and expenses.

When a Group entity transacts with a joint operation in which a Group entity is a joint operator (such as a sale or contribution of assets), the Group is considered to be conducting the transaction with the other parties to the joint operation, and gains and losses resulting from the transactions are recognised in the Group's consolidated financial statements only to the extent of other parties' interests in the joint operation.

When a Group entity transacts with a joint operation in which a Group entity is a joint operator (such as a purchase of assets), the Group does not recognise its share of the gains and losses until it resells those assets to a third party.

### 2.8 Investment property

Investment properties are initially measured at cost with inclusion of transaction costs. Investment properties are properties held to earn rental income but not for sale in the ordinary course of business or for administration purposes.

The cost of investment property comprises the purchase price and directly attributable expenditure.

Major improvements and renovations to properties subsequent to the purchase of properties are capitalised.

Investment property is maintained, upgraded and refurbished, where necessary, in order to preserve or improve the capital value as far as it is possible to do so. Maintenance and repairs which neither materially add to the value of the properties nor prolong their useful lives are charged against profit or loss.

Tenant installation and letting commission costs are capitalised to the cost of a building and amortised over the period of the tenant's lease. All these items are included in the fair value of investment property.

If a replacement part is recognised in the carrying amount of the investment property, the carrying amount of the replaced part is derecognised.

After initial recognition, investment properties are measured at fair value.

Investment properties above R12 million in value at the last valuation date are valued by external independent registered valuers with appropriate and recognised professional qualifications and recent experience in the location and category of property being valued.

# Notes to the annual financial statements

(continued)

for the year ended 31 August 2025

## 2. Material accounting policies (continued)

### 2.8 Investment property (continued)

One-third of the below R12 million in value (at the last valuation date) are valued externally while the remaining two thirds are valued internally by directors. Independent valuations for these below R12 million in value properties are obtained on a rotational basis, ensuring that every property below the threshold is valued at least once every three years by an external independent valuer.

Valuations are done on the open market value basis and the valuers use either the discounted cash flow method or the capitalisation of net income method or a combination of the methods.

Gains or losses arising from changes in the fair values are included in profit or loss in the period in which they arise. Such gains or losses are transferred to a non-distributable fair value reserve in the statement of changes in equity and excluded from the calculation of distributable earnings.

The straight-lining of lease income is deducted from investment property as the discounted value of future rental cash flows forms part of the valuation methodology of investment property.

Gains or losses on the disposal of investment property are recognised as a fair value adjustment in profit or loss, and are calculated as the difference between the net selling price and the fair value of the property as valued in the most recent annual financial statements. Such gains or losses are excluded from the calculation of distributable earnings.

#### Investment property held-for-sale

##### Classification

Non-current assets held-for-sale are those investment properties whose carrying amount will be recovered principally through sale rather than use. To classify the investment property as a non-current asset held-for-sale, it must be available for immediate sale in its present condition, subject only to terms that are usual for the sale of such assets, and the sale must be highly probable within 12 months. For the sale to be highly probable, management must be committed to a plan to dispose of the investment properties, actively market them, and expect that the properties will be sold within 12 months.

##### Measurement

Investment property classified as held-for-sale is carried at fair value in terms of IAS 40: *Investment Properties*.

### 2.9 Leases

#### Group as lessor

The Group is party to leasing contracts as the lessor of property. All leases are operating leases and the majority of the risks and rewards of ownership is retained by the Group.

Rental income is recognised on a straight-line basis over the period of the lease term.

The Group provides certain incentives for the lessee to enter into lease agreements. Initial periods of the lease is recognised as an integral part of the net consideration agreed for the use of the leased property, irrespective of the nature, form or timing of payments of the incentives provided.

The Group recognises the aggregate cost of incentives as a reduction of rental income over the lease term, on a straight-line basis.

#### Group as lessee

The Group is a party to leasehold land in respect of properties located in Gauteng, KwaZulu-Natal and Eastern Cape.

Land leases are initially recognised as a right-of-use asset in the statement of financial position, at the same measurement as the corresponding lease liability. The right-of-use asset is subsequently measured at fair value. Changes in fair value are transferred to a non-distributable reserve in the statement of changes in equity and excluded from the calculation of distributable earnings.

## 2. Material accounting policies (continued)

### 2.9 Leases (continued)

#### Lease liability

Lease liabilities are initially measured at the present value of the lease payments and subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect lease payments made. Lease liabilities are presented as a separate line item on the statement of financial position.

The liability was measured at the present value of the remaining lease payments, discounted using the incremental borrowing rate at date of adoption of IFRS 16.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed lease payment; and
- lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option.

Leases with variable lease payments that are linked to the performance are excluded from the definition of lease payments and consequently no lease liability is recognised for those variable lease payments. These variable lease payments are expensed through profit or loss.

The Group re-measures the lease liability when there has been a change to the lease term or a lease contract has been modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised payment using a revised discount rate. Where the lease liability is remeasured, a corresponding adjustment is made to the carrying amount of the underlying right-of-use asset.

Short-term leases (less than a year) or a lease of a low-value asset (less than R100 000) are expensed to profit or loss in terms of the recognition exemption.

#### Right-of-use asset

The Group recognises a right-of-use asset and a lease liability at the lease commencement date.

The right-of-use asset is measured at the initial amount of the lease liability adjusted for any lease payments made in advance, plus any initial direct costs incurred less any lease incentives received.

A right-of-use asset in relation to leased land is recognised as investment property (note 2.8).

### 2.10 Financial instruments

Financial instruments include loans receivable, cash and cash equivalents, derivative financial assets, interest-bearing liabilities, loans with subsidiaries, trade and other receivables, trade and other payables and lease liabilities.

Financial assets and financial liabilities are recognised when the Group and Company becomes a party to the contractual provision of the instrument.

Financial assets and liabilities are measured at fair value at the time of initial recognition. Transaction costs that are directly attributable to the acquisition of financial assets and issuance of financial liabilities other than financial assets and liabilities measured at fair value through profit or loss ("FVTPL") are added to the fair value of the financial assets or deducted from the fair value of financial liabilities. Transaction costs that are directly attributable to the acquisition or issuance of the financials assets at FVTPL or financial liabilities at FVTPL are recognised in profit or loss.

Non-derivative financial assets are classified as "financial assets at amortised cost".

## Notes to the annual financial statements

(continued)

for the year ended 31 August 2025

**2. Material accounting policies (continued)****2.10 Financial instruments (continued)**

Financial assets are classified as "financial assets at amortised cost" if both of the following conditions are met:

- the financial assets are held within a business model for which the objective is to hold financial assets to collect contractual cash flows; and
- the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Subsequent to initial recognition, financial assets at amortised cost are measured at amortised cost using the effective interest method, less any impairments. Interest income based on the effective interest rate is recognised in profit or loss.

Subsequent to initial recognition, financial instruments are measured as follows:

**Trade receivables and other receivables**

Trade receivable and other receivables are classified as financial instruments held at amortised cost.

Trade receivables includes lease receivables recognised in accordance with of IFRS 16: *Leases and revenue* transactions initially recognised at the transaction price in accordance with IFRS 15: *Revenue* from contracts with customers and subsequently measured at amortised cost.

The Group is following the simplified approach for impairment in terms of the practical expedient in IFRS 9 where impairment losses are measured at lifetime expected credit loss for trade receivables as there are no significant financing component to trade receivables.

In considering any impairments, the Group assesses each tenant individually and takes into account a significant increase in credit risk, deposits held, bank guarantees issued by the debtor, additional sureties provided by the principals of the debtors and running credit checks on debtors and their principals. The Group has the right to call on any surety should it be needed. The Group considers a debtor to be in default where repayment is 90 days or more past due and/or once all legal routes to recover the outstanding amounts have been exhausted and the amount is then written off to profit or loss.

The carrying amount of the asset is reduced and the amount of the loss is recognised profit or loss on the face of the statement of comprehensive income. When a trade receivable is non-collectable it is written off to profit or loss.

A reversal of an impairment loss is recognised in the profit or loss and is shown on the face of the statement of comprehensive income.

No adjustment is made for the effect of time value of money as receivables have a short-term profile.

**Cash and cash equivalents**

Cash and cash equivalents are carried subsequently at amortised cost.

Cash and cash equivalents include cash balances, call deposits, and short term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

**Loans receivable**

Loans receivable are carried at amortised cost using the effective interest rate method net of expected credit losses.

The Group considers any expected credit losses on all loans receivable at the end of each reporting period.

## 2. Material accounting policies (continued)

### 2.10 Financial instruments (continued)

The loss allowance is measured using what is referred to as the general approach, at an amount equal to lifetime expected credit losses ("ECL") when there has been a significant increase in credit risk since initial recognition.

If the credit risk has not increased significantly since initial recognition, then the loss allowance is measured at 12-month expected credit losses. The Group considers a significant increase in credit risk when a debt is 30 days past due. The Group considers a debt to be in default where repayment is 90 days or more past due.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of an instrument, while 12-month ECL represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date.

#### Loans with subsidiaries

Loans with subsidiaries are carried at amortised cost using the effective interest rate method.

The expected credit losses for loans with subsidiaries are calculated on a subsidiary level at the end of each reporting period. The ECL is determined using the general approach per IFRS 9: *Financial Instruments*.

Expected credit losses are measured individually for each loan to subsidiaries or loans to Group companies and the loss allowance is measured using the general approach.

For loans with subsidiaries that have no fixed terms of repayment, expected credit losses are based on the assumption that repayment of the loan is demanded at the reporting date. If the subsidiary has sufficient accessible liquid assets in order to repay the loan if demanded at the reporting date, the probability of default is usually assessed as low and the ECL is immaterial.

If the subsidiary could not repay the loan if demanded at the reporting date, the Group classifies this loan as non-performing and considers the manner of recovery to measure ECL. If the recovery strategies indicate that the lender would fully recover the outstanding debt, the ECL is limited to the effect of discounting the amount owing on the loan (at the loan's effective rate, which is regarded at 0% where the loan is interest-free) over the period until the cash is realised. If the effective interest rate is 0% and all strategies indicate the lender will fully recover the outstanding debt, no impairment loss is recognised.

The Group writes off a loan when there is information indicating that the subsidiary is in severe financial difficulty and there is no realistic prospect of recovery.

**Trade and other payables** – Carried at amortised cost using the effective interest method.

**Interest-bearing borrowings** – Carried at amortised cost using the effective interest method.

**Derivative financial instruments comprise interest rate swaps and interest rate caps** – Classified as at fair value through profit or loss (refer to policy 2.12).

### 2.11 Impairment

#### Non-financial assets

The carrying amounts of the Group's non-financial assets, other than investment property, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated.

An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount and is recognised in profit or loss.

# Notes to the annual financial statements

(continued)

for the year ended 31 August 2025

## 2. Material accounting policies (continued)

### 2.11 Impairment (continued)

Impairment losses recognised are allocated first to reduce the carrying amount of any goodwill allocated at CGU level and then to reduce the carrying amounts of the other assets on a pro rata basis.

The recoverable amount of an asset is the greater of their fair value less cost of disposal and their value in use.

In assessing value in use, the estimated future cash flows are discounted to their present value using the pre-tax discount rate.

In respect of other assets except goodwill, an impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount and there is an indication that the impairment loss no longer exists or has decreased.

An impairment loss is reversed only to the extent that the carrying amount of the asset does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

All impairment losses and the reversal of impairment losses are recognised in profit or loss.

### 2.12 Derivative financial instruments

The Group uses derivative financial instruments to economically hedge its exposure to interest rate risk arising from its financing activities. The Group does not hold or issue derivative financial instruments for trading purposes. However, as the hedge relationship is not designated as a hedge for accounting purposes, the derivatives are accounted for as trading instruments. Derivative financial instruments are initially recognised at fair value.

Subsequent to initial recognition derivative financial instruments are measured at fair value through profit or loss. The gain or loss on remeasurement to fair value is recognised immediately in profit or loss. Any gains or losses on these financial instruments arising from changes in fair value do not affect distributable earnings.

These gains or losses are transferred from retained earnings to a fair value reserve as they are not available for distribution.

The fair value of an interest rate swap and an interest rate cap is the estimated amount that the Group would receive or pay to terminate the swap or cap at the reporting date, taking account of current interest rates and the current creditworthiness of the swap counterparties.

### 2.13 Stated capital

Ordinary shares are classified as equity. External costs directly attributable to the issue of new shares are shown as a deduction in equity from the proceeds.

#### Treasury shares

When share capital recognised as equity is repurchased, the amount of the consideration paid, including directly attributable costs, is recognised as a change in equity. Repurchased shares are classified as treasury shares and presented as a deduction from total equity.

All costs relating to the acquisition of treasury shares as well as gains or losses on disposal or cancellation of treasury shares are recognised directly in equity.

Dipula shares held by its subsidiaries and itself are treated as treasury shares. These shares are deducted from the weighted average shares in issue. Dividends received on treasury shares are eliminated on consolidation.

## 2. Material accounting policies (continued)

### 2.14 Revenue

#### Group

Revenue comprises gross rental revenue and recoveries of rates, operating costs and municipal recoveries, excluding VAT. Rental income excludes tenant deposits which represent financial advances made by tenants as guarantees during the lease and are repayable by the Group upon termination of the lease contracts.

Rental revenue from investment property is recognised in profit or loss on a straight-line basis over the term of the lease.

When a contract includes both lease and non-lease components, the Group accounts for the non-lease component in accordance with the relevant standard.

Types of revenues	Recognition	Period
Contractual rental income	Recognised as income on a straight-line basis over the lease term.	Over time
Tenant recoveries	Tenant recoveries are recognised over the period for which the services are rendered. The Group acts as its own principal on its own account when recovering operating costs such as utilities from tenants. Tenants recoveries are accounted for in accordance with IFRS 15: <i>Revenue</i> from contracts with customers.	Over time
Contingent rents (turnover rental)	Included in revenue when the amounts can be reliably measured.	Over time
Dividends	Recognised when the Group's right to receive payment is established, usually upon declaring a dividend.	Over time

#### Company

Revenue from contracts with customers comprises of the below and are recognised over time:

- Asset management fees which are based on a percentage of enterprise value and are invoiced monthly
- Property management fees which are based on a collection of revenue collected and are invoiced monthly
- Building recoveries are based on recovery of salary costs incurred by property management and are invoiced monthly

### 2.15 Expenses

Service costs for service contracts entered into and property operating and municipal costs are expensed as incurred.

### 2.16 Finance costs and finance income

Finance costs comprise interest payable on borrowings calculated using the effective interest rate method, as well as interest on the lease liability and is recognised in profit or loss as it accrues.

Finance income comprises interest received on funds invested and is recognised in profit or loss as it accrues, taking into account the effective yield on the asset.

Finance costs and finance income are recognised in profit and loss.

Borrowing costs are capitalised using the Group's weighted average cost of capital to the extent that they are directly attributable to the acquisition, construction or production of a qualifying asset. Capitalisation of borrowing costs commences when the activities to prepare the asset are in progress and expenditures and borrowing costs are being incurred. Capitalisation of borrowing costs may continue until the assets are substantially ready for their intended use.

# Notes to the annual financial statements

(continued)

for the year ended 31 August 2025

## 2. Material accounting policies (continued)

### 2.17 Income tax

Income tax for the year comprises current and deferred tax. Income tax is recognised in profit or loss except to the extent that it relates to business combinations or items recognised directly in equity or other comprehensive income. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at reporting date, and any adjustments to tax payable in respect of previous years.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not provided for the following temporary differences: initial recognition of assets and liabilities in a transaction that is not a business combination, where the initial recognition affects neither accounting nor taxable profit or loss and on differences relating to investments in subsidiaries, associates and joint operations to the extent that the parent company is able to control the timing of the reversal of the temporary differences and they will probably not reverse in the foreseeable future.

Current tax is the expected tax payable on taxable income, after deducting the qualifying distribution for the year of assessment, using tax rates that have been enacted or substantively enacted by the reporting dates and includes adjustments for tax payable in respect of the previous years. In accordance with the REIT status, dividends declared are treated as a qualifying distribution in terms of section 25BB of the Income Tax Act.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable group, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

#### Non-REIT assets and liabilities

The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the reporting date.

#### REIT assets and liabilities

In respect of investment properties the measurement of deferred tax is based on a rebuttable presumption that the amount of the investment property will be recovered entirely through sale. Capital gains and losses for property sold by a REIT are disregarded and the rate relevant to recoupments is 27%. Investment properties are held as long-term income generating assets. Therefore, should any property no longer meet the Company's investment criteria and be sold, any profits or losses will be capital in nature and will be taxed at rates applicable to capital gains (current nil). Allowances previously claimed will be recouped on sale.

Where an accumulated loss is available to shield this recoupment, a deferred tax asset is raised.

In respect of other assets and liabilities deferred tax is provided based on the expected manner of realisation or settlement taking into account the entity's expectation that it will pay dividends and will receive a tax deduction making it in substance exempt.

### 2.18 Segmental reporting

A segment is a distinguishable component of the Group that is engaged either in providing services (products and services), or in providing services within a particular economic environment (geographical areas), which is subject to risks and returns that are different from those of other segments. All operations are located in South Africa. The business segments are determined based on the Group's management and internal reporting structure.

For each strategic business segment, the entity's chief executive officer, who is the chief operating decision maker, reviews the internal management reports on a monthly basis.

## 2. Material accounting policies (continued)

### 2.18 Segmental reporting (continued)

The Group operates in the following segments:

- **Retail** – properties comprising shopping centres;
- **Offices** – properties which include high rise and low rise offices, office parks, as well as mixed-use properties comprising both office and retail;
- **Industrial** – properties which include warehousing, industrial parks, low and high grade industrial land zoned for developments as well as mini, midi and maxi units;
- **Land** – undeveloped land;
- **Residential** – property used for tenants to live in; and
- **Corporate** – management of the Group.

The Group will from time to time invest in/divest from certain segments, in which case segmental reporting will be adjusted to reflect only the relevant operating segments.

Segment results include revenue and expenses directly attributable to a segment and the relevant portion of Group revenue and expenses that can be allocated on a reasonable basis to a segment. Segmental assets comprise those assets that are directly attributable to the segment or can be allocated to the segment on a reasonable basis.

### 2.19 Employee benefits

The cost of all short-term employee benefits (expected to be settled wholly within 12 months), is recognised during the period in which the employee renders the related service. Short-term employee benefits are measured on an undiscounted basis.

Employees of the Group belong to a defined contribution plan.

The accrual for employee entitlements to salaries and leave represent the amount which the Group has a present obligation to pay as a result of the employees' services provided at the reporting date.

### 2.20 Share-based payments

Services received or acquired in a share-based payment transaction are recognised as the services are received.

A corresponding increase in equity is recognised if the services were received in an equity-settled share-based payment transaction. For equity-settled share-based payment transactions, the goods or services received, and the corresponding increase in equity, are measured directly at the fair value of the goods or services received, unless that fair value cannot be estimated reliably.

If the fair value of the goods or services received cannot be estimated reliably, their value and the corresponding increase in equity are measured indirectly by reference to the fair value, at grant date, of the equity instruments granted. When the services received or acquired in a share-based payment transaction do not qualify for recognition as assets, they are recognised as expenses.

As the share-based payments granted do not vest until the counterparty completes a specified period of service and also meets various performance hurdles, the Group accounts for those services on a straight-line basis over the vesting period. If the share-based payments vest immediately, the services received are recognised immediately in full.

As reported previously, shareholders have approved a long-term retention and incentive scheme which is based on individual performance relative to personal critical performance area targets, the Group's performance relative to industry benchmarks and relative to an inflation-linked target. As the above are equity-settled share-based payments, the accounting treatment is to recognise the share-based payments on a straight-line basis over the vesting periods.

# Notes to the annual financial statements

(continued)

for the year ended 31 August 2025

## 2. Material accounting policies (continued)

### 2.20 Share-based payments (continued)

Under the scheme senior management and executives of Dipula Properties Limited are provided with performance shares. These shares have no dividends or voting rights until the shares vest and become unrestricted.

The vesting of the share options are based on a three-year vesting period with the performance conditions attached to the vesting of the shares. The performance conditions are reviewed with each tranche that is issued.

The following conditions are taken into account:

- Average combined distributable earnings per share growth relative to CPI;
- Average combined distributable earnings per share growth relative to peers over the three-year period (weighted by market value; and
- KPI achievement.

Modifications to the Conditional Share Plan ("CSP") are only accounted for if the modification results in an increase of benefits to CSP participants.

Under or over provisions realised at vesting date of equity-settled instruments are recognised in equity as a direct transfer from the share-based payment reserve to retained income.

### 2.21 Related parties

Related parties in the case of the Company include Group companies and any shareholder who is able to exert a significant influence on the operating policies of the Company. Directors, their close family members and any employee who is able to exert significant influence on the operating policies of the Company are also considered to be related parties.

### 2.22 Accounting estimates and judgements

Estimates and judgements are an integral part of financial reporting and, as such, have an impact on the amounts reported in the Group's income, expenses, assets and liabilities.

#### Estimates and judgements

Management discusses with the audit and risk committee the development, selection and disclosure of the Group's critical accounting policies and estimates and the application of these policies and estimates. Actual results may differ from these estimates.

Information on the key estimations and uncertainties that have had the most significant effect on the amounts recognised in the financial statements are set out in the following notes in the financial statements:

Application of the following accounting policies, namely:

- Fair value of investment properties (note 35.4)
- Investment property held-for-sale (note 12)
- Deferred taxation and taxation (note 5 and note 27)
- Trade and other receivables (note 10 and note 35)
- Loans advanced to subsidiaries (note 8)
- Preparation of cash flow forecasts (note 40)
- Control versus joint operation – Detnet (note 9)

#### Fair value of investment property and investment property held-for-sale

The revaluation of investment property requires judgement in the determination of an appropriate discount rate and reversionary capitalisation rate.

## 2. Material accounting policies (continued)

### 2.22 Accounting estimates and judgements (continued)

#### Deferred tax and taxation

Deferred tax assets are raised to the extent that it is probable that future taxable profit will be available against which the unused tax losses and unused tax credits can be utilised. Assessment of future taxable profit is performed at every reporting date in the form of future cash flows using a suitable growth rate for a five-year period, incorporating the 80/20 principle. As the Company has obtained REIT status effective 1 September 2013, the Company and its controlled property company subsidiaries are not liable for capital gains tax on the disposal of directly held properties and local REIT securities.

Deferred tax is not recognised on the fair value of investment property as capital gains tax on investment property is not applicable to REITs in terms of section 25BB of the Income Tax Act nor is deferred taxation calculated on the straight-line rental income accrual as it affects neither the Group's distributable income nor taxable profit.

#### Trade and other receivables

Management identifies impairment of trade and other receivables on an ongoing basis, taking into account the financial position of the tenant, past experience and other factors. Impairment adjustments ("ECL") are raised against trade receivables based on a probability-weighted estimate of credit losses. There are no significant trade and other receivables that are doubtful and have not been written off. In determining whether an ECL is required on a particular receivable, the following factors are taken into consideration:

- Age;
- Customer current financial status;
- The industry the tenant operates in;
- Security held; and
- Forward-looking estimates of the economy.

Management performs ECL assessments at each reporting period by estimating the probability of default and loss given default. Refer to note 35: Credit risk management for the key assumptions used in the ECL calculations

#### Loans to subsidiaries

Loans to subsidiaries are tested for impairment using the general model per IFRS 9: *Financial Instruments*, as detailed above in accounting policy 2.10: Financial instruments.

#### Preparation of cash flow forecasts

The application of judgement is inherent in the preparation of cash flow forecasts which are used by the Group and the Company in support of the going concern assumption, the recoverability of rental income from tenants, the anticipated operational costs, capital expenditure relating to properties, the servicing of interest on interest-bearing borrowings and interest rate swaps. The forecast assumes no property acquisitions but includes disposal of certain non-core properties.

The forecasts are based on the expected cash generated by the Group and reviewed by the board of directors on a quarterly basis.

#### Classification of the Detnet co-ownership as joint operation

The Group has assessed the 66.67% held in Detnet in terms of IFRS 10. The Group has recognised the investment in Detnet as a joint operation rather than a subsidiary or joint venture in line with the signed co-ownership agreement in place which provides equal power and exposure for both parties to the agreement.

## Notes to the annual financial statements

(continued)

for the year ended 31 August 2025

## 3. Investment property

	Consolidated		Company	
	2025 R'000	2024 R'000	2025 R'000	2024 R'000
<b>Net fair value</b>				
Property acquisitions and capital expenditure	8 178 202	8 060 970	278 186	270 292
Right-of-use assets	92 554	90 618	–	–
Fair value reserve	2 460 598	1 987 091	22 613	508
	<b>10 731 354</b>	10 138 679	<b>300 799</b>	270 800
<b>Movement for the year</b>				
Investment properties at the beginning of the year	10 048 061	9 644 814	270 800	261 500
Additions at cost	276 965	145 903	8 187	1 252
– arising from subsequent expenditure	249 686	125 947	8 187	1 252
– arising from capitalised interest	26 084	18 925	–	–
– arising from capitalised costs (note 29)	1 195	1 031	–	–
Property disposals	(61 722)	–	–	–
Transferred to non-current assets held-for-sale (note 12)	(96 752)	(65 866)	–	–
Transferred from non-current assets held-for-sale (note 12)	–	9 556	–	–
Change in fair value (note 14)	473 507	309 235	22 105	8 419
Tenant installations cost	5 127	9 641	295	138
Tenant installations amortisation (note 29)	(7 457)	(6 828)	(386)	(399)
Lease commissions cost	14 371	13 813	177	235
Lease commissions amortisation (note 29)	(13 300)	(12 207)	(379)	(345)
Investment properties at the end of the year	10 638 800	10 048 061	300 799	270 800
Less: Straight-line rental income adjustment – per the statement of financial position (note 4)	(251 596)	(256 497)	(2 057)	(2 155)
Net investment properties at year-end	<b>10 387 204</b>	9 791 564	<b>298 742</b>	268 645
<b>Right-of use assets</b>				
Right-of-use assets at the beginning of the year	90 618	88 756	–	–
Right-of-use assets fair value adjustment (note 14)	1 936	1 862	–	–
Right-of-use assets at the end of the year	92 554	90 618	–	–
<b>Total investment properties at year-end</b>	<b>10 479 758</b>	9 882 182	<b>298 742</b>	268 645
<b>Reconciliation to independent and directors' valuations</b>				
Investment properties at valuation at the end of the year	10 479 758	9 882 182	298 742	268 645
Straight-line rental income adjustment – per the statement of financial position (note 4)	251 596	256 497	2 057	2 155
<b>Independent and directors' valuations</b>	<b>10 731 354</b>	10 138 679	<b>300 799</b>	270 800
<b>Total valuations</b>	<b>10 731 354</b>	10 138 679	<b>300 799</b>	270 800
Per independent valuations	10 541 701	9 933 191	300 799	270 800
Per directors' valuations	97 099	114 870	–	–
Right-of-use assets	92 554	90 618	–	–

### 3. Investment property (continued)

A register of investment properties is available for inspection at the registered office of the Company. Refer to the Property portfolio section on [page 215](#) of the integrated report.

The properties valued by independent registered valuers on 31 August 2025 were performed by:

- Asset Valuation Services CC
- Real Insight Proprietary Limited
- Yield Enhancement Solutions Proprietary Limited
- Broll Valuation and Advisory Services Proprietary Limited
- Premium Valuation Services Proprietary Limited

These external, independent property valuers have the appropriate recognised professional qualifications and recent experience in the location and category of the property being valued. They are all registered valuers in terms of section 19 of the Property Valuers Professional Act, No 47 of 2000.

The properties were valued using either the discounted cash flow or capitalisation methods by the internal and external valuers. The valuations were done on an open market basis with consideration given to the future earnings potential and applying an appropriate capitalisation rate to a property. The capitalisation rates used ranged between 8% and 14% (2024: between 8% and 14%). Investment properties held-for-sale were valued at the net sale price, which is considered to be the fair value. Refer to note 35 for more details on fair value measurement.

Investment properties are encumbered as set out in note 17. The Group has no restrictions on the realisability of its investment properties, or the remittance of income and proceeds of disposal.

Included in investment property is industrial property to the value of R0 (2024: R78.1 million), retail property to the value of R598.5 million (2024: R1.7 billion), office property to the value of R208.9 million (2024: R51.4 million), residential property to the value of R57.0 million (2024: R0) and land to the value of R0 (2024: R19.2 million) that are currently under development.

Contractual obligations to purchase, construct or develop investment property or for repairs and maintenance of enhancements is disclosed in note 32.

For rental income and direct operating expenses (including repairs and maintenance) arising from investment property that generated rental income during the period refer to note 38.

### 4. Straight-line rental income adjustment

	Consolidated		Company	
	2025 R'000	2024 R'000	2025 R'000	2024 R'000
Balance at the beginning of the year	256 497	224 344	2 155	1 789
Current year movement	(4 901)	32 152	(98)	366
<b>Balance at the end of the year</b>	<b>251 596</b>	<b>256 497</b>	<b>2 057</b>	<b>2 155</b>

## Notes to the annual financial statements

(continued)

for the year ended 31 August 2025

## 5. Deferred taxation

	Consolidated		Company	
	2025 R'000	2024 R'000	2025 R'000	2024 R'000
<b>Deferred taxation</b>				
Balance at the beginning of the year	6 058	6 058	–	–
Current year movement	–	–	–	–
<b>Balance at the end of the year</b>	<b>6 058</b>	<b>6 058</b>	<b>–</b>	<b>–</b>
<b>Balance is made up of:</b>				
Assessed loss balance	7 867	7 867	–	–
Section 13s residential property allowance	(2 117)	(2 117)	–	–
Deferred income current period	102	102	–	–
Bad debt provision adjustment	206	206	–	–
	<b>6 058</b>	<b>6 058</b>	<b>–</b>	<b>–</b>

## 6. Derivative financial instruments – swaps

All interest rate swaps and cap transactions are accounted for in Dipula Properties Limited. The below reflects the Group and Company interest rate swap agreements at the reporting date:

	Trade date	Maturity date	Amount R'000	Nominal %	Consolidated and Company	
					Mark-to-market 2025 R'000	Mark-to-market 2024 R'000
<b>STANDARD BANK</b>						
<b>Interest rate swaps and caps</b>						
Expired during the year	26-Jul-21	26-Jul-25	150 000	5.44	–	3 282
	8-Dec-21	7-Dec-24	300 000	5.90	–	3 562
	29-Mar-21	31-Mar-25	200 000	6.50	–	2 205
			650 000		–	9 049
<b>Current interest rate swaps</b>						
	29-Aug-23	29-Aug-26	300 000	7.85	(2 933)	(3 046)
	18-Jan-24	18-Jan-27	300 000	7.85	(4 308)	(3 354)
	24-Jul-24	24-Jul-27	300 000	7.60	(4 614)	(2 126)
	27-Aug-24	27-Aug-27	300 000	7.30	(3 111)	35
	1-Oct-24	1-Oct-27	300 000	7.25	(2 880)	–
	9-Jun-25	9-Jun-28	150 000	7.16	(1 438)	–
	23-Jul-25	23-Jul-28	500 000	7.04	(3 155)	–
			2 150 000		<b>(22 439)</b>	<b>(8 491)</b>

## 6. Derivative financial instruments – swaps (continued)

					Consolidated and Company	
	Trade date	Maturity date	Amount R'000	Nominal %	Mark-to-market 2025 R'000	Mark-to-market 2024 R'000
<b>Interest cap-related transactions</b>						
Cap spread 2 – cap bought	11-Aug-22	11-Aug-26	50 000	7.50	(1)	(69)
Cap spread 2 – cap sold	11-Aug-22	11-Aug-26	50 000	7.50	10	319
Caprate	11-Aug-22	11-Aug-26	100 000	7.50	19	638
Caprate	29-Aug-23	29-Aug-26	300 000	8.75	(16)	(523)
			500 000		12	365
<b>NEDBANK</b>						
<b>Interest rate swaps</b>						
Expired during the year	1-Dec-21	2-Dec-24	300 000	6.40	–	2 805
			300 000		–	2 805
<b>Current interest rate swaps</b>						
	27-May-21	27-May-26	200 000	5.95	1 367	4 557
			200 000		1 367	4 557
<b>Current cap transactions</b>						
Caprate	11-Aug-22	11-Aug-26	150 000	9.00	(5)	(247)
Caprate	11-Aug-22	11-Aug-26	150 000	7.50	37	977
			300 000		32	730
<b>Total</b>					<b>(21 028)</b>	<b>9 015</b>

Disclosed as follows in the annual financial statements:

	2025 R'000	2024 R'000
Non-current assets	–	6 526
Current assets	1 433	11 854
Non-current liabilities	(19 506)	(9 365)
Current liabilities	(2 955)	–
	<b>(21 028)</b>	<b>9 015</b>

For financial risk disclosure refer to note 35.

## Notes to the annual financial statements

(continued)

for the year ended 31 August 2025

**7. Loans receivable**

	Consolidated		Company	
	2025 R'000	2024 R'000	2025 R'000	2024 R'000
Sakhumzi Restaurant CC	5 899	5 881	–	–
Tedwade Proprietary Limited	9 000	–	–	–
Total loan receivable	14 899	5 881	–	–
<b>Disclosed as follows:</b>				
Loan receivable – non-current	14 449	5 430	–	–
Loan receivable – current	450	451	–	–
	14 899	5 881	–	–
<b>Reconciliation of loans receivable</b>				
Balance at 1 September 2024	5 881	6 122	–	–
Interest earned	–	–	–	–
Additions	9 018	–	–	–
Repayment of loan receivable	–	(241)	–	–
Balance at 31 August 2025	14 899	5 881	–	–

Refer to note 35 for financial risk disclosure.

**Sakhumzi Restaurant CC**

The loan agreement between Mergence Africa Property Investment Trust and Sakhumzi Restaurant CC arose as a result of the sale of Portion 7 of Erf 146 Bruma Township known as Bruma 146 South.

The loan is unsecured, and bears interest at 0%. The loan term is 112 months, payable monthly, with a bulk payment due at the end of the lease term.

**Tedwade Proprietary Limited**

The loan agreement between Luxanio Trading 181 Proprietary Limited and Tedwade Proprietary Limited arose as a result of the sale of Erf 154 Wadeville, Ekurhuleni, Gauteng, known as Tedstone Park Wadeville.

The loan is secured with a second mortgage bond, and bears interest at a fixed rate of 11.75%. The loan term is 60 months with only interest payable monthly, two additional bullet capital payments are payable in the 30th and 60th month respectively.

The Company has assessed the expected credit loss in terms of IFRS 9 to be nil on the loans receivable due during the current year as loan repayments are made timeously (2024: R0).

**8. Interest in subsidiaries**

	Consolidated		Company	
	2025 R'000	2024 R'000	2025 R'000	2024 R'000
<b>Interest in subsidiaries</b>				
Shares at cost	–	–	2 100 556	2 100 556
Loans to subsidiaries	–	–	5 877 680	5 780 862
	–	–	7 978 236	7 881 418

## 8. Interest in subsidiaries (continued)

### 8.1 Shares at cost

	Effective interest		Investment	
	2025 %	2024 %	2025 %	2024 %
The Company has interests in the following subsidiaries: (All incorporated in South Africa)				
Bajascap Proprietary Limited	50.01	50.01	131 348	131 348
Gillwell Taxi Retail Park Proprietary Limited	100.00	100.00	#	#
Dipula Property Management Proprietary Limited	100.00	100.00	#	#
Dipula Asset Management Trust***	100.00	100.00	#	#
Mergence Africa Property Investment Trust**	100.00	100.00	#	#
The Dipula Property Investment Trust**	100.00	100.00	#	#
Mergence Africa Property Fund Proprietary Limited	100.00	100.00	1 969 208	1 969 208
Luxanio Trading 181 Proprietary Limited*	100.00	100.00	–	–
Asakhe Realty Investment Fund Proprietary Limited	100.00	100.00	–	–
Emerald Fire Investments Proprietary Limited*	100.00	100.00	–	–
Hynorex Proprietary Limited*	100.00	100.00	–	–
Jarrabilla Investments Proprietary Limited*	100.00	100.00	–	–
Lizinex Proprietary Limited*	100.00	100.00	–	–
Phepha Prop 006 Proprietary Limited*	100.00	100.00	–	–
Unlocked Properties 18 Proprietary Limited*	100.00	100.00	–	–
			<b>2 100 556</b>	<b>2 100 556</b>

\*\*\* Dipula Asset Management Trust has a February year-end.

\*\* Held through Mergence Africa Property Fund Proprietary Limited.

\* Held through Mergence Africa Property Investment Trust and The Dipula Property Investment Trust.

\* Less than R1 000.

All of the above entities' principal activity is property investment, with the exceptions of Dipula Property Management Proprietary Limited which is a property management enterprise and Dipula Asset Management Trust which is an asset management trust.

#### Movement in shares at cost

	Investment	
	2025 R'000	2024 R'000
Opening balance	2 100 556	857 355
Restructure*:		
Disposal of Luxanio Trading 181 Proprietary Limited	–	(399 308)
Disposal of Phepha Prop 006 Proprietary Limited	–	(11 881)
Disposal of Unlocked Properties 18 Proprietary Limited	–	(110 067)
Disposal of Asakhe Realty Investment Fund Proprietary Limited	–	(162 895)
Disposal of Mergence Africa Property Investment Trust	–	#
Disposal of The Dipula Property Investment Trust	–	#
Additional acquisition in Mergence Africa Property Fund Proprietary Limited	–	1 927 352
Closing balance	<b>2 100 556</b>	<b>2 100 556</b>

## Notes to the annual financial statements

(continued)

for the year ended 31 August 2025

**8. Interest in subsidiaries (continued)****8.2 Loans to subsidiaries**

	Company	
	2025 R'000	2024 R'000
<b>Loans to subsidiaries</b>		
Asakhe Realty Investment Fund Proprietary Limited	61	18
Bajascap Proprietary Limited	3 345	568
Dipula Asset Management Trust	5 804	5 804
Dipula Property Management Proprietary Limited	195	36
Gillwell Taxi Retail Park Proprietary Limited	367 081	359 927
Mergence Africa Property Fund Proprietary Limited	4 387 531	4 584 111
Mergence Africa Property Investment Trust	479 193	279 588
The Dipula Property Investment Trust	634 470	550 810
<b>Disclosed in non-current assets</b>	<b>5 877 680</b>	<b>5 780 862</b>

Loans to subsidiaries bear no interest, are unsecured and are repayable on demand.

# The movement in investments resulted from a Group restructure within the prior financial year, effective 1 September 2023. This restructure led to the sale of properties between fellow subsidiaries. Part of these transactions was settled through an asset-for-share exchange, resulting in an increase in the investments in subsidiaries at the Company level as well as giving rise to a profit on restructure of R12 million.

For expected credit loss ("ECL") consideration refer to note 35.

**9. Joint operations**

	Consolidated		Company	
	2025 %	2024 %	2025 %	2024 %
Interests in joint operations are as follows: (All incorporated in South Africa)				
Harding Corner Shopping Centre*	50.00	50.00	50.00	50.00
Fairways on Main**	50.00	50.00	–	–
Seshego Circle**	50.00	50.00	–	–
Detnet Co-ownership***	66.67	66.67	–	–

All the joint operations are unincorporated entities which operate in the Retail segment except for Detnet which operates in the Office segment.

\* Held through Dipula Properties Limited.

\*\* Held through Mergence Africa Property Fund.

# Although percentage held is greater than 50%, the investment is still considered to be a joint operation due to the co-ownership agreement entered into between the parties.

## 9. Joint operations (continued)

	Consolidated		Company	
	2025 R'000	2024 R'000	2025 R'000	2024 R'000
The Group's share of:				
<b>Extract from statement of comprehensive income</b>				
Revenue	52 849	45 112	13 360	11 072
Property expenses	(20 541)	(17 303)	(5 353)	(4 767)
Net property income	32 308	27 809	8 007	6 305
Net finance income	354	269	49	46
Fair value adjustments	26 005	14 738	12 178	8 680
<b>Profit before taxation</b>	<b>58 667</b>	<b>42 816</b>	<b>20 234</b>	<b>15 031</b>
<b>Extract from statement of financial position</b>				
Non-current assets	363 627	312 916	96 800	76 500
Current assets	5 386	5 903	95	319
Non-current liabilities	(171 621)	(163 655)	(10 824)	(19 393)
Current liabilities	(13 757)	(7 070)	(8 859)	(445)
<b>Net assets</b>	<b>183 635</b>	<b>148 094</b>	<b>77 212</b>	<b>56 981</b>

The above operations are classified as joint operations, whereby the Group recognises its share of assets, liabilities, income and expenses of the joint operation.

## 10. Trade and other receivables

	Consolidated		Company	
	2025 R'000	2024 R'000	2025 R'000	2024 R'000
<b>Financial instruments</b>	<b>277 617</b>	<b>235 389</b>	<b>9 216</b>	<b>16 394</b>
Trade receivables	181 708	158 249	9 046	2 362
Less: Expected credit loss closing balance	(44 097)	(47 348)	(556)	(1 184)
Net trade receivables	137 611	110 901	8 490	1 178
Intercompany receivables	–	–	–	6 674
Interest receivable on interest rate swaps	–	4 611	–	4 611
Other receivables	35 049	20 689	191	3 572
Municipal recoveries	77 179	74 156	477	359
Deposits	27 778	25 032	58	–
<b>Non-financial instruments</b>	<b>13 241</b>	<b>9 505</b>	<b>212</b>	<b>197</b>
Prepayments	13 241	9 505	212	197
	<b>290 858</b>	<b>244 894</b>	<b>9 428</b>	<b>16 590</b>

Above amounts are all short-term and discounting is omitted when the effect of discounting is immaterial.

The net carrying value of trade and other receivables is considered a reasonable approximation of fair value due to its short-term nature.

Further information on the credit risk of trade receivables are set out in note 35.1.

## Notes to the annual financial statements

(continued)

for the year ended 31 August 2025

**11. Cash and cash equivalents**

For the purpose of the cash flow statement, cash and cash equivalents comprise:

	Consolidated		Company	
	2025 R'000	2024 R'000	2025 R'000	2024 R'000
Standard Bank	69 084	78 508	38 194	46 833
First National Bank	7 698	12 388	–	–
Nedbank	1 269	5 421	541	4 862
Investec	18 397	16 287	13 549	12 644
Petty cash	18	25	4	2
<b>Bank balances</b>	<b>96 466</b>	<b>112 629</b>	<b>52 288</b>	<b>64 341</b>

Cash and cash equivalents comprise amounts which are immediately available and the carrying amounts are equivalent to fair values.

The credit risk on cash and cash equivalents is considered low or immaterial due to all cash and cash equivalents being held with reputable financial institutions.

**12. Investment property held-for-sale**

	Consolidated		Company	
	2025 R'000	2024 R'000	2025 R'000	2024 R'000
At the beginning of the year	50 350	39 081	–	–
Transferred from investment property (refer to note 3)	96 752	65 866	–	–
Transferred to investment property (refer to note 3)	–	(9 556)	–	–
Fair value adjustment (note 14)	(20 257)	(8 516)	–	–
Disposals	(50 350)	(36 525)	–	–
<b>At the end of the year</b>	<b>76 495</b>	<b>50 350</b>	<b>–</b>	<b>–</b>

The investment property classified as property held-for-sale are properties that the directors have decided will be recovered through sale rather than through use as agreements were concluded subsequent to year-end.

The directors are committed to sell the properties within the next 12 months.

## 12. Investment property held-for-sale (continued)

The following properties are included in disposals:

	Consolidated		Company	
	2025 R'000	2024 R'000	2025 R'000	2024 R'000
<b>Retail segment</b>	<b>(1 350)</b>	(9 625)	–	–
Standard Bank Doornfontein	–	(7 000)	–	–
Seventh Avenue Alberton (Trentyre Alberton)	–	(2 625)	–	–
Standard Bank Sasolburg	<b>(1 350)</b>	–	–	–
<b>Industrial segment</b>	<b>(45 000)</b>	–	–	–
Tedstone Park Wadeville	<b>(34 000)</b>	–	–	–
Saint Gobain	<b>(11 000)</b>	–	–	–
<b>Office segment</b>	<b>(4 000)</b>	(26 900)	–	–
Perm East London	–	(16 500)	–	–
Witbank Hoskins House	–	(3 400)	–	–
Johnson Wax	–	(7 000)	–	–
Mellis Park	<b>(2 000)</b>	–	–	–
Mellis Park 2	<b>(2 000)</b>	–	–	–
<b>Total disposals</b>	<b>(50 350)</b>	(36 525)	–	–

The following properties are included in held-for-sale:

	Consolidated		Company	
	2025 R'000	2024 R'000	2025 R'000	2024 R'000
<b>Retail segment</b>	<b>56 235</b>	1 350	–	–
Standard Bank Sasolburg	–	1 350	–	–
De Villiers Street Barberton	<b>2 000</b>	–	–	–
Voortrekker Brakpan (Milady's Brakpan)	<b>700</b>	–	–	–
33 Pretoria Street (Pretoria Street Barnetts)	<b>10 000</b>	–	–	–
Bears Centre	<b>5 900</b>	–	–	–
Umgeni Business Park	<b>37 635</b>	–	–	–
<b>Office segment</b>	<b>20 260</b>	4 000	–	–
Mellis Park	–	2 000	–	–
Mellis Park 2	–	2 000	–	–
Horison Office Park	<b>3 810</b>	–	–	–
295 Kent Avenue	<b>5 250</b>	–	–	–
Bruma Boulevard	<b>11 200</b>	–	–	–
<b>Industrial segment</b>	–	45 000	–	–
Tedstone Park Wadeville	–	34 000	–	–
Saint Gobain	–	11 000	–	–
	<b>76 495</b>	50 350	–	–

## Notes to the annual financial statements

(continued)

for the year ended 31 August 2025

**13. Stated capital****Authorised**

Ordinary shares: 6 000 000 000 ordinary shares of no par value (2024: 6 000 000 000 ordinary shares of no par value).

	2025 Shares	2024 Shares
<b>ISSUED – GROUP</b>		
<b>Reconciliation of issued shares by numbers*</b>		
Opening balance at the beginning of the period	910 368 816	911 918 399
Acquisition of treasury shares @ R4.40 per share**	–	(1 549 583)
	<b>910 368 816</b>	<b>910 368 816</b>
<b>Reconciliation of issued shares by value*</b>		
Opening balance at the beginning of the period	4 245 306	4 251 568
Acquisition of treasury shares @ R4.40 per share**	–	(6 262)
	<b>4 245 306</b>	<b>4 245 306</b>
<b>ISSUED – COMPANY</b>		
<b>Reconciliation of issued shares by numbers*</b>		
Opening balance at the beginning of the period	910 452 128	912 001 711
Acquisition of treasury shares @ R4.40 per share**	–	(1 549 583)
	<b>910 452 128</b>	<b>910 452 128</b>
<b>Reconciliation of issued shares by value*</b>		
Opening balance at the beginning of the period	4 320 749	4 327 011
Acquisition of treasury shares @ R4.40 per share**	–	(6 262)
	<b>4 320 749</b>	<b>4 320 749</b>

\* Net of 83 301 treasury shares.

\*\* 1 549 583 treasury shares were delisted from the Johannesburg Stock Exchange (JSE) on 19 December 2024 and reverted to the authorised but unissued share capital of Dipula.

## 14. Fair value reserve

Fair value reserves comprise fair value adjustments relating to:

	Consolidated		Company	
	2025 R'000	2024 R'000	2025 R'000	2024 R'000
Opening balance	1 927 603	1 663 819	9 524	39 902
Fair value on investment properties	455 186	302 581	22 105	8 419
Fair value on investment properties (note 3)	473 507	309 235	22 105	8 419
Fair value on right-of-use assets (note 3)	1 936	1 862	–	–
Fair value on investment properties – held-for-sale (note 12)	(20 257)	(8 516)	–	–
Fair value on interest rate swaps	(30 043)	(38 797)	(30 043)	(38 797)
<b>Closing balance</b>	<b>2 352 746</b>	<b>1 927 603</b>	<b>1 586</b>	<b>9 524</b>

The fair value reserve encompasses all adjustments to the fair values of investment properties and related financial instruments.

## 15. Share-based payment reserve

Reconciliation of the share-based payment reserve is provided below:

	Consolidated		Company	
	2025 R'000	2024 R'000	2025 R'000	2024 R'000
Opening balance	8 520	8 096	8 520	8 096
Expense charge arising from equity-settled share-based payment	5 738	5 516	5 738	5 516
Shares vested to employees purchased in the market	(6 029)	(14 299)	(6 029)	(14 299)
Difference between grant date fair value and vesting date fair value recognised directly in equity	445	9 207	445	9 207
<b>Closing balance</b>	<b>8 674</b>	<b>8 520</b>	<b>8 674</b>	<b>8 520</b>

### Key estimates and judgements

The assessed fair value at grant date of shares granted on 20 February 2020, 15 February 2021, 15 February 2022, 20 February 2023, 20 February 2024 and 19 February 2025 is disclosed below.

The fair value at grant date is independently determined using the Monte-Carlo simulation valuation methodology.

The valuation model takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield, the risk-free interest rate for the term of the option and the correlations and volatilities of the peer group companies.

## Notes to the annual financial statements

(continued)

for the year ended 31 August 2025

## 15. Share-based payment reserve (continued)

	Number of shares 2025	Weighted average price 2025 Rand	Number of shares 2024	Weighted average price 2024 Rand
<b>Dipula ordinary shares</b>				
<b>Reconciliation of shares granted</b>				
Outstanding balance at the beginning of the year	8 302 187	0.18	10 449 132	1.62
Granted during the year	2 423 502	2.64	2 822 706	2.09
Exercised during the year	(1 999 583)	5.15	(3 249 667)	4.30
Cancelled during the year	(724 891)	5.15	(1 719 984)	4.30
Outstanding balance at the end of the year	8 001 215		8 302 187	

The following shares were issued and converted in the current and prior financial year:

	Number of shares	Grant date	Vesting date	Fair value at grant date
Issued in 2025 (Tranche 7)	2 423 502	19 Feb 2025	19 Feb 2028	5.26
Issued in 2024 (Tranche 6)	2 822 706	20 Feb 2024	20 Feb 2027	4.28
Issued in 2023 (Tranche 5)	2 669 879	20 Feb 2023	20 Feb 2026	4.13
Conversion of A shares to B shares (Tranche 4)*	1 386 096	15 Feb 2022	15 Feb 2025	3.91
Conversion of A shares to B shares (Tranche 3)*	1 863 619	15 Feb 2021	15 Feb 2024	2.94
Issued in 2022 (Tranche 4)	1 338 378	15 Feb 2022	15 Feb 2025	3.95
Issued in 2021 (Tranche 3)	3 106 032	15 Feb 2021	15 Feb 2024	1.61

\* Effective June 2022, following the capital restructure of the Company, the Dipula A shares were cancelled and each Dipula A share was converted to 2.4 Dipula B shares.

The inputs to the model determining the fair value of the shares at grant date are set out below:

	Tranche 3	Tranche 4	Tranche 5	Tranche 6	Tranche 7
Discount rate	8.55%	10.90%	10.50%	10.10%	10.50%
Dividend growth target	3.00%	3.00%	4.00%	4.00%	5.00%
Drift	0.75%	0.75%	0.75%	1.00%	1.25%
Number of shares awarded	3 106 032	1 338 378	2 669 879	2 822 706	2 423 502
Option value (Rand)	0.90	2.48	2.02	2.09	2.64
Total share value (Rand)	2 808 178	3 322 411	5 398 666	5 895 331	6 387 402
Peer dividend per share CAGR	6.27%	8.00%	5.00%	3.00%	4.57%
Share price (Rand)	1.61	3.95	4.13	4.28	5.26
Volatility	48.43%	60.50%	38.00%	35.00%	27.44%

## 16. Non-controlling interests

### Current year

The non-controlling interest of R181.7 million (2024: R176.8 million) represents 49.99% (2024: 49.99%) of the net asset value of Bajascap Proprietary Limited.

Bajascap Proprietary Limited is incorporated in South Africa. The entity's nature of activities relate to property owning activities in the industrial sector and the percentage of shareholding of non-controlling interest is 49.99% at 31 August 2025 (2024: 49.99%).

	2025 R'000	2024 R'000
<b>Extract from the statement of profit or loss and other comprehensive income</b>		
Revenue excluding straight-line lease income adjustment	74 210	68 713
Profit after taxation	72 002	11 914
Attributable to owners of the parent	36 009	5 958
Attributable to non-controlling interests	35 993	5 956
Dividends paid to non-controlling interests (note 30)	31 094	28 134
<b>Extract from the statement of financial position:</b>		
Non-current assets – investment property	467 555	461 100
Current assets	10 572	4 977
Non-current liabilities	(112 772)	(110 480)
Current liabilities	(1 902)	(1 945)
Net assets	363 453	353 652
Net assets attributable to non-controlling interests	181 690	176 791

## 17. Interest-bearing liabilities

Interest-bearing loans and borrowings are measured at amortised cost. The Group's exposure to liquidity risk and interest rate risk are discussed in note 35.2 and note 35.3.

### 17.1 Bank loans

#### The Standard Bank of South Africa Limited ("Standard Bank")

The Group has secured a facility totalling R2.1 billion from Standard Bank (2024: R1.9 billion) and the Company a facility of R2.1 billion (2024: R1.9 billion) as part of the debt syndication\*.

Type	Nominal interest rate	Maturity	Consolidated		Company	
			2025 R'000	2024 R'000	2025 R'000	2024 R'000
Floating	3-month JIBAR + 1.65%	28-Feb-27	758 462	758 462	758 462	758 462
Floating	3-month JIBAR + 1.75%	28-Feb-28	600 000	600 000	600 000	600 000
Floating	3-month JIBAR + 1.83%	28-Feb-29	279 750	279 750	279 750	279 750
Floating	3-month JIBAR + 1.75%	28-Feb-29	66 322	71 322	66 322	71 322
Floating	3-month JIBAR + 1.90%	28-Feb-28	170 301	200 000	170 301	200 000
Floating	3-month JIBAR + 1.6%	5-Dec-28	200 000	–	200 000	–
<b>Total floating</b>			<b>2 074 835</b>	1 909 534	<b>2 074 835</b>	1 909 534
Debt raising fees			(13 919)	(10 282)	(13 919)	(10 282)
Interest payable			1 780	1 043	1 780	1 043
<b>Total Standard Bank</b>			<b>2 062 696</b>	1 900 295	<b>2 062 696</b>	1 900 295

## Notes to the annual financial statements

(continued)

for the year ended 31 August 2025

**17. Interest-bearing liabilities (continued)****17.1 Bank loans (continued)**

	Consolidated		Company	
	2025 R'000	2024 R'000	2025 R'000	2024 R'000
<b>Reconciliation of Standard Bank interest-bearing liabilities</b>				
Balance at 1 September 2024	1 900 295	2 208 827	1 900 295	1 987 964
Movement in access facility account	(5 000)	33 107	(5 000)	33 107
Permanent repayment of debt – syndication	–	(413 605)	–	(192 806)
Debt raised – cash received	200 000	100 000	200 000	100 000
Permanent repayment of debt due to property sold	(29 699)	(13 163)	(29 699)	(13 163)
Debt raising fees paid	(10 817)	(9 650)	(10 817)	(9 650)
Debt raising fees amortised	7 180	3 574	7 180	3 574
Increase/(decrease) in interest payable	737	(8 796)	737	(8 732)
<b>Balance at 31 August 2025</b>	<b>2 062 696</b>	<b>1 900 295</b>	<b>2 062 696</b>	<b>1 900 295</b>

**Nedbank Limited ("Nedbank")**

The Group has a facility totalling R1.7 billion (2024: R1.7 billion) and the Company has a facility of R1.7 billion (2024: R1.7 billion) as part of the debt syndication\*.

Type	Nominal interest rate	Maturity	Consolidated		Company	
			2025 R'000	2024 R'000	2025 R'000	2024 R'000
Floating	3-month JIBAR + 1.65%	28-Feb-27	400 963	400 963	400 963	400 963
Floating	3-month JIBAR + 1.75%	28-Feb-28	200 570	200 570	200 570	200 570
Floating	3-month JIBAR + 1.83%	28-Feb-29	720 250	720 250	720 250	720 250
Floating	3-month JIBAR + 1.75%	28-Feb-29	–	213 966	–	213 966
Floating	3-month JIBAR + 1.90%	28-Feb-28	172 373	200 000	172 373	200 000
Floating	3-month JIBAR + 1.75%	28-Feb-29	198 966	–	198 966	–
<b>Total Nedbank</b>			<b>1 693 122</b>	<b>1 735 748</b>	<b>1 693 122</b>	<b>1 735 748</b>
Debt raising fees			(402)	(11 071)	(402)	(11 071)
Interest payable			113	–	113	–
<b>Total Nedbank</b>			<b>1 692 833</b>	<b>1 724 678</b>	<b>1 692 833</b>	<b>1 724 678</b>

## 17. Interest-bearing liabilities (continued)

### 17.1 Bank loans (continued)

	Consolidated		Company	
	2025 R'000	2024 R'000	2025 R'000	2024 R'000
<b>Reconciliation of Nedbank interest-bearing liabilities</b>				
Balance at 1 September 2024	1 724 677	1 205 052	1 724 678	908 446
Debt raised – syndication	–	542 770	–	737 913
Permanent repayment of debt – syndication	–	(98 389)	–	–
Debt raising fees amortised	10 669	3 066	10 668	3 066
Debt raising fees paid	–	(8 772)	–	(8 772)
Permanent repayment of debt due to property sold	(27 626)	(1 037)	(27 626)	(1 037)
Movement in access facility account	(15 000)	93 681	(15 000)	93 301
Increase/(decrease) in interest payable	113	(11 694)	113	(8 239)
<b>Balance at 31 August 2025</b>	<b>1 692 833</b>	<b>1 724 677</b>	<b>1 692 833</b>	<b>1 724 678</b>

#### Investec Bank Limited ("Investec")

			Consolidated		Company	
Type	Nominal interest rate	Maturity	2025 R'000	2024 R'000	2025 R'000	2024 R'000
Floating	Prime less 0.50%	18-Dec-28	110 000	110 000	–	–
Interest payable			940	1 057	–	–
Debt raising fee			(279)	(620)	–	(68)
<b>Total Investec</b>			<b>110 661</b>	<b>110 437</b>	<b>–</b>	<b>(68)</b>

	Consolidated		Company	
	2025 R'000	2024 R'000	2025 R'000	2024 R'000
<b>Reconciliation of Investec interest-bearing liabilities</b>				
Balance at 1 September 2024	110 437	111 640	(68)	111 640
Debt raised – cash received	–	110 000	–	–
Permanent repayment of debt – syndication	–	(109 170)	–	(109 170)
(Decrease)/increase in interest payable	(117)	(1 611)	–	(2 668)
Debt raising fee paid	–	(620)	–	–
Debt raising fee amortised	341	198	68	130
<b>Balance at 31 August 2025</b>	<b>110 661</b>	<b>110 437</b>	<b>–</b>	<b>(68)</b>
This facility is secured by properties with a carrying value of R470.9 million (2024: R461.1 million) for the Group and the Company. This facility does not form part of the debt syndication.				
<b>Total bank loans</b>	<b>3 866 190</b>	<b>3 735 411</b>	<b>3 755 529</b>	<b>3 624 904</b>

## Notes to the annual financial statements

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for the year ended 31 August 2025

**17. Interest-bearing liabilities (continued)****17.2 Non-bank loans****Cashbuild South Africa Proprietary Limited**

On acquisition of Orange Farm Phase 1, the lender ceded its rights and obligations in respect of the Cashbuild loan to the Group. The loan is secured by a mortgage bond over erf 15672 Orange Farm. The remaining balance on the loan as at end of May 2027 will be settled in a lump sum payment.

			Consolidated		Company	
Type	Nominal interest rate	Maturity	2025 R'000	2024 R'000	2025 R'000	2024 R'000
Fixed	Fixed – 6.50%	31-May-2027	4 942	5 982	–	–
Balance at 1 September 2024			5 982	6 895	–	–
Repayment			(1 399)	(1 335)	–	–
Interest			359	422	–	–
<b>Balance at 31 August 2025</b>			<b>4 942</b>	<b>5 982</b>	<b>–</b>	<b>–</b>
<b>Disclosed as follows:</b>						
Current portion			972	1 040	–	–
Non-current portion			3 970	4 942	–	–
<b>Total non-bank loans</b>			<b>4 942</b>	<b>5 982</b>	<b>–</b>	<b>–</b>
<b>Total interest-bearing loans</b>			<b>3 871 132</b>	<b>3 741 393</b>	<b>3 755 529</b>	<b>3 624 904</b>
<b>Disclosed as follows:</b>						
Current portion			3 806	3 140	1 893	1 043
Non-current portion			3 867 326	3 738 252	3 753 636	3 623 861
<b>Total interest-bearing loans</b>			<b>3 871 132</b>	<b>3 741 392</b>	<b>3 755 529</b>	<b>3 624 904</b>

\* During the prior year, Dipula restructured its entire debt facilities, effective from 1 March 2024 through a syndication programme totalling R3.8 billion. The debt restructure was assessed against the provisions of the derecognition criteria (including the 10% test) included in IFRS 9 and was determined to be a non-substantial modification. The impact was not considered to be material.

\*\* The South African Reserve Bank ("SARB") has officially published ZARONIA, which will replace JIBAR as the reference rate. SARB is leading the transition process and is currently engaging with financial institutions to finalise the necessary details.

The Group's facilities, excluding those with Investec and Cashbuild, are linked to JIBAR and will need to transition to ZARONIA. It is expected that the transition will occur on a neutral basis on day one, with the ZARONIA reference rate being adopted thereafter. The amendment from JIBAR to ZARONIA has been assessed in accordance with expectations and does not result in any IFRS 9 accounting implications. There is no impact on the current financial year based on the transition from JIBAR to ZARONIA.

The fair values of interest-bearing liabilities and non-bank loans are not materially different from their carrying values, since the interest payable on these borrowings is either close to current market rates or the liabilities are of short-term nature.

Information about the Group's exposure to interest rate and liquidity risks is included in note 35 – Financial risk management and information regarding the Group's covenants is included in note 36 – Capital management.

## 18. Lease liabilities

	Consolidated		Company	
	2025 R'000	2024 R'000	2025 R'000	2024 R'000
At the beginning of the year	120 302	118 132	–	–
Finance costs (note 26)	11 257	11 061	–	–
Lease payments	(9 044)	(8 891)	–	–
<b>At the end of the year</b>	<b>122 515</b>	<b>120 302</b>	<b>–</b>	<b>–</b>
Current portion	2 245	11 257	–	–
Non-current portion	120 270	109 045	–	–
<b>Lease liabilities at the end of the year</b>	<b>122 515</b>	<b>120 302</b>	<b>–</b>	<b>–</b>

The lease liabilities relate to land rentals entered into by Luxanio Trading 181 Proprietary Limited and Gillwell Taxi Retail Park Proprietary Limited. The lease periods range between 40 and 50 years. There are no changes to the lease agreements.

The right-of-use assets related to the lease liabilities are disclosed in note 3. Interest is based on the weighted-average borrowing rate of the Group and was adjusted for asset specific risk.

The Group does not face a significant liquidity risk with regards to its lease liabilities. Lease liabilities are monitored as part of the Group's operations.

There are no right-of-use assets or lease liabilities in the Company.

## 19. Trade and other payables

	Consolidated		Company	
	2025 R'000	2024 R'000	2025 R'000	2024 R'000
<b>Financial instruments</b>	<b>144 166</b>	<b>133 347</b>	<b>2 896</b>	<b>3 202</b>
Trade payables	6 712	6 928	76	186
Accrued expenses	31 906	31 134	89	664
Interest payable on interest rate swaps	357	–	357	–
Municipal accruals	28 124	26 831	–	–
Tenant deposits	67 470	61 721	1 948	268
REIT distributions payable to NCI	3 308	544	–	–
Other payables	6 289	6 189	426	2 084
<b>Non-financial instruments</b>	<b>47 165</b>	<b>43 698</b>	<b>4 553</b>	<b>5 673</b>
Payroll payables	2 917	3 503	2 917	3 503
Tenant receipts paid in advance	40 941	39 175	514	1 575
VAT payable	3 307	1 020	1 122	595
	<b>191 331</b>	<b>177 045</b>	<b>7 449</b>	<b>8 875</b>

The carrying value of trade and other payables is considered to be a reasonable approximation of fair value due to the short-term maturities of these instruments.

## Notes to the annual financial statements

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for the year ended 31 August 2025

**20. Contractual rental income**

	Consolidated		Company	
	2025 R'000	2024 R'000	2025 R'000	2024 R'000
Property revenue	1 130 401	1 109 542	31 822	54 283
Rental discounts	–	778	–	–
	<b>1 130 401</b>	<b>1 110 320</b>	<b>31 822</b>	<b>54 283</b>
<b>Revenue from contracts with customers</b>				
Municipal and property recoveries	387 030	344 991	18 044	22 191
	<b>1 517 431</b>	<b>1 455 311</b>	<b>49 866</b>	<b>76 474</b>

**21. Management fees**

	Consolidated		Company	
	2025 R'000	2024 R'000	2025 R'000	2024 R'000
Asset management fees*	–	–	25 392	21 948
Building management recoveries*	–	–	4 164	3 860
Property management fees*	–	–	35 202	32 614
	–	–	<b>64 758</b>	<b>58 422</b>

\* Income earned from Group companies.

Refer to note 37 – Related party transactions for more detail.

**22. Property-related expenses**

	Consolidated		Company	
	2025 R'000	2024 R'000	2025 R'000	2024 R'000
<b>Property-related expenses include:</b>				
Assessment rates	96 493	87 637	4 043	3 564
Depreciation	629	797	571	797
Defined contribution plan	1 605	1 385	1 605	1 385
Municipal costs	315 773	296 834	6 331	5 188
Property management fees – external	5 882	3 287	309	260
Salaries	30 096	30 065	29 513	30 065
Security	40 780	40 546	563	537
Repairs and maintenance	20 947	17 815	470	549

## 23. Expected credit losses

	Consolidated		Company	
	2025 R'000	2024 R'000	2025 R'000	2024 R'000
ECL provided/(reversed)	9 856	2 855	–	–
Bad debts (written-off)/recovered through ECL	(13 116)	10 487	(618)	–
Bad debts written-off directly to profit or loss	14 636	1 165	–	–
	11 376	14 507	(618)	–

## 24. Administration and corporate costs

	Consolidated		Company	
	2025 R'000	2024 R'000	2025 R'000	2024 R'000
<b>Administration and corporate expenses include:</b>				
Auditor's remuneration (external)	3 954	2 106	1 953	1 109
Auditor's remuneration (internal)	323	222	323	222
Non-assurance audit fees	151	47	151	24
Defined-contribution plan	1 119	972	1 119	972
Depreciation	151	1 039	151	1 039
Non-executive directors' remuneration (note 37.2)	3 444	3 149	3 444	3 149
Professional fees	13 505	9 882	12 049	9 882
Salaries	18 747	18 647	18 747	18 647
Share-based payments (note 15)	5 738	5 516	5 738	5 516
Trustees' remuneration (note 37.2)	115	115	–	–

## 25. Finance income

	Consolidated		Company	
	2025 R'000	2024 R'000	2025 R'000	2024 R'000
Interest received from financial institutions	13 383	12 868	8 756	8 977
Interest received on loan receivable	617	–	159	–
Interest on overdue accounts	8 366	6 487	227	137
	22 366	19 355	9 142	9 114
<b>Amount reconciled to the cash flow note</b>				
Finance income as per above	22 366	19 355	9 142	9 114
Interest on overdue accounts	(8 366)	(6 487)	(227)	(137)
	14 000	12 868	8 915	8 977

## Notes to the annual financial statements

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for the year ended 31 August 2025

**26. Finance cost**

	Consolidated		Company	
	2025 R'000	2024 R'000	2025 R'000	2024 R'000
Interest – interest-bearing liabilities	363 217	379 465	351 524	344 623
Interest – interest rate swaps	(15 458)	(36 376)	(15 458)	(36 376)
Interest – overdue accounts creditors	791	199	2	3
Amortisation of debt raising fees	6 468	5 435	6 194	5 224
Amortisation of cap rates	1 547	1 547	1 547	1 547
Interest – capitalised on developments	(27 667)	(18 925)	(27 667)	(18 925)
Interest – on lease liabilities (note 18)	11 257	11 061	–	–
Interest – SARS	5	–	–	–
	<b>340 160</b>	<b>342 405</b>	<b>316 142</b>	<b>296 095</b>

Refer to note 35 for derivative hedging details.

	Consolidated		Company	
	2025 R'000	2024 R'000	2025 R'000	2024 R'000
<b>Amount reconciled to the cash flow note</b>				
Finance cost as per above	340 160	342 405	316 142	296 095
Exclude the following non-cash flow items:				
Amortisation of debt raising fees	(6 468)	(5 435)	( 6 193)	(5 224)
Amortisation of cap rates	(1 547)	(1 547)	( 1 547)	(1 547)
Interest – on lease liabilities (note 18)	(11 257)	(11 061)	–	–
Interest accrued SARS reversed	(5)	–	–	–
Interest – capitalised on developments	27 667	18 925	27 667	18 925
Interest payable Investec (note 17)	–	1 790	–	2 847
Interest payable Standard Bank (note 17)	(737)	8 796	( 737)	8 732
Interest payable Nedbank (note 17)	(113)	11 694	( 113)	8 239
	<b>347 700</b>	<b>365 568</b>	<b>335 219</b>	<b>328 067</b>

**27. Taxation**

	Consolidated		Company	
	2025 R'000	2024 R'000	2025 R'000	2024 R'000
<b>Normal taxation</b>				
Current	–	–	–	–
– Current year	–	–	–	–
– Relating to prior year	–	–	–	–
Deferred				
– Current year	–	–	–	–
	–	–	–	–

## 27. Taxation (continued)

	Consolidated		Company	
	2025 R'000	2024 R'000	2025 R'000	2024 R'000
<b>Reconciliation between applicable taxation rate and effective taxation rate</b>				
South African normal taxation rate applied to income before taxation	27.0%	27.0%	27.0%	27.0%
<b>Taxation effect of:</b>				
– Fair value adjustments and straight-lining of leases	(11.5%)	(9.1%)	0.5%	1.3%
– Permanent difference*	(0.7%)	(0.8%)	0.5%	(1.4%)
– REIT distribution deduction	(11.7%)	(15.6%)	(27.9%)	(27.0%)
– Deferred tax not raised**	(3.1%)	(1.5%)	(0.1%)	0.1%
<b>Effective taxation</b>	–	–	–	–
<b>Reconciliation between applicable taxation and effective taxation</b>				
South African normal taxation rate applied to income before taxation	261 323	210 670	109 036	121 395
<b>Taxation effect of:</b>				
– Fair value adjustments and straight-lining of leases	(110 874)	(70 959)	2 143	5 818
– Permanent differences*	(6 651)	(6 454)	2 099	(6 316)
– REIT distribution deduction	(112 769)	(121 395)	(112 770)	(121 395)
– Deferred tax not raised**	(31 029)	(11 862)	(508)	498
<b>Effective taxation</b>	–	–	–	–

\* Permanent differences consist of debt raising fees, non-deductible expenses and share-based payments.

\*\* Deferred tax not raised on timing differences.

### Deferred taxation

The conversion of the Fund to a REIT was effective from 1 September 2013. As such, the Group is not liable for capital gains tax in terms of section 25BB of the Income Tax Act.

Deferred tax on investment properties and the related straight-line rental adjustment has been reduced to nil as capital gains tax will no longer apply to registered REITs. Consequently, no deferred tax was raised on deferred capital gains of investment property.

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**28. Earnings and headline earnings per share**

Earnings per share for the Group is calculated on the weighted average number of ordinary shares: 910 368 816 (2024: 911 508 514) net earnings after taxation of R931.9 million (2024: R774.3 million).

	Consolidated	
	2025 R'000	2024 R'000
<b>Reconciliation between profit, earnings and headline earnings</b>		
Profit attributable to ordinary equity holders of the parent (earnings)	931 871	774 302
<b>Adjustments</b>	<b>(448 613)</b>	<b>(324 759)</b>
Fair value adjustment – investment and held-for-sale properties	(453 512)	(302 581)
NCI – fair value of investment properties revaluation	4 899	(22 178)
<b>Headline earnings</b>	<b>483 258</b>	449 543
Total number of shares in issue*	910 368 816	910 368 816
Total weighted average number shares in issue*	910 368 816	911 508 514
Total diluted weighted average number shares in issue*	927 126 684	927 126 684
Headline earnings per share (cents)	53.08	49.32
Diluted headline earnings per share (cents)	52.12	48.49
Earnings per share (cents)	102.36	84.95
Diluted earnings per share (cents)	100.51	83.52
Total diluted weighted average number shares in issue*	927 126 684	927 126 684
Total weighted average number shares in issue*	910 368 816	911 508 514
Effect of dilutive instruments	16 757 868	15 618 170

\* Net of treasury shares.

Basic and headline earnings per share are based on the weighted average number of shares in issue.

## 29. Cash generated from operations

	Notes	Consolidated		Company	
		2025 R'000	2024 R'000	2025 R'000	2024 R'000
<b>Profit before taxation</b>		<b>967 864</b>	780 258	<b>403 835</b>	449 605
Adjusted for:					
Dividends received from Group companies	37	–	–	<b>(707 506)</b>	(718 723)
Finance costs	26	<b>340 160</b>	342 405	<b>316 142</b>	296 095
Finance income	25	<b>(22 366)</b>	(19 355)	<b>(9 142)</b>	(9 114)
Fair value adjustment		<b>(428 370)</b>	(231 632)	<b>7 840</b>	30 744
Straight-lining income adjustment	4	<b>4 901</b>	(32 152)	<b>98</b>	(366)
Depreciation – property, plant and equipment		<b>781</b>	1 113	<b>721</b>	1 040
Share-based payment expense	15	<b>5 738</b>	5 516	<b>5 738</b>	5 516
Increase in expected credit loss	23	<b>9 856</b>	2 855	–	–
Capitalised development costs	3	<b>1 195</b>	1 031	<b>1 195</b>	1 031
Profit on restructure	8	–	–	–	(12 236)
Amortisation of tenant installations	3	<b>7 457</b>	6 828	<b>386</b>	399
Amortisation of leasing commissions	3	<b>13 300</b>	12 207	<b>379</b>	345
<b>Operating income before working capital changes</b>		<b>900 516</b>	869 074	<b>19 686</b>	44 336
<b>Working capital changes</b>		<b>(31 678)</b>	(39 184)	<b>5 736</b>	(95)
(Increase)/decrease in trade and other receivables		<b>(45 964)</b>	(33 008)	<b>7 162</b>	(6 718)
Increase/(decrease) in trade and other payables		<b>14 286</b>	(6 176)	<b>(1 426)</b>	6 623
<b>Net cash generated from operations</b>		<b>868 838</b>	829 891	<b>25 422</b>	44 241

## 30. Dividends paid

	Consolidated		Company	
	2025 R'000	2024 R'000	2025 R'000	2024 R'000
Dividends paid	<b>(455 439)</b>	(455 526)	<b>(455 439)</b>	(455 563)
Dividends paid to non-controlling interest (note 16)	<b>(31 094)</b>	(28 134)	–	–
	<b>(486 533)</b>	(483 660)	<b>(455 439)</b>	(455 563)
Dividends paid	<b>(455 439)</b>	(455 526)	<b>(455 439)</b>	(455 563)
4998190 cents per share (2024: 4999428 cents per share)	<b>(455 439)</b>	(455 526)	<b>(455 439)</b>	(455 563)

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**31. Taxation paid**

No tax paid in the current year and prior year.

**32. Commitments**

	Consolidated		Company	
	2025 R'000	2024 R'000	2025 R'000	2024 R'000
<b>Capital commitments</b>				
Investment property improvements	37 000	57 000	–	–
<b>Total capital commitments</b>	<b>37 000</b>	<b>57 000</b>	<b>–</b>	<b>–</b>

The commitments will be funded using a combination of proceeds from disposals and is expected to be spent in the next 12 months.

**33. Minimum lease payments receivable**

Future minimum lease payments comprise contractual rental income, excluding the straight-line lease adjustment, and operating expense recoveries due in terms of signed lease agreements on investment properties:

	Consolidated		Company	
	2025 R'000	2024 R'000	2025 R'000	2024 R'000
– Receivable within one year	1 133 366	1 137 024	28 680	29 111
– Receivable within two to five years	2 199 945	2 497 232	36 101	54 565
– Receivable within year six	207 198	179 363	1 482	–
– Receivable seven to 10 years	623 082	566 146	5 929	–
	<b>4 163 591</b>	<b>4 379 765</b>	<b>72 192</b>	<b>83 676</b>

The Group has entered into operating leases on its investment property portfolio consisting of office, retail, industrial buildings and residential units. These leases have on average terms of between 12 months and 10 years.

Future minimum lease payments have only been disclosed up to a 10-year period.

**34. Contingent liabilities and guarantees****Guarantees***Municipal guarantees*

Guarantees totalling R7.2 million (2024: R6.2 million) have been issued on the Group's behalf by the Standard Bank of South Africa Limited and FirstRand Bank Limited to various municipal councils in lieu of deposits for services.

### 34. Contingent liabilities and guarantees (continued)

#### Subsidiary loan guarantees

Dipula has guaranteed the interest-bearing liabilities of the following subsidiaries with their respective debt funders:

	Interest-bearing liability as at 31 August 2025 R'000	Interest-bearing liability as at 31 August 2024 R'000
Bajascap Proprietary Limited	55 011	55 011
	55 011	55 011

An expected credit loss assessment was performed on the financial guarantees and it was determined that no liability is required at this time in accordance with the requirements of IFRS 9.

### 35. Financial risk management

The Group's financial instruments consist mainly of loans receivable (note 7), cash and cash equivalents (note 11), derivative financial instruments – swaps (note 6), interest-bearing liabilities (note 17), loans with subsidiaries (note 8), trade and other receivables (note 10), trade and other payables (note 19) and lease liabilities (note 18). In respect of the aforementioned financial instruments, carrying value approximates fair value, except as otherwise stated.

The Group has exposure to the following risks from its use of financial instruments:

- Credit risk
- Liquidity risk
- Market risk

The Company's board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework.

The board has delegated the responsibility for developing and monitoring the Group's risk management policies to the Group audit and risk committee.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes to market conditions and the Group's activities.

The Group's risk management policies are established to ensure:

- improved risk management and control;
- the efficient allocation of funds to maximise returns;
- the maintenance of acceptable levels of risk within the Group as a whole; and
- efficient liquidity management and control of funding costs.

The Group audit and risk committee oversees how management monitors compliance with the Group's risk management policies and procedures and reports to the board of directors on a regular basis on its activities.

#### 35.1 Credit risk management

Credit risk is the risk of financial loss to the Group if a tenant or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from tenants, cash balances, loans receivable and derivative financial assets held with financial institutions.

The carrying amounts of financial assets represent the maximum credit exposure. Impairment losses on financial assets recognised in profit or loss relate to trade and other receivables.

# Notes to the annual financial statements

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## 35. Financial risk management (continued)

### 35.1 Credit risk management (continued)

#### Trade and other receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each tenant. The characteristics are determined by the size and financial position of each tenant.

The majority of rental revenue is derived from properties situated in Gauteng, and thus most of the credit risk is concentrated within this province. Management has established a credit policy under which each new customer is analysed individually for creditworthiness before the Group's standard payment terms and conditions are offered. When available, the Group's review includes external ratings.

Trade and other receivables relate mainly to the Group's tenants and deposits with municipalities. The ECL on deposits is considered immaterial since most deposits are with reputable institutions.

In monitoring customer credit risk, customers are grouped according to their credit characteristics, including whether they are an individual or legal entity, industry, size of business and existence of previous financial difficulties.

An individual account-by-account assessment was done in the current financial year on debtors to determine the ECL. The total impairment loss that was raised amounted to R11.3 million (2024: R14.5 million). In the Company, there was an ECL reversal of R618 000 (2024: R0).

In considering the expected credit loss, the following forward-looking factors were taken into account:

- Financial state of the tenant and any indication of financial distress based on most recent information available and management discussions
- Commitments made for payment and whether they are realistically based on history and tenant relationship
- Current economic state

The Group divided its debtors into low, medium to high risk debtors based on the industry it operates in.

#### Low risk tenants

- Financial institutions
- Government
- National

#### Med-high risk tenants

- Residential
- Restaurants
- SME
- Medical

Exposures within each group were segmented based on common conditions during the period over which the historical data was collected, current conditions and the Group's view of the economic conditions over the expected lives of the receivables.

#### Low risk tenants

Government and large national tenants are classified as low risk tenants as they share common credit risk characteristics which include slow payment behaviour, administrative delays and disputes relating to amounts owed. The time value of money as well as a forward-looking allowance for expected dispute losses are therefore factored into the loss rates based on past experience with the specific tenant. While these tenants may be considered slow payers management have taken all the factors into consideration and has assessed the credit risk of non-payment as low based on historical data, current conditions and the Group's view of economic conditions over the expected lives of the receivables as reflected in the ECL rates.

## 35. Financial risk management (continued)

### 35.1 Credit risk management (continued)

#### Med-high risk tenants

Tenants included in this category are smaller tenants who are facing significant pressure as a result of challenging South African market conditions, municipal delivery issues, inflationary increases and interest rate hikes during the financial year. This category includes SME businesses and restaurants who have similar credit risk characteristics.

	Consolidated				
	Current R'000	30 days R'000	60-90 days R'000	120 + days R'000	Total R'000
<b>2025</b>					
<b>Low risk tenants</b>					
<b>Trade receivables – gross carrying amount</b>					
Financial institutions	1 045	143	273	12 006	13 467
Government	2 781	1 158	1 561	6 313	11 813
National	3 456	107	118	84	3 765
<b>% impairment (ECL)</b>					
Financial institutions	2%	2%	2%	17%	16%
Government	4%	4%	42%	43%	30%
National	2%	2%	2%	85%	–
<b>Impairment (ECL)</b>					
Financial institutions	(24)	(3)	(6)	(2 061)	(2 094)
Government	(124)	(52)	(653)	(2 718)	(3 547)
National	(79)	(2)	(3)	72	(12)
<b>Net trade receivables</b>	<b>7 055</b>	<b>1 351</b>	<b>1 290</b>	<b>13 696</b>	<b>23 392</b>
<b>Med-high risk tenants</b>					
<b>Trade receivables – gross carrying amount</b>					
Residential*	2 114	671	1 276	7 030	11 091
Restaurants*	1 674	204	403	7 083	9 364
SME	28 844	7 004	10 209	83 920	129 977
Medical	1 014	29	61	1 128	2 232
<b>% impairment (ECL)</b>					
Residential	–	–	–	17%	11%
Restaurants	1%	3%	4%	27%	21%
SME	5%	7%	10%	37%	27%
Medical	–	–	–	70%	35%
<b>Impairment (ECL)</b>					
Residential	(2)	(1)	(4)	(1 218)	(1 225)
Restaurants	(23)	(6)	(17)	(1 905)	(1 951)
SME	(1 498)	(506)	(1 054)	(31 420)	(34 478)
Medical	(1)	–	–	(789)	(790)
<b>Net trade receivables</b>	<b>32 122</b>	<b>7 395</b>	<b>10 874</b>	<b>63 829</b>	<b>114 220</b>
<b>Total net trade receivables</b>	<b>39 177</b>	<b>8 746</b>	<b>12 164</b>	<b>77 525</b>	<b>137 612</b>

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(continued)

for the year ended 31 August 2025

**35. Financial risk management (continued)****35.1 Credit risk management (continued)**

	Consolidated				
	Current R'000	30 days R'000	60-90 days R'000	120 + days R'000	Total R'000
<b>2024</b>					
<b>Low risk tenants</b>					
<b>Trade receivables – gross carrying amount</b>					
Financial institutions	558	208	412	10 708	11 886
Government	4 749	1 942	2 678	2 731	12 099
National	3 988	1 305	863	2 215	8 372
<b>% impairment (ECL)</b>					
Financial institutions	2%	2%	2%	19%	18%
Government	3%	3%	25%	100%	30%
National	2%	2%	2%	29%	9%
<b>Impairment (ECL)</b>					
Financial institutions	(10)	(4)	(7)	(2 071)	(2 092)
Government	(166)	(68)	(677)	(2 731)	(3 642)
National	(71)	(23)	(15)	(650)	(760)
<b>Net trade receivables</b>	<b>9 048</b>	<b>3 360</b>	<b>3 254</b>	<b>10 202</b>	<b>25 863</b>
<b>Med-high risk tenants</b>					
<b>Trade receivables – gross carrying amount</b>					
Residential*	400	109	240	2 742	3 491
Restaurants*	824	820	881	14 362	16 887
SME	8 795	4 980	9 186	80 847	103 807
Medical	158	76	55	1 418	1 706
<b>% impairment (ECL)</b>					
Residential	–	–	–	45%	35%
Restaurants	1%	3%	4%	35%	30%
SME	5%	7%	10%	40%	33%
Medical	–	–	–	59%	49%
<b>Impairment (ECL)</b>					
Residential	–	–	(1)	(1 227)	(1 228)
Restaurants	(12)	(23)	(37)	(4 971)	(5 043)
SME	(454)	(360)	(948)	(31 986)	(33 748)
Medical	–	–	–	(835)	(835)
<b>Net trade receivables</b>	<b>9 711</b>	<b>5 602</b>	<b>9 375</b>	<b>60 350</b>	<b>85 037</b>
<b>Total net trade receivables</b>	<b>18 759</b>	<b>8 962</b>	<b>12 629</b>	<b>70 552</b>	<b>110 901</b>

\* Increase in the residential category compared to 2024 is timing related and improved collections are expected post year-end. Improvement in the restaurant category compared to 2024 results from improved collections.

### 35. Financial risk management (continued)

#### 35.1 Credit risk management (continued)

	Company				
	Current R'000	30 days R'000	60-90 days R'000	120 + days R'000	Total R'000
<b>2025</b>					
Med-high risk tenants					
Trade receivables – gross carrying amount					
SME	6 296	879	484	1 387	9 046
% impairment (ECL)					
SME	1%	7%	10%	28%	6%
Impairment (ECL)					
SME	(48)	(64)	(50)	(394)	(556)
Net trade receivables	6 248	815	434	993	8 490
Total net trade receivables	6 248	815	434	993	8 490

	Company				
	Current R'000	30 days R'000	60-90 days R'000	120 + days R'000	Total R'000
<b>2024</b>					
Low risk tenants					
Trade receivables – gross carrying amount					
National	–	–	–	710	710
% impairment (ECL)					
National	–	–	–	87%	87%
Impairment (ECL)					
National	–	–	–	(618)	(618)
Net trade receivables	–	–	–	92	92
Med-high risk tenants					
Trade receivables – gross carrying amount					
SME	403	8	21	1 220	1 652
% impairment (ECL)					
SME	5%	12%	9%	44%	34%
Impairment (ECL)					
SME	(21)	(1)	(2)	(542)	(566)
Net trade receivables	382	7	19	678	1 086
Total net trade receivables	382	7	19	770	1 178

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**35. Financial risk management (continued)****35.1 Credit risk management (continued)**

		Consolidated	
		2025	2024
		R'000	R'000
	Notes		
<b>Movements on the impairment of trade receivables are as follows:</b>			
Balance at the beginning of the year		47 348	45 201
Amounts written-off		(14 627)	(12 360)
Additional impairment recognised – through profit or loss	23	11 376	14 507
<b>Closing balance at year-end</b>		<b>44 097</b>	<b>47 348</b>
		Company	
		2025	2024
		R'000	R'000
	Notes		
<b>Movements on the impairment of trade receivables are as follows:</b>			
Balance at the beginning of the year		1 184	1 184
Additional impairment reversed/recognised – through profit or loss	23	(618)	–
<b>Closing balance at year-end</b>		<b>566</b>	<b>1 184</b>

The quality of the remaining trade receivables is considered by management to be good and likely to be recovered.

The carrying amount of financial assets recorded in the financial statements, which is net of impairment losses, represents the Group's maximum exposure to credit risk.

Management and the board consider the ECL to be adequate for any material credit risk exposure.

## 35. Financial risk management (continued)

### 35.1 Credit risk management (continued)

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

	Consolidated		Company	
	2025 R'000	2024 R'000	2025 R'000	2024 R'000
Maximum exposure to credit losses from receivables, after impairment				
Trade receivables (note 10)	137 612	110 901	8 490	1 178
Less: VAT	(23 701)	(20 641)	(1 180)	(308)
Other receivables (note 10)	140 006	124 488	726	15 216
<b>Credit risk exposure on trade and other receivables</b>	<b>253 917</b>	<b>214 748</b>	<b>8 036</b>	<b>16 086</b>
Credit risk exposure mitigated through:				
Tenant deposits held (note 10)	(27 778)	(25 032)	(58)	–
Tenant bank guarantees held	(4 668)	(3 742)	–	–
<b>Residual exposure on trade and other receivables</b>	<b>221 471</b>	<b>185 974</b>	<b>7 978</b>	<b>16 086</b>
Loans with subsidiaries (note 8)	–	–	5 877 680	5 780 862
Loans receivable (note 7)	14 899	5 881	–	–
Cash and cash equivalents (note 11)	96 466	112 629	52 288	64 341
Financial guarantee contracts (note 34)	–	–	55 011	55 011
<b>Residual exposure</b>	<b>332 836</b>	<b>304 484</b>	<b>5 992 957</b>	<b>5 916 300</b>

The Group holds deposits over certain trade and other receivables in the form of cash tenant deposits and bank guarantees as indicated above.

The directors have performed assessments on ECL for all other receivables that are classified as financial assets and have assessed this as immaterial and are of the opinion that the financial assets have a low credit risk.

#### Cash and cash equivalents

The Group's exposure to credit risk is limited through the use of financial institutions of good standing for investment and cash-handling purposes.

#### Sureties

The Group's policy is to provide sureties with regards to subsidiaries to the extent required in the normal course of business. Refer to note 34.

Such sureties are provided to enable the subsidiaries to obtain the funding necessary to enable them to acquire investment property or investments.

The sureties are backed by second bonds on the property.

## Notes to the annual financial statements

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for the year ended 31 August 2025

**35. Financial risk management (continued)****35.1 Credit risk management (continued)****Loans to subsidiaries**

Loans to subsidiaries is low risk due to the fact that loans are only made to entities known to the directors where their recoverability is assured beyond any reasonable doubt. Recoverability of all loans to subsidiaries at year-end has been assessed by evaluating the lending entities' liquidity and net asset value position. ECL for loans to subsidiaries was considered and assessed as immaterial.

**35.2 Liquidity risk**

Liquidity risk is the risk that the Group will not be able to meet its financial obligations relating to interest-bearing liabilities and trade and other payables as they fall due. The Group ensures that it always has adequate funds available and seeks to borrow for as long as possible at the lowest possible cost. Liquidity requirements are managed by monitoring forecasted cash flows and the maturity profile of financial liabilities.

The Group receives rental income on a monthly basis and deposits this into its call account or access facilities of the bank loans until the cash is required to pay dividends. Typically the Group ensures that it has sufficient cash on demand to meet expected operational expenses, including the servicing of financial obligations. This excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters.

**Maturities of financial liabilities**

The tables below analyse the Group and Company's financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative and derivative financial liabilities. The amounts disclosed in the tables for non-derivative financial liabilities are the contractual undiscounted cash flows, and the amounts for derivatives are the current mark-to-market valuations. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant. For interest rate swaps, the cash flows have been estimated using forward interest rates applicable at the end of the reporting period.

	Consolidated					
	Less than six months R'000	One year R'000	Two years R'000	Three to four years R'000	More than four years R'000	Total R'000
<b>Year ended 31 August 2025</b>						
<b>Financial liabilities</b>						
Interest-bearing liabilities	–	–	1 159 425	2 719 465	–	3 878 890
Interest-bearing liabilities – finance costs	170 636	170 636	306 522	254 214	–	902 008
Lease liabilities	4 605	4 605	9 395	17 450	442 658	478 713
Derivative financial instruments	3 892	4 424	4 456	8 256	–	21 028
Derivative financial instruments – finance costs	3 892	3 697	7 487	1 870	–	16 946
Trade and other payables	76 695	67 470	–	–	–	144 165
<b>Total financial liabilities</b>	<b>259 720</b>	<b>250 832</b>	<b>1 487 285</b>	<b>3 001 255</b>	<b>442 658</b>	<b>5 441 750</b>

### 35. Financial risk management (continued)

#### 35.2 Liquidity risk (continued)

	Consolidated					
	Less than six months R'000	One year R'000	Two years R'000	Three to four years R'000	More than four years R'000	Total R'000
<b>Year ended 31 August 2024</b>						
<b>Financial liabilities</b>						
Interest-bearing liabilities	2 610	530	1 178	2 362 827	1 396 220	3 763 364
Interest-bearing liabilities – finance costs	188 176	188 176	376 352	540 412	67 860	1 360 975
Lease liabilities	4 522	4 522	9 024	29 006	440 684	487 757
Derivative financial instruments	(6 367)	(5 487)	(2 606)	5 444	–	(9 015)
Derivative financial instruments – finance costs	(13 852)	(8 930)	(12 650)	(5 040)	–	(40 471)
Trade and other payables	71 626	61 721	–	–	–	133 347
<b>Total financial liabilities</b>	<b>246 715</b>	<b>240 531</b>	<b>371 298</b>	<b>2 932 649</b>	<b>1 904 764</b>	<b>5 695 957</b>

	Company					
	Less than six months R'000	One year R'000	Two years R'000	Three to four years R'000	More than four years R'000	Total R'000
<b>Year ended 31 August 2025</b>						
<b>Financial liabilities</b>						
Interest-bearing liabilities	–	–	1 159 425	2 608 533	–	3 767 958
Interest-bearing liabilities – finance costs	165 089	165 089	295 429	240 051	–	865 658
Financial guarantees issued to banks for subsidiary loans	–	–	55 011	–	–	55 011
Derivative financial instruments	3 892	4 424	4 456	8 256	–	21 028
Derivative financial instruments – finance costs	3 892	3 697	7 487	1 870	–	16 946
Trade and other payables	948	1 948	–	–	–	2 896
<b>Total financial liabilities</b>	<b>173 821</b>	<b>175 158</b>	<b>1 521 808</b>	<b>2 858 710</b>	<b>–</b>	<b>4 729 497</b>

## Notes to the annual financial statements

(continued)

for the year ended 31 August 2025

**35. Financial risk management (continued)****35.2 Liquidity risk (continued)**

	Company					
	Less than six months R'000	One year R'000	Two years R'000	Three to four years R'000	More than four years R'000	Total R'000
<b>Year ended 31 August 2024</b>						
<b>Financial liabilities</b>						
Interest-bearing liabilities	1 043	–	–	2 359 995	1 285 288	3 646 326
Interest-bearing liabilities – finance costs	182 075	182 075	364 149	516 006	64 555	1 308 860
Financial guarantees issued to banks for subsidiary loans	–	–	55 011	–	–	55 011
Derivative financial instruments	(6 367)	(5 487)	(2 606)	5 444	–	(9 015)
Derivative financial instruments – finance costs	(14 373)	(8 856)	(11 825)	(5 136)	–	(40 189)
Trade and other payables	2 934	268	–	–	–	3 202
<b>Total financial liabilities</b>	<b>165 312</b>	<b>168 000</b>	<b>404 729</b>	<b>2 876 310</b>	<b>1 349 843</b>	<b>4 964 194</b>

The interest payments on variable interest rate loans in the table above reflect market forward interest rates at the reporting date and these amounts may change as market interest rates change. The future cash flows on derivative instruments may be different from the amount in the above table as interest rates change. Except for financial liabilities, it is not expected that the cash flows included in the maturity analysis could occur significantly earlier, or at significantly different amounts.

**35.3 Market risk****Interest rate risk**

Market risk is the risk that changes in interest rate will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposure within acceptable parameters, while optimising the return.

The Group's debt carries floating interest rates, with corresponding swaps to hedge the risk, except for the Cashbuild loan which carries a fixed interest rate (note 17).

The interest rate swaps are not designated as cash flow hedges for accounting purposes and thus any changes to the interest rate at the date of reporting would affect profit or loss but, as these gains or losses are not available for distribution, they would be transferred to a fair value reserve.

The Group is exposed to interest rate risk through its variable rate cash balances, long-term balances as well as its hedges.

## 35. Financial risk management (continued)

### 35.3 Market risk (continued)

A change in interest rates at the reporting date would have increased/(decreased) profit or loss and equity by the amounts shown below (pre-tax).

	Consolidated		Company	
	2025 R'000	2024 R'000	2025 R'000	2024 R'000
<b>Sensitivity analysis</b>				
<b>Fair value sensitivity (mark to market on interest rate swaps)</b>				
– 0.50% increase in interest rate	20 574	23 109	20 574	23 109
– 1.00% increase in interest rate	39 878	39 572	39 878	39 572
– 1.50% increase in interest rate	59 263	56 302	59 263	56 302
<b>Cash flow sensitivity (interest-bearing borrowings)</b>				
– 0.50% increase in interest rate	(19 421)	(19 874)	(18 792)	(19 218)
– 1.00% increase in interest rate	(38 842)	(39 749)	(37 584)	(38 435)
– 1.50% increase in interest rate	(58 263)	(59 623)	(56 376)	(57 653)

The sensitivity analysis is based on the contractual terms of the derivatives and the estimated movement in the prime and JIBAR rates. The values are obtained from external providers.

#### Currency risk

The Group has no exposure to currency risk.

#### Equity price risk

The Group is not exposed to equity price risk.

### 35.4 Fair values

A number of the Group's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the methods below. When applicable further information about the assumption made in determining fair values is disclosed in the notes specific to that asset or liability.

#### Hierarchy levels

The fair value hierarchy reflects the significance of the inputs used in making fair value measurements.

The level within which the fair value measurement is categorised in its entirety shall be determined on the basis of the lowest level input that is significant to the fair value in its entirety.

The different levels have been defined as follows:

- Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2: Inputs other than quoted prices included in level 1 that are observable for the asset or liability, either directly or indirectly;
- Level 3: Inputs for assets or liabilities that are not based on observable market data.

Investment properties and derivative financial instruments have been categorised as level 3 and 2 respectively. There has been no material change between levels during the year and there were no transfers between levels.

For derivative financial instruments, the fair value of interest rate swaps is based on statement valuations from reputable financial institutions.

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**35. Financial risk management (continued)****35.4 Fair values (continued)**

These statements are tested for reasonableness by discounting estimated future cash flows based on the terms and maturity of each contract and using market interest rates for similar instruments at the reporting date.

The Group's audit and risk committee determines the policies and procedures for recurring fair value measurement.

In terms of the accounting policy, the portfolio is valued annually, with properties above R12 million being valued by independent registered valuers. One-third of the properties below R12 million (at the last valuation date) are valued externally whilst the remaining two-thirds are valued internally by directors (refer to note 3).

At each reporting date, management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Group's accounting policies. For this analysis, management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to market conditions and other relevant documents.

At 31 August 2025, the property portfolio was valued at R10.7 billion (2024: R10.2 billion) and the Company R300.8 million (2024: R270.8 million). Refer to note 3 for further details.

The fair values of the properties are estimated using a discounted cash flow method, which capitalises the estimated rental income stream, net of projected operating costs, using a discount rate derived from market yields. The estimated rental stream takes into account current occupancy levels, estimates of future vacancy levels, the terms of in-place leases and expectations of rentals from future leases over the remaining economic life of the properties.

The estimated fair value would increase/(decrease) if the expected market rental growth was higher/(lower), the discount rate was lower/(higher) and/or the capitalisation rate was lower/(higher).

The most significant inputs are the discount rate, the expected rental growth, the capitalisation rate and the vacancy rate.

In an endeavour to provide more detail regarding the significant unobservable input for Investment Property – level 3, the below tables have been prepared.

Valuation technique and significant unobservable inputs - Investment property – level 3

**Measurement of fair value**

The assets and liabilities measured at fair value in the statement of financial position are grouped into the fair value hierarchy as follows:

	Consolidated			
	Level 1 R'000	Level 2 R'000	Level 3 R'000	Total R'000
<b>2025</b>				
<b>ASSETS</b>				
Investment property	–	–	10 731 354	10 731 354
Derivative financial assets – swaps	–	1 433	–	1 433
Investment property held-for-sale	–	–	76 495	76 495
<b>Total</b>	–	1 433	10 807 849	10 809 282
<b>LIABILITIES</b>				
Derivative financial liabilities – swaps	–	22 461	–	22 461
<b>Total</b>	–	22 461	–	22 461

### 35. Financial risk management (continued)

#### 35.4 Fair values (continued)

	Consolidated			
	Level 1 R'000	Level 2 R'000	Level 3 R'000	Total R'000
<b>2024</b>				
<b>ASSETS</b>				
Investment property	–	–	10 138 679	10 138 679
Derivative financial assets – swaps	–	18 380	–	18 380
Investment property held-for-sale	–	–	50 350	50 350
<b>Total</b>	–	18 380	10 189 029	10 207 409
<b>LIABILITIES</b>				
Derivative financial liabilities – swaps	–	9 365	–	9 365
<b>Total</b>	–	9 365	–	9 365
	Company			
	Level 1 R'000	Level 2 R'000	Level 3 R'000	Level 4 R'000
<b>2025</b>				
<b>ASSETS</b>				
Investment property	–	–	300 799	300 799
Derivative financial assets – swaps	–	1 433	–	1 433
Investment property held-for-sale	–	–	–	–
<b>Total</b>	–	1 433	300 799	302 232
<b>LIABILITIES</b>				
Derivative financial liabilities – swaps	–	22 461	–	22 461
<b>Total</b>	–	22 461	–	22 461
	Company			
	Level 1 R'000	Level 2 R'000	Level 3 R'000	Total R'000
<b>2024</b>				
<b>ASSETS</b>				
Investment property	–	–	270 800	270 800
Derivative financial assets – swaps	–	18 380	–	18 380
Investment property held-for-sale	–	–	–	–
<b>Total</b>	–	18 380	270 800	289 180
<b>LIABILITIES</b>				
Derivative financial liabilities – swaps	–	9 365	–	9 365
<b>Total</b>	–	9 365	–	9 365

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**35. Financial risk management (continued)****35.4 Fair values (continued)****Hierarchy levels**

The fair value hierarchy reflects the significance of the inputs used in making fair value measurements. The level within which the fair value-measurement is categorised in its entirety shall be determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety.

The different levels have been defined as follows:

- Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2: Inputs other than quoted prices included in level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3: Inputs for assets or liabilities that are not based on observable market data.

There were no changes in valuation techniques and there were no transfers between level 1, level 2 and level 3 during the period.

**Investment property**

On an annual basis, properties above R12 million (at the last valuation date) and one-third of properties below R12 million are valued by independent registered valuers.

The remaining two-thirds are valued internally by directors.

The properties are valued using either the discounted cash flow or capitalisation methods by the internal and external valuers. The valuations are done on an open market basis with consideration given to the future earnings potential and applying an appropriate capitalisation rate to a property. The capitalisation rates used range between 8.0% and 14.0% (2024: 8.0% and 14.0%). Investment properties held-for-sale were valued at the net sale price, which is considered to be the fair value.

Investment properties have been categorised as level 3. There has been no material change between levels during the period and there were no transfers between levels.

**Derivative financial instruments**

Financial instruments are measured at fair value.

- The fair value of interest rate swaps are based on statement valuations from reputable financial institutions. Those valuations are tested for reasonableness by discounting estimated future cash flows based on the terms and maturity of each contract and using market interest rates for a similar instrument at the reporting date.

Derivative financial instruments – swaps have been categorised as level 2. There has been no material change between levels during the period and there were no transfers between levels.

### 35. Financial risk management (continued)

#### 35.4 Fair values (continued)

##### Movement in level 3 instruments

	Consolidated			
	Investment property 2025	Investment property held-for-sale 2025	Investment property 2024	Investment property held-for-sale 2024
Balance at the beginning of the year	10 138 679	50 350	9 733 570	39 081
Acquisitions/additions	276 964	–	145 903	–
Change in fair value (note 14)	473 507	(20 257)	309 235	(8 516)
Transferred (to)/from non-current assets held-for-sale	(96 752)	96 752	(56 310)	56 310
Disposals	(61 721)	(50 350)	–	(36 525)
Right-of-use assets	1 936	–	1 862	–
Net tenant installation/lease commission	(1 259)	–	4 419	–
<b>Balance at the end of the year</b>	<b>10 731 354</b>	<b>76 495</b>	<b>10 138 679</b>	<b>50 350</b>

	Company			
	Investment property 2025	Investment property held-for-sale 2025	Investment property 2024	Investment property held-for-sale 2024
Balance at the beginning of the year	270 800	–	261 500	–
Acquisitions/additions	8 187	–	1 252	–
Change in fair value (note 14)	22 105	–	8 419	–
Net tenant installation/lease commission	(293)	–	(371)	–
<b>Balance at the end of the year</b>	<b>300 799</b>	<b>–</b>	<b>270 800</b>	<b>–</b>

Significant unobservable inputs and ranges of estimates used:

	Discount rate	Capitalisation rate	Vacancy rate	Gross rental	Rental growth range		
	Range %	Weighted average %	Range %	Weighted average %	Range R/m <sup>2</sup>	Range %	
<b>2025</b>							
<b>Total portfolio</b>	<b>12 – 16</b>	<b>13.20</b>	<b>8 – 14</b>	<b>9.50</b>	<b>2 – 10</b>	<b>35 – 375</b>	<b>3 – 5</b>
Retail	12 – 16	13.00	8 – 12.75	9.30	4 – 8	37 – 345	4 – 6
Office	12.5 – 15	13.50	9 – 11.5	9.70	5 – 22	37 – 421	(1) – 2
Industrial	12 – 15	13.70	8.75 – 14.0	10.25	0 – 4	18 – 109	4 – 6
Residential	14 – 15.25	14.30	9.25 – 10	9.25	1 – 7	140 – 167	3 – 5

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(continued)

for the year ended 31 August 2025

**35. Financial risk management (continued)****35.4 Fair values (continued)**

	Discount rate	Capitalisation rate	Vacancy rate	Gross rental	Rental growth range		
	Range %	Weighted average %	Range %	Weighted average %	Range R/m <sup>2</sup>	Range %	
<b>2024</b>							
<b>Total portfolio</b>	12 – 15.5	13.90	8 – 14	9.50	2 – 9	21 – 325	3 – 5
Retail	12 – 15	12.90	8 – 12.5	9.10	4 – 8	35 – 325	3 – 6
Office	12.75 – 15	13.50	9 – 11.25	9.60	5 – 18	34 – 317	(2) – 2
Industrial	12.75 – 15.5	13.90	9.25 – 14.0	10.75	0 – 4	21 – 105	3 – 6
Residential	14 – 14.25	14.10	9.25 – 10	9.25	1 – 7	138 – 162	3 – 5

The valuations of the investment properties are sensitive to changes in the unobservable inputs used in the valuations. Changes to one of the observable inputs, while holding the other inputs constant, would have the following effects on the fair value of investment property and fair value adjustments in profit.

	Impact on valuation							
	Discount rate (0.5%)	Discount rate +0.5%	Capitalisation rate (0.5%)	Capitalisation rate +0.5%	Market rentals +5%	Market rentals (5%)	Vacancy rate +1.0%	Vacancy rate (1.0%)
<b>2025</b>								
<b>Total portfolio</b>	1.82	(1.78)	3.46	(2.82)	5.57	(5.30)	1.46	(1.07)
Retail	2.07	(1.61)	3.55	(2.89)	5.67	(5.34)	1.21	(0.79)
Office	1.72	(2.06)	3.63	(1.88)	6.11	(4.67)	1.85	(1.60)
Industrial	0.72	(2.23)	2.76	(3.29)	4.75	(5.75)	2.19	(1.74)
Residential	1.93	(2.11)	3.83	(3.35)	4.78	(5.25)	1.69	(1.56)

	Impact on valuation							
	Discount rate (0.5%)	Discount rate +0.5%	Capitalisation rate (0.5%)	Capitalisation rate +0.5%	Market rentals +5%	Market rentals (5%)	Vacancy rate +1.0%	Vacancy rate (1.0%)
<b>2024</b>								
<b>Total portfolio</b>	1.88	(1.75)	3.62	(3.20)	5.93	(4.20)	1.30	(1.00)
Retail	1.92	(1.87)	3.75	(3.37)	6.29	(3.93)	1.47	(0.98)
Office	1.92	(1.22)	3.59	(2.86)	5.11	(4.79)	1.10	(0.83)
Industrial	1.68	(1.78)	3.04	(2.78)	4.97	(4.06)	0.84	(1.02)
Residential	1.94	(1.70)	3.79	(3.26)	6.69	(6.57)	1.06	(1.92)

### 35. Financial risk management (continued)

#### 35.5 Categories of financial assets and financial liabilities

	Consolidated			
	Financial assets/ liabilities at amortised cost R'000	Financial assets/ liabilities at FVTPL R'000	Non-financial assets/ liabilities R'000	Total R'000
<b>Year ended 31 August 2025</b>				
<b>Financial assets:</b>				
Trade and other receivables	277 617	–	13 241	290 858
Derivative financial instruments	–	1 433	–	1 433
Loans receivable	14 899	–	–	14 899
Cash and cash equivalents	96 466	–	–	96 466
<b>Total financial assets</b>	<b>388 982</b>	<b>1 433</b>	<b>13 241</b>	<b>403 656</b>
<b>Financial liabilities:</b>				
Interest-bearing liabilities	3 871 132	–	–	3 871 132
Lease liabilities	122 515	–	–	122 515
Derivative financial instruments	–	22 461	–	22 461
Trade and other payables	144 166	–	47 165	191 331
<b>Total financial liabilities</b>	<b>4 137 813</b>	<b>22 461</b>	<b>47 165</b>	<b>4 207 439</b>

	Consolidated			
	Financial assets/ liabilities at amortised cost R'000	Financial assets/ liabilities at FVTPL R'000	Non-financial assets/ liabilities R'000	Total R'000
<b>Year ended 31 August 2024</b>				
<b>Financial assets:</b>				
Trade and other receivables	235 389	–	9 505	244 894
Derivative financial instruments	–	18 380	–	18 380
Loans receivable	5 881	–	–	5 881
Cash and cash equivalents	112 629	–	–	112 629
<b>Total financial assets</b>	<b>353 899</b>	<b>18 380</b>	<b>9 505</b>	<b>381 784</b>
<b>Financial liabilities:</b>				
Interest-bearing liabilities	3 741 392	–	–	3 741 392
Lease liabilities	120 302	–	–	120 302
Derivative financial instruments	–	9 365	–	9 365
Trade and other payables	133 347	–	43 698	177 045
<b>Total financial liabilities</b>	<b>3 995 041</b>	<b>9 365</b>	<b>43 698</b>	<b>4 048 104</b>

## Notes to the annual financial statements

(continued)

for the year ended 31 August 2025

**35. Financial risk management (continued)****35.5 Categories of financial assets and financial liabilities (continued)**

	Company			
	Financial assets/ liabilities at amortised cost R'000	Financial assets/ liabilities at FVTPL R'000	Non-financial assets/ liabilities R'000	Total R'000
<b>Year ended 31 August 2025</b>				
<b>Financial assets:</b>				
Trade and other receivables	9 216	–	212	9 428
Derivative financial instruments	–	1 433	–	1 433
Loans to subsidiaries	5 877 680	–	–	5 877 680
Interest in subsidiaries	–	–	2 100 556	2 100 556
Cash and cash equivalents	52 288	–	–	52 288
<b>Total financial assets</b>	<b>5 939 184</b>	<b>1 433</b>	<b>2 100 768</b>	<b>8 041 385</b>
<b>Financial liabilities:</b>				
Interest-bearing liabilities	3 755 530	–	–	3 755 530
Derivative financial instruments	–	22 461	–	22 461
Trade and other payables	2 896	–	4 553	7 449
<b>Total financial liabilities</b>	<b>3 758 426</b>	<b>22 461</b>	<b>4 553</b>	<b>3 785 440</b>
<b>Year ended 31 August 2024</b>				
<b>Financial assets:</b>				
Trade and other receivables	16 394	–	197	16 591
Derivative financial instruments	–	18 380	–	18 380
Loans to subsidiaries	5 780 862	–	–	5 780 862
Interest in subsidiaries	–	–	2 100 556	2 100 556
Cash and cash equivalents	64 341	–	–	64 341
<b>Total financial assets</b>	<b>5 861 597</b>	<b>18 380</b>	<b>2 100 753</b>	<b>7 980 730</b>
<b>Financial liabilities:</b>				
Interest-bearing liabilities	3 624 904	–	–	3 624 904
Derivative financial instruments	–	9 365	–	9 365
Trade and other payables	3 202	–	5 673	8 875
<b>Total financial liabilities</b>	<b>3 628 106</b>	<b>9 365</b>	<b>5 673</b>	<b>3 643 144</b>

### 36. Capital management

The capital structure of the Group consists of net debt and equity of the Group.

The net debt consists of interest-bearing liabilities disclosed in note 17 less cash and cash equivalents disclosed in note 11.

Equity comprises stated capital, reserves, retained earnings and non-controlling interests.

The board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The board of directors also monitor the level of distribution to shareholders. The board seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position. The Group may maintain or adjust the capital structure through various mechanisms, including issuing new shares or selling assets to reduce debt.

There were no changes in the Group's approach to capital management during the year.

One of the measures that the Group employs to monitor capital is the calculation of a loan to value ("LTV") ratio, as determined by the ratio of net debt to the fair value of property assets, consistent with others in the industry.

#### Covenants

At a Group level, Dipula's strictest covenant requirements with its various debt providers is a LTV ratio of 50% and an interest cover ratio ("ICR") of 2 times.

Covenants are reviewed twice a year to ensure compliance and identify any possible challenges in complying with these covenants at the next reporting date. Management does not expect there to be a breach of covenants in the next 12 months.

Dipula's covenant levels were substantially within the approved limits at the reporting date as follows:

	Consolidated	
	2025	2024
LTV	34.9%	35.7%
ICR	2.8 times	2.7 times

#### Unutilised borrowings

The unutilised borrowings of the Group are reflected below:

	Consolidated	
	2025 R'000	2024 R'000
Value of the property portfolio	10 807 849	10 189 029
50% thereof (2024: 50% thereof)	5 403 925	5 094 515
Borrowings utilised	(3 871 132)	(3 741 392)
<b>Unutilised borrowings capacity</b>	<b>1 532 793</b>	<b>1 353 123</b>

## Notes to the annual financial statements

(continued)

for the year ended 31 August 2025

**37. Related party transactions****37.1 Related parties**

Related parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial or operational decisions.

	Consolidated		Company	
	2025 R'000	2024 R'000	2025 R'000	2024 R'000
<b>Property management fees (note 21)</b>	–	–	<b>35 202</b>	32 614
Gillwell Taxi Retail Park Proprietary Limited	–	–	<b>1 069</b>	945
Emerald Fire Investments Proprietary Limited	–	–	<b>2 095</b>	2 095
Jarrabilla Investments Proprietary Limited	–	–	<b>1 037</b>	976
Lizinex Proprietary Limited	–	–	<b>1 971</b>	1 909
Luxanio Trading 181 Proprietary Limited	–	–	<b>26 311</b>	21 032
Mergence Africa Property Investment Trust	–	–	–	3 075
Seshego Circle Consortium	–	–	<b>1 440</b>	1 331
The Dipula Property Investment Trust	–	–	<b>70</b>	451
Hynorex Proprietary Limited	–	–	<b>839</b>	734
Detnet Consortium	–	–	<b>370</b>	65
<b>Building management recoveries (note 21)</b>	–	–	<b>4 164</b>	3 860
Emerald Fire Investments Proprietary Limited	–	–	<b>62</b>	50
Gillwell Taxi Retail Park Proprietary Limited	–	–	<b>358</b>	355
Jarrabilla Investments Proprietary Limited	–	–	<b>88</b>	84
Lizinex Proprietary Limited	–	–	<b>150</b>	134
Luxanio Trading 181 Proprietary Limited	–	–	<b>3 184</b>	2 524
Mergence Africa Property Investment Trust	–	–	–	413
Seshego Circle Consortium	–	–	<b>219</b>	185
Hynorex Proprietary Limited	–	–	<b>103</b>	116
<b>Asset management fees (note 21)</b>	–	–	<b>25 392</b>	21 948
Emerald Fire Investments Proprietary Limited	–	–	<b>1 535</b>	1 384
Gillwell Taxi Retail Park Proprietary Limited	–	–	<b>1 148</b>	913
Hynorex Proprietary Limited	–	–	<b>592</b>	485
Jarrabilla Investments Proprietary Limited	–	–	<b>1 159</b>	992
Lizinex Proprietary Limited	–	–	<b>1 338</b>	1 125
Luxanio Trading 181 Proprietary Limited	–	–	<b>19 620</b>	14 572
Mergence Africa Property Investment Trust	–	–	–	2 164
The Dipula Property Investment Trust	–	–	–	314
<b>Total</b>	–	–	<b>64 758</b>	58 423

### 37. Related party transactions (continued)

#### 37.1 Related parties (continued)

	Consolidated		Company	
	2025 R'000	2024 R'000	2025 R'000	2024 R'000
<b>Distribution/dividends from Group companies</b>	–	–	<b>707 506</b>	718 723
Bajascap Proprietary Limited	–	–	<b>31 107</b>	28 145
Gillwell Taxi Retail Park Proprietary Limited	–	–	<b>41 653</b>	19 414
Mergence Africa Property Fund Proprietary Limited	–	–	<b>349 047</b>	372 813
Mergence Africa Property Investment Trust	–	–	<b>202 040</b>	214 923
The Dipula Property Investment Trust	–	–	<b>83 659</b>	83 428
<b>Loans receivable from Group companies (note 8)</b>	–	–	<b>5 877 680</b>	5 780 862
Asakhe Realty Investment Fund Proprietary Limited	–	–	<b>61</b>	18
Bajascap Proprietary Limited	–	–	<b>3 345</b>	568
Dipula Asset Management Trust	–	–	<b>5 804</b>	5 804
Dipula Property Management Proprietary Limited	–	–	<b>195</b>	36
Gillwell Taxi Retail Park Proprietary Limited	–	–	<b>367 081</b>	359 927
Mergence Africa Property Fund Proprietary Limited	–	–	<b>4 387 531</b>	4 584 111
Mergence Africa Property Investment Trust	–	–	<b>479 193</b>	279 588
The Dipula Property Investment Trust	–	–	<b>634 470</b>	550 810

Refer to note 35 for ECL consideration.

	Consolidated		Company	
	2025 R'000	2024 R'000	2025 R'000	2024 R'000
<b>Related parties outside the Group</b>	<b>(15 309)</b>	(22 549)	<b>(15 309)</b>	(22 549)
Qvest Consulting Proprietary Limited – professional fees*	<b>(15 005)</b>	(22 199)	<b>(15 005)</b>	(22 199)
MAC Capital Solutions Proprietary Limited – administration costs*	<b>(899)</b>	(894)	<b>(899)</b>	(894)
MAC Capital Solutions Proprietary Limited – rent received*	<b>595</b>	544	<b>595</b>	544

\* Amounts were (paid to) received from companies which IS Petersen (executive director) is associated with.

## Notes to the annual financial statements

(continued)

for the year ended 31 August 2025

**37. Related party transactions (continued)****37.2 Directors' remuneration****NON-EXECUTIVE DIRECTORS****Short-term benefits**

Fees earned for services as non-executive directors of the Company were as follows:

	Consolidated		Company	
	2025 R'000	2024 R'000	2025 R'000	2024 R'000
BH Azizollahoff*	714	649	714	649
ZJ Matlala (Chairperson)*	719	656	719	656
Z Adams*	787	785	787	785
K Teeroovengadun#	558	395	558	395
N Khoele#	666	664	666	664
	<b>3 444</b>	<b>3 149</b>	<b>3 444</b>	<b>3 149</b>

\* Directors' fees include VAT charged.

# Directors' fees do not include VAT charged.

**EXECUTIVE DIRECTORS**

	STI			
	Salary	Bonus	LTI	Total
<b>2025</b>				
IS Petersen**	6 166	4 013	4 826	15 005
S Moodley	2 704	1 379	–	4 083
<b>Total</b>	<b>8 870</b>	<b>5 392</b>	<b>4 826</b>	<b>19 088</b>
<b>2024</b>				
IS Petersen**	5 817	4 057	12 325	22 199
S Moodley	2 588	962	–	3 550
<b>Total</b>	<b>8 405</b>	<b>5 019</b>	<b>12 325</b>	<b>25 749</b>

\*\* Amount paid by the Group to QVEST Consulting Proprietary Limited for services rendered by IS Petersen. IS Petersen is the sole shareholder of the Company.

The directors are the prescribed officers of the Group.

**NON-EXECUTIVE DIRECTOR – TRUSTEES FEES**

Fees earned for services as trustee for various trusts within the Group were as follows:

	Consolidated		Company	
	2025 R'000	2024 R'000	2025 R'000	2024 R'000
BH Azizollahoff	115	115	–	–

**Share-based-payments**

The conditional share plan (accounted for in terms of IFRS 2) provided for participants to be awarded rights to a specified number of Dipula ordinary shares, the vesting of which is conditional upon the extent the performance conditions have been satisfied.

### 37. Related party transactions (continued)

#### 37.2 Directors' remuneration (continued)

		Number of unexercised shares as at 31 August 2025	Number of shares granted	Number of unexercised shares as at 31 August 2024	Vesting date
IS Petersen	Tranche 4 – Dipula ordinary shares	–	756 388	756 388	15 Feb 25
	Tranche 4 – Dipula ordinary shares converted	–	783 355	783 355	15 Feb 25
	Tranche 5 – Dipula ordinary shares	<b>1 530 304</b>	1 530 304	1 530 304	20 Feb 26
	Tranche 6 – Dipula ordinary shares	<b>1 632 305</b>	1 632 305	1 632 305	20 Feb 27
	Tranche 7 – Dipula ordinary shares	<b>1 362 459</b>	1 362 459	–	19 Feb 28
		<b>4 525 068</b>	6 064 811	4 702 352	
S Moodley	Tranche 5 – Dipula ordinary shares	<b>600 962</b>	600 962	600 962	20 Feb 26
	Tranche 6 – Dipula ordinary shares	<b>625 900</b>	625 900	625 900	20 Feb 27
	Tranche 7 – Dipula ordinary shares	<b>522 429</b>	522 429	–	19 Feb 28
		<b>1 749 291</b>	1 749 291	1 226 862	

Refer to note 15 for share-based payment reserve.

### 38. Segmental information

The Group identifies and presents operating segments based on the information that is provided internally to the Chief Executive Officer, the Group's chief operating decision maker.

The segments are based on the sectoral nature including the property management segment. All operating segments are located in South Africa. There are no single major customers.

The results of the operating segments are reviewed monthly by the Chief Executive Officer, to assess performance and make decisions regarding the allocation of capital to each of the operating segments.

The measurement policies the Group uses for segmental reporting under IFRS 8 are the same as those used in its financial statements, to arrive at distributable earnings.

Reportable segments for the year ended 31 August 2025 are consistent with those reported as at 31 August 2024.

Five of the segments generate rental income from the letting of investment properties.

The segmental information is limited:

- on the statement of comprehensive income to:
  - contractual rental income
  - property expenses
- on the statement of financial position to:
  - investment properties
  - non-current assets held-for-sale

All the debt is negotiated at a Group level with some of the subsidiaries carrying long-term debt.

## Notes to the annual financial statements

(continued)

for the year ended 31 August 2025

**38. Segmental information (continued)**

2025

Extracts from the statement of comprehensive income

	Retail R'000	Offices R'000	Industrial R'000	Residential R'000	Land R'000	Total R'000
Contractual rental income (excluding straight-line)	736 528	174 144	176 955	42 774	-	1 130 401
Municipal and property recoveries	314 385	39 478	27 067	6 100	-	387 030
Property-related expenses (including ECL)	(191 419)	(55 529)	(28 485)	(11 902)	(222)	(287 557)
Municipal expenses (excluding municipal rates)	(246 062)	(38 538)	(24 059)	( 7 124)	-	(315 783)
<b>Net property income</b>	<b>613 432</b>	<b>119 555</b>	<b>151 478</b>	<b>29 848</b>	<b>(222)</b>	<b>914 091</b>
<b>Extracts from the statement of financial position</b>						
Investment property at fair value	7 247 611	1 551 037	1 531 306	379 000	22 400	10 731 354
Investment property held-for-sale	56 235	20 260	-	-	-	76 495
	<b>7 303 846</b>	<b>1 571 297</b>	<b>1 531 306</b>	<b>379 000</b>	<b>22 400</b>	<b>10 807 849</b>

2024

Extracts from the statement of comprehensive income

	Retail R'000	Offices R'000	Industrial R'000	Residential R'000	Land R'000	Total R'000
Contractual rental income and recoveries (excluding straight-line)	705 195	182 138	179 157	43 830	-	1 110 320
Municipal and property recoveries	275 415	39 610	23 449	6 517	-	344 991
Property-related expenses (including ECL)	(170 476)	(57 635)	(28 719)	(13 442)	(27)	(270 299)
Municipal expenses (excluding municipal rates)	(222 580)	(38 064)	(23 289)	(12 916)	(6)	(296 856)
<b>Net property income</b>	<b>587 555</b>	<b>126 049</b>	<b>150 598</b>	<b>23 989</b>	<b>(33)</b>	<b>888 157</b>
<b>Extracts from the statement of financial position</b>						
Investment property at fair value	6 659 817	1 630 212	1 410 850	417 200	20 600	10 138 679
Investment property held-for-sale	1 350	4 000	45 000	-	-	50 350
	<b>6 661 167</b>	<b>1 634 212</b>	<b>1 455 850</b>	<b>417 200</b>	<b>20 600</b>	<b>10 189 029</b>

### 38. Segmental information (continued)

Reconciliations of reportable segment revenue and profit.

	2025 R'000
<b>Revenue</b>	
Total revenue for reportable segments	1 517 431
Straight-line rental income adjustment	(4 901)
<b>Consolidated revenue</b>	<b>1 512 530</b>
<b>Profit</b>	
Total profit for reportable segments	914 091
Straight-line rental income adjustment	(4 901)
Administration and corporate costs	(51 902)
Net finance cost	(317 794)
Fair value adjustments	428 370
<b>Profit before taxation</b>	<b>967 864</b>
2024 R'000	
<b>Revenue</b>	
Total revenue for reportable segments	1 455 311
Straight-line rental income adjustment	32 152
<b>Consolidated revenue</b>	<b>1 487 463</b>
<b>Profit</b>	
Total profit for reportable segments	888 157
Straight-line rental income adjustment	32 152
Administration and corporate costs	(48 633)
Net finance cost	(323 050)
Fair value adjustments	231 632
<b>Profit before taxation</b>	<b>780 258</b>

## Notes to the annual financial statements

(continued)

for the year ended 31 August 2025

**38. Segmental information (continued)**

Reconciliations of reportable segment assets.

	R'000
<b>2025</b>	
<b>Assets</b>	
Total assets for reportable segments	10 807 849
Property, plant and equipment	2 053
Deferred taxation	6 058
Loan receivable – non-current	14 449
Trade and other receivables	290 858
Loan receivable – current	450
Cash and cash equivalents	96 466
Derivative financial instruments – current	1 433
<b>Total assets</b>	<b>11 219 616</b>
<b>2024</b>	
<b>Assets</b>	
Total assets for reportable segments	10 189 029
Property, plant and equipment	2 370
Deferred taxation	6 058
Loan receivable – non-current	5 430
Derivative financial instruments – non-current	6 526
Trade and other receivables	244 894
Loan receivable – current	451
Cash and cash equivalents	112 629
Derivative financial instruments – current	11 854
<b>Total assets</b>	<b>10 579 241</b>

**39. Subsequent events****Dividend declaration**

In line with IAS 10: *Events after the Reporting Period*, the declaration of the dividend occurred after the end of the reporting period, resulting in a non-adjusting event that is not recognised in the financial statements. The board approved a final dividend on 10 November 2025 of 25.92942 cents per share for the year ended 31 August 2025 (31 August 2024: 24.37996 cents) amounting to R236.0 million (2024: R221.9 million) net of treasury shares. The dividend represents a pay-out ratio of 90% (2024: 90%) of total Group distributable earnings and 100% of the minimum JSE required SA REIT distribution.

**Accelerated bookbuild**

Subsequent to the reporting date, on 4 September 2025, the Company launched an accelerated bookbuild to raise approximately R500 million to fund future acquisitions. Following strong demand, the book was oversubscribed, and the Company accepted R559 million of the bids and successfully closed the bookbuild. 102 946 593 new ordinary shares ("bookbuild shares") were placed pursuant to the bookbuild at an issue price of R5.43 per bookbuild share, taking the total number of shares in issue to 1 013 315 409 (net of treasury shares). The issue price represents a discount of 4.23% to the closing price on Thursday, 4 September 2025 of Dipula shares on the JSE Limited ("JSE") and a discount of 4.86% to the volume weighted average traded price measured over the 30 business days ended Thursday, 4 September 2025 (being the last business day prior to the date of closing of the bookbuild). The shares were listed on the JSE on 12 September 2025, post year-end but prior to publication of the annual financial statements.

#### **40. Going concern**

The directors have evaluated the Group and Company's ability to continue as a going concern and believe that both the Group and Company have sufficient resources to operate sustainably for the foreseeable future. It is therefore appropriate to adopt the going concern basis in preparing the consolidated and separate annual financial statements. Based on the current cash flow forecast, operational environment, geographical diversity, and industry trends, the directors are satisfied that the Group and Company will remain solvent and liquid for the next 12 months and are in a sound financial position, with access to sufficient borrowing facilities to meet foreseeable cash flow needs.

# Appendix 1: SA REIT Best Practice Recommendation ratios

The BPR is effective for the reporting periods commencing on or after 1 January 2020. The comparative figures have been disclosed on the same basis. Forvis Mazars have issued a factual findings report on the SA REIT BPR. The SA REIT ratios have been prepared in compliance with the SA REIT Best Practice Recommendations and are the responsibility of the directors of Dipula.

	Unaudited year ended 31 August 2025 R'000	Unaudited year ended 31 August 2024 R'000
<b>SA REIT Funds from Operations (SA REIT FFO) per share</b>		
<b>Profit for the period attributable to the parent</b>	<b>931 871</b>	774 302
Adjusted for:		
Accounting/specific adjustments:	<b>(452 731)</b>	(301 468)
Fair value adjustments to:		
Investment property	<b>(458 413)</b>	(270 429)
Depreciation of property, plant and equipment	<b>781</b>	1 113
Straight-lining operating lease adjustment	<b>4 901</b>	(32 152)
<b>Foreign exchange and hedging items:</b>	<b>30 043</b>	38 797
Fair value adjustments on derivative financial instruments for economic hedging purposes	<b>30 043</b>	38 797
Other adjustments:	<b>4 899</b>	(22 178)
Non-controlling interests in respect of the above adjustments	<b>4 899</b>	(22 178)
<b>SA REIT FFO</b>	<b>514 082</b>	489 453
<b>Number of shares outstanding at the end of the period (net of treasury shares)</b>	<b>910 368 816</b>	910 368 816
<b>SA REIT FFO average cents per share:</b>	<b>56.47</b>	53.76
<b>Company-specific adjustments</b>	<b>7 170</b>	6 573
IFRS 16 – rental paid	<b>(9 044)</b>	(8 891)
IFRS 16 – finance cost adjustment	<b>11 257</b>	11 061
Share-based payments	<b>5 738</b>	5 516
Depreciation of property, plant and equipment	<b>(781)</b>	(1 113)
<b>Distributable earnings</b>	<b>521 252</b>	496 026
Distribution pay-out ratio	<b>90%</b>	90%
<b>Dividend declared</b>	<b>469 127</b>	446 424
<b>Distributable earnings per share (cents)*</b>	<b>57.25707</b>	54.39590
Interim	<b>28.44660</b>	27.30705
Final	<b>28.81047</b>	27.08885
<b>Dividend per share (cents)*</b>	<b>51.53136</b>	48.95631
Interim	<b>25.60194</b>	24.57635
Final	<b>25.92942</b>	24.37996

\* Excluding treasury shares.

	Unaudited year ended 31 August 2025 R'000	Unaudited year ended 31 August 2024 R'000
<b>SA REIT Net Asset Value (NAV)</b>		
Reported NAV attributable to the parent	6 830 487	6 354 346
<i>Adjustments:</i>		
Dividend to be declared	(262 258)	(246 608)
Fair value of certain derivative financial instruments	21 028	(9 016)
<b>SA REIT NAV</b>	<b>6 589 257</b>	<b>6 098 722</b>
<b>Shares outstanding</b>		
Number of shares in issue at period end (net of treasury shares)	910 368 816	910 368 816
Effect of dilutive instruments (options, convertibles and equity interests)	16 757 868	16 757 868
<b>Dilutive number of shares in issue</b>	<b>927 126 684</b>	<b>927 126 684</b>
<b>SA REIT NAV per share:</b>	<b>7.11</b>	<b>6.58</b>
	Unaudited year ended 31 August 2025 R'000	Unaudited year ended 31 August 2024 R'000
<b>SA REIT cost-to-income ratio</b>		
<b>Expenses</b>		
Operating expenses per IFRS Accounting Standards statement of comprehensive income (includes municipal expenses)	591 964	552 647
Administrative expenses per IFRS Accounting Standards statement of comprehensive income	51 902	48 633
Other expenses – impairment loss and write-off of receivables	11 376	14 507
<i>Exclude:</i>		
Depreciation expense in relation to property, plant and equipment of an administrative nature	781	1 113
Company-specific adjustments	(781)	(1 113)
Depreciation expense in relation to property, plant and equipment of an administrative nature	(781)	(1 113)
<b>Operating costs</b>	<b>655 242</b>	<b>615 787</b>
<b>Rental income</b>		
Contractual rental income per IFRS Accounting Standards statement of comprehensive income (excluding straight-lining)	1 130 401	1 110 320
Utility and operating recoveries per IFRS Accounting Standards statement of comprehensive income	387 030	344 991
<b>Gross rental income</b>	<b>1 517 431</b>	<b>1 455 311</b>
<b>SA REIT cost-to-income ratio</b>	<b>43.2%</b>	<b>42.3%</b>

## Appendix 1: SA REIT Best Practice Recommendation ratios

(continued)

## SA REIT administrative cost-to-income ratio

	Unaudited year ended 31 August 2025 R'000	Unaudited year ended 31 August 2024 R'000
<b>Expenses</b>		
Administrative expenses as per IFRS Accounting Standards statement of comprehensive income	51 902	48 633
<b>Administrative costs</b>	51 902	48 633
<b>Rental income</b>		
Contractual rental income per IFRS Accounting Standards statement of comprehensive income (excluding straight-lining)	1 130 401	1 110 320
Utility and operating recoveries per IFRS Accounting Standards statement of comprehensive income	387 030	344 991
<b>Gross rental income</b>	1 517 431	1 455 311
<b>SA REIT administrative cost-to-income ratio</b>	3.4%	3.3%

	Unaudited year ended 31 August 2025 m <sup>2</sup>	Unaudited year ended 31 August 2024 m <sup>2</sup>
<b>SA REIT VACANCY</b>		
Gross lettable area of vacant space	69 650	64 728
<b>Gross lettable area of total property portfolio</b>	825 968	835 411
SA REIT GLA vacancy rate	8.4%	7.7%

## SA REIT cost of debt

	Unaudited year ended 31 August 2025 %	Unaudited year ended 31 August 2024 %
<b>Cost of debt</b>		
<i>Variable interest-rate borrowings</i>		
Floating reference rate plus weighted average margin	9.53	10.33
<i>Fixed interest-rate borrowings</i>		
Weighted average fixed rate	–	–
<b>Pre-adjusted weighted average cost of debt</b>	<b>9.53</b>	<b>10.33</b>
<b>Adjustments:</b>		
Impact of interest rate derivatives	(0.41)	(0.99)
Amortised transaction costs imputed into the effective interest rate	0.21	0.19
<b>All-in weighted average cost of debt</b>	<b>9.33</b>	<b>9.53</b>
	Unaudited year ended 31 August 2025 R'000	Unaudited year ended 31 August 2024 R'000
<b>SA REIT loan-to-value</b>		
Gross debt	3 871 132	3 741 392
Less: Cash and cash equivalents	(96 466)	(112 629)
Add/less: Derivative financial instruments	21 028	(9 016)
<b>Net debt</b>	<b>3 795 694</b>	<b>3 619 748</b>
Total assets – per statement of financial position	11 219 616	10 579 241
Less: Cash and cash equivalents	(96 466)	(112 629)
Derivative financial instruments – asset	(1 433)	(18 380)
Trade and other receivables	(290 858)	(244 894)
<b>Carrying amount of property-related assets</b>	<b>10 830 859</b>	<b>10 203 338</b>
<b>SA REIT loan-to-value (“SA REIT LTV”)</b>	<b>35.05%</b>	<b>35.48%</b>

## Appendix 2: Distribution statement\*

	Unaudited year ended 31 August 2025 R'000	Unaudited year ended 31 August 2024 R'000
<b>Reconciliation of profit for the year to distributable earnings</b>		
Profit attributable to shareholders of the Company	931 871	774 302
Fair value – investment properties revaluation	(453 512)	(302 581)
Fair value – straight-line rental income	(4 901)	32 152
Fair value – interest rate swaps	30 043	38 797
NCI portion of fair value adjustment	4 899	(22 178)
IFRS 16: <i>Rental paid adjustment</i>	(9 044)	(8 891)
IFRS 16: <i>Finance cost adjustment</i>	11 257	11 061
Share-based payments expense	5 738	5 516
Straight-line rental income adjustment	4 901	(32 152)
<b>Distributable earnings</b>	<b>521 252</b>	<b>496 026</b>
<b>Distribution statement</b>		
<b>Revenue</b>	<b>1 517 431</b>	<b>1 455 311</b>
Contractual rental income	1 130 401	1 110 320
Municipal and property recoveries	387 030	344 991
Property-related expenses	(612 384)	(576 045)
Net property income	905 047	879 266
Administration and corporate costs	(46 164)	(43 117)
Net operating profit	858 883	836 149
Net finance cost	(306 537)	(311 990)
Non-controlling interests	(31 094)	(28 134)
<b>Distributable earnings</b>	<b>521 252</b>	<b>496 026</b>
Distribution pay-out ratio	90%	90%
<b>Dividend declared</b>	<b>469 127</b>	<b>446 424</b>
Distributable earnings per share (cents)	<b>57.25707</b>	<b>54.39590</b>
Interim	28.44660	27.30705
Final	28.81047	27.08885

\* The distribution statement has not been audited by Forvis Mazars.

## Appendix 3: Investment property summary

Property	Address	Region	Multi/ Single	Acquisition date	GLA (m <sup>2</sup> )	Average gross rent (R/m <sup>2</sup> )
<b>RETAIL</b>						
Gillwell Taxi Retail Park	Corner Gillwell and Fleet Streets, East London	◆	Multi	Nov 15	21 378	180.40
Chilli Lane	Corner Rivonia and Leeuwkop Road, Sunninghill	◇	Multi	Jun 18	13 597	224.84
Umzimkhulu Mall	Bird and Main Street, Umzimkhulu	+	Multi	Jun 15	15 758	187.48
Gezina Galleries	Corner Michael Brink and Frederika, Gezina, Pretoria	◇	Multi	Jul 13	16 956	199.82
Nquthu Plaza	Erf 4008 Nquthu, Manzolwande Drive, Nquthu	+	Multi	May 12	14 906	195.70
Bochum Plaza	Corner Dendron and Blouberg Road, Bochum	■	Multi	May 12	12 073	186.30
Kopanong Kudube Shopping Centre	Douglas Rens Road, Kudube Ext 4, Hammanskraal	◇	Multi	Dec 14	10 767	201.27
Woodmead Super Value Mall	Waterfall Crescent South, Woodmead	◇	Multi	Jul 13	7 213	345.71
Tower Mall	Corner N12 and Jabulani Street, Jouberton, Klerksdorp	⊙	Multi	Dec 13	15 532	150.30
Hammanskraal Shopping Centre Seshego (50%)	Douglas Rens Road, Hammanskraal	◇	Multi	Dec 14	10 765	144.62
	Confluence Nelson Mandela and Polokwane Drive, Seshego, Polokwane	■	Multi	Aug 15	15 619	196.01
Ziyabuya Shopping Centre	Corner Uitenhage Road and Makhwenkwe, Kwadesi	◆	Multi	Jul 13	14 780	113.43
Atrium at 45	Kerk Street, Johannesburg	◇	Multi	Jun 18	9 147	85.00
Game Groblersdal	Corner Barlow Street and Grobler Avenue, Groblersdal	▣	Multi	Aug 15	7 856	135.76
Marikana Shoprite	Farm Rooikoppies 297, Marikana	⊙	Multi	Dec 17	6 139	184.41
Shoprite Centre Pretoria North	259 Ben Viljoen Street, Pretoria North	◇	Multi	Jul 13	5 782	232.93
Meadowpoint Shopping Centre	Zone 2, Meadowlands	◇	Multi	Dec 14	7 125	184.85
Fin Forum	Corner Dr Van der Merwe Road and Sefako Makgatho Drive, Montana, Pretoria	◇	Multi	Aug 15	5 850	256.12
Soweto Asambhe	Corner Chris Hani and Dynamo Streets, Soweto	◇	Multi	Aug 15	9 987	118.30
Kopanong Tembisa Phangami	Malatsi Street, Ivory Park, Thembisa	◇	Multi	Jul 11	3 953	287.53
	Corner R524 (Punda Maria Road) and R523 (Sibasa Road)	■	Multi	Aug 15	7 290	156.29
Tsakane Corner Palm Court	Sibongiseni Street, Tsakane	◇	Multi	Nov 14	5 407	192.42
	Corner JG Strydom and Fern Road, Weltevreden Park	◇	Multi	Jul 11	6 510	207.28
Proteapoint Shopping Centre	Protea North, Soweto	◇	Multi	Dec 14	3 871	240.51
Belle Ombre Shopping Centre	Corner Boom and Potgieter Street, Marabastad, Pretoria	◇	Multi	Jul 11	7 829	126.63
Dobsonpoint Shopping Centre	Mohajane Drive, Dobsonville	◇	Multi	Dec 14	3 856	197.23
Shoprite Sibasa	57 Miluwani Street, Sibasa, Thohoyandou	■	Multi	Aug 15	5 915	133.94
Pimville Square	Modjadji Street, Pimville Zone 7	◇	Multi	Dec 14	4 291	187.75

## Appendix 3: Investment property summary

(continued)

Property	Address	Region	Multi/ Single	Acquisition date	GLA (m <sup>2</sup> )	Average gross rent (R/m <sup>2</sup> )
Blackheath Pavillion	309 Pendorring Road, Blackheath	◇	Multi	Jul 13	6 391	145.63
Harding Corner (50%)	Corner Hawkins and Livingstone Street, Harding	+	Multi	Mar 18	8 446	179.06
Randfontein Station Shopping Centre	Corner Station and Sutherland Roads, Randfontein	◇	Multi	Jul 14	5 978	162.06
Boxer Tzaneen	9 Station Road, Extensions 4, Tzaneen	■	Multi	Aug 15	5 094	138.53
Chilli on Top	721 Leeuwkop Road, Sunninghill	◇	Multi	Jun 18	5 042	197.94
Welkom High Park Building	Stateway and Bok Street, Sanlam Business Centre, Welkom	◇	Multi	Apr 08	7 796	163.18
Sam Sekoti Vosloorus	Sam Sekoti Avenue, Vosloorus	◇	Multi	May 07	3 971	144.14
14 Kramer Street	14 Kramer, Kramerville	◇	Multi	Aug 18	4 692	142.12
Orange Farm/ Town Square	Link Road, Orange Farm CBD	◇	Multi	Dec 12	5 504	80.01
Marikana Old Church	Farm Rooikoppies 297, Marikana	⊙	Multi	Dec 17	2 784	177.12
51 Govan Mbeki	51 Govan Mbeki Avenue, Port Elizabeth	◆	Multi	Oct 14	6 854	124.38
Kroonstad Circle	Corner President and Truter Street, Kroonstad	◇	Multi	Jun 07	4 959	120.28
Fairways on Main (50%)	45 Main Road, Howick	+	Multi	Oct 13	6 763	162.03
October Avenue Ivory Park	2nd October Avenue Ivory Park Ext 8	◇	Single	May 07	2 715	–
Atlas Road Banking Centre Boksburg	Corner Atlas and Racecourse Road, Anderbolt, Boksburg	◇	Multi	Jul 11	3 300	152.09
Umgeni Business Park	1 Kosi Place, Springfield Park, Durban	+	Multi	Nov 13	3 688	168.93
Giyani Shopping Centre	Magistrate Street, Giyani	■	Multi	Jul 11	5 334	71.90
Main Street Corner Nigel	Corner Main and Hendrik Verwoerd Streets	◇	Multi	Apr 08	3 457	132.21
Woodmead Square	Waterfall Crescent South, Woodmead	◇	Multi	Jul 13	2 945	234.51
Blackheath Galleries	Corner Beyers Naude Drive and Mountain View, Blackheath	◇	Multi	Jul 11	3 161	129.95
Mafikeng Centre Shoprite	20 Shippard Street, Mafikeng	⊙	Multi	Apr 08	1 764	144.67
Westonaria	Corner Edwards and Allen Street, Westonaria, Randfontein	◇	Single	Jun 07	2 576	*
Virgin Active	38 Van Santen Drive, Horizon View, Roodepoort	◇	Single	Jul 11	2 500	*
Euufees Corner Bethal	Corner Euufees and Mark Street, Bethal	■	Multi	Apr 08	2 424	134.96
Montana Retail Park	33 Tibouchina Street, Zambesi Drive, Montana Park, Pretoria	◇	Single	Jul 11	2 472	*
29 Main Street Mafikeng	29 Main Street, Mafikeng	⊙	Multi	Apr 08	2 601	118.01
30 Voortrekker Road Blouberg Plaza	30 Voortrekker Road, Bellville	●	Single	Jun 07	3 189	*
Blouberg Plaza	Corner Dendron and Blouberg Road, Blouberg	■	Multi	May 12	971	266.95
Alberton Crossing	Corner Voortrekker and Ring Road, Alberton	◇	Multi	Jun 07	2 194	119.29
Casseys Auto Springs	140 – 2nd Street, Springs	◇	Single	Apr 08	6 884	*
Amandla Boulevard Bramfischerville	Corner Freedom Drive and Amandla Boulevard	◇	Single	May 07	1 500	*
Boxer Giyani	Stand BA 43, 44 and 46 Giyani, Giyani Business Districts	■	Single	Mar 08	1 982	*

Property	Address	Region	Multi/ Single	Acquisition date	GLA (m <sup>2</sup> )	Average gross rent (R/m <sup>2</sup> )
Alvaro Centre	82 President Kruger Street, Vanderbijlpark, Gauteng	◇	Multi	Apr 08	3 997	62.92
West Place Kempton Park	6 West Street, Kempton Park, Gauteng	◇	Multi	Apr 08	1 063	192.97
Duiwelskloof	Corner Charles Maberley Street and Gordon Street, Duiwelskloof	■	Multi	Aug 15	1 757	88.92
Bears Centre	9 Bears Street, Kuruman	◆	Multi	Apr 08	2 097	67.76
33 Pretoria Street Kempton Park	33 Pretoria Road, Kempton Park	◇	Multi	Apr 08	846	138.97
Citizen Springs	4th Avenue, Springs	◇	Multi	Apr 08	1 549	88.10
Standard Bank Krugersdorp	39 Human Street, Krugersdorp	◇	Multi	Apr 08	2 600	65.71
Standard Bank Vanderbijlpark	10 Van Rign Street, Vanderbijlpark	◇	Multi	Apr 08	2 461	157.15
Beacon Centre Vereeniging	14 Beaconsfield Avenue, Vereeniging	◇	Multi	Apr 08	1 550	71.38
ABSA Silverton	177 De Boulevard Street, Silverton, Pretoria	◇	Multi	Apr 08	2 024	81.77
ABSA Centre Krugersdorp	Corner Burger and Monument Street, Krugersdorp	◇	Multi	Apr 08	1 450	103.02
ABSA Hercules	569 Van Der Hoff Street, Hercules, Pretoria	◇	Multi	Apr 08	1 375	113.68
FNB Florida	12 Goldman Road, Florida	◇	Multi	Apr 08	1 091	124.21
De Villiers Street Barberton	100 De Villiers Street, Barberton	▣	n/a	Apr 08	895	*
1 President Street Germiston	1 President Street, Germiston	◇	Multi	Apr 08	2 445	41.13
Church Street West Pretoria	472 WF Nokomo Street, Pretoria	◇	Single	Apr 08	866	*
Kruger Corner Vanderbijlpark	13 President Kruger Street, Vanderbijlpark	◇	Multi	Apr 08	1 773	61.83
Hobhouse Centre – Klerksdorp	19 Emily Hobhouse, Klerksdorp	⊙	n/a	Apr 08	832	*
Beaconsfield Vereeniging	15 Beaconsfield Avenue, Vereeniging	◇	Multi	Apr 08	964	55.60
Voortrekker Brakpan	62 Voortrekker Street, Brakpan	◇	n/a	Apr 08	450	*
<b>Total retail portfolio weighted average gross rent/m<sup>2</sup></b>					<b>432 166</b>	<b>168.00</b>
<b>Weighted average gross rent/m<sup>2</sup> (single tenant)</b>						<b>99.71</b>

\* Average retail gross rental (single tenants).

## Appendix 3: Investment property summary

(continued)

Property	Address	Region	Multi/ Single	Acquisition date	GLA (m <sup>2</sup> )	Average gross rent (R/m <sup>2</sup> )
<b>OFFICE</b>						
SAPS VIP	Corner Park and Troye Street, Sunnyside, Pretoria	◇	Single	Dec 12	<b>21 478</b>	*
Avanti Office Park	Corner Carl Cronje and Bill Bezuidenhout Roads, Tygervalley	●	Multi	Jun 18	<b>8 818</b>	<b>206.79</b>
SAPS IJS	463 Prieska Street, Erasmuskloof, Pretoria	◇	Single	Dec 12	<b>7 874</b>	*
Firestation Rosebank	16 Baker Street, Rosebank	◇	Multi	Apr 18	<b>4 259</b>	<b>299.10</b>
Carnation Place	Constantia Boulevard and Albert Schweitzer Street, Constantia Kloof	◇	Single	Jun 18	<b>4 541</b>	*
Valley View Office Park	680 Joseph Lister Street, Constantia Kloof	◇	Multi	Jun 18	<b>6 793</b>	<b>115.90</b>
Steve Biko Corner	27 Beatrix Street, Arcadia, Pretoria	◇	n/a	Dec 12	<b>5 048</b>	*
Sanburn Building Benoni	68 Woburn Avenue, Benoni	◇	n/a	Jul 11	<b>6 487</b>	*
50 Hamilton Street	50 Hamilton Street, Arcadia, Pretoria	◇	Single	Nov 13	<b>4 500</b>	*
Montrose Place	Waterfall Parkbekker Road, Vorna Valley Ext 21, Midrand	◇	Multi	Jun 07	<b>3 923</b>	*
55 Hyde Park	55 Hyde Park	◇	n/a	Jun 18	<b>2 191</b>	*
Markem Office Building	21 Margaret Avenue, Kempton Park	◇	Multi	Dec 06	<b>4 568</b>	<b>104.24</b>
Horwood Centre Secunda	Horwood Street, Secunda	■	Multi	Feb 08	<b>3 916</b>	<b>105.79</b>
ABSA Horizon Park	161 Ontdekkers Road, Horizon Park, Roodepoort	◇	Single	Jul 11	<b>2 427</b>	*
Howick Mews	1342 Howick Close, Waterfall Park, Midrand	◇	Multi	Apr 07	<b>3 680</b>	<b>112.32</b>
Hyde West	Building 7, Albury Park, Dunkeld West	◇	Single	Aug 15	<b>1 132</b>	
Byron Place	320 Sophie De Bruyn, Pretoria	◇	Multi	Apr 13	<b>3 272</b>	<b>103.49</b>
Bruma Boulevard	20 Zulberg Close, Bruma, Johannesburg	◇	Multi	Jul 11	<b>4 623</b>	<b>110.16</b>
Detnet (66.67%)	Centenary Street, Modderfontein	◇	Single	Jun 18	<b>1 465</b>	*
College House	26 Peter Place, Lyme Park, Bryanston	◇	n/a	Jul 11	<b>1 850</b>	*
Reclam – Illovo Head Office	Oxford Street, Illovo	◇	Single	Jul 18	<b>878</b>	*
SARS Welkom	Graaf Street, Welkom	◆	Single	Apr 08	<b>2 687</b>	*
Horison Office Park	No. 4/6 Kingfisher Street, Horizon Park, Roodepoort	◇	Multi	Jul 11	<b>3 008</b>	<b>104.83</b>
Sloan Park	Corner Main Road and Sloane Street, Bryanston	◇	Single	May 07	<b>1 320</b>	*
295 Kent Avenue	295 Kent Avenue, Randburg	◇	n/a	May 07	<b>2 993</b>	*
Sandhaven Office Park	Corner Pongola and Katherine Street Eastgate, Sandton	◇	Multi	Jan 07	<b>1 876</b>	<b>107.98</b>
Fairland Office Park	200 Smit Street, Fairlands	◇	Multi	Oct 13	<b>1 774</b>	<b>65.71</b>
Waterview Corner	2 Ernest Oppenheimer Drive, Bruma Johannesburg	◇	Multi	Jul 11	<b>2 460</b>	<b>101.41</b>
Selbourne House Bloemfontein	Corner First and Selbourne Streets, Bloemfontein	◆	Single	Apr 08	<b>1 188</b>	*
<b>Total office portfolio weighted average gross rent/m<sup>2</sup></b>					<b>121 028</b>	<b>151.57</b>
<b>Weighted average gross rent/m<sup>2</sup> (single tenant)</b>						<b>124.66</b>

\* Average office gross rental (single tenants).

Property	Address	Region	Multi/ Single	Acquisition date	GLA (m <sup>2</sup> )	Average gross rent (R/m <sup>2</sup> )
<b>INDUSTRIAL</b>						
Midway Centre	6 Old Pretoria Road, Richards Drive Halfway House	◇	Multi	Nov 08	4 993	70.79
Corporate Park II Polokwane	Ext 12, Pietersburg	■	Multi	Jun 15	28 058	73.24
New Brighton PE	8 Struan Way, Struandale	◆	Single	Mar 15	24 515	*
Sterkolite Building	Corner Swartkop and Prieska Roads, Pretoria	◇	Single	Apr 13	12 782	*
Reclam – Prospecton	Jeffels Road, Isipingo	+	Single	Jul 18	12 531	*
Renaissance Park	49 Crownwood Road, Johannesburg	◇	Multi	Nov 07	10 680	64.76
Range Road Blackheath	5 Range Way, Blackheath, Kuils River	●	Multi	Jun 07	11 695	73.01
SIFON Park	238 Sifon Street, Robertville Ext 10	◇	Multi	Jun 07	9 298	52.54
Reclam – PE Grahamstown Road	Grahams Road, Port Elizabeth	◆	Single	Jul 18	11 090	*
Reclam – Wadeville 4	Corner Manchester and Bezuidenhout Road, Wadeville	◇	Single	Jul 18	7 969	*
Jasco Eastgate Ext Sandton	12 Delphi Street, Eastgate Ext 18, Sandton	◇	Single	Jul 11	5 014	*
Bernie Street	c/o Bernie Street and Hilston Road	◇	Multi	Feb 07	6 342	53.18
Reclam – Wadeville 3	Snoek Place, Wadeville	◇	Single	Jul 18	7 392	*
Anderbolt McCarthy	246 Francis Road, Dormehl, Anderbolt, Boksburg	◇	Single	Jul 11	3 335	*
Alert Engine Parts	26 Western Boulevard, City West, Johannesburg	◇	Single	Jul 11	4 351	*
Document Warehouse	17 – 21 20th Street, PB003, Polokwane	■	Single	Aug 15	4 500	*
Reclam – Wilsonia	Bert Kipling Street, East London	◆	Single	Jul 18	12 950	*
Reclam – PE Burman Road	Burman Road, Port Elizabeth	◆	Single	Jul 18	8 922	*
Reclam – Richards Bay	Alumina Alley, Alton Industrial Park, Richard Bay	+	Single	Jul 18	5 766	*
Reclam – Pietermaritzburg	Lincoln Road, Woodlands Industrial, Pietermaritzburg	+	Single	Jul 18	3 750	*
Seatings	14 Bunsen Street, Industria, Johannesburg	◇	Single	Jul 11	6 752	*
14 Mandy Road	14 Mandy Road, Reuven, Johannesburg	◇	Single	Jul 11	7 115	*
Reclam – Watloo 3	Battery Street, Watloo, Pretoria	◇	Single	Jul 18	4 005	*
Wynpol 679	Corner Thora Crescent and 4th Street, Wynberg	◇	Multi	Apr 08	3 532	33.79
Park Avenue Industrial	13 Park Avenue North Rooihuiskraal Extension 31	◇	Single	Apr 08	2 218	*
1 Killarney Avenue Eastgate Mini	No. 1 Killarney Avenue, Milnerton	●	Single	Apr 08	2 967	*
381/382 Robertville	11 and 13 Delphi Street, Eastgate, Sandton	◇	Single	Jun 07	2 600	*
381/382 Robertville	1037 – 1041 Anvil Road, Robertville, Roodepoort	◇	Multi	Jul 11	4 701	51.53
Reclam – Rustenburg	Hefer Street, Rustenburg	⊙	Single	Jul 18	5 407	*
Reclam – Middelburg 2	Watt Street, Industria, Middelburg	□	Single	Jul 18	6 943	*

## Appendix 3: Investment property summary

(continued)

Property	Address	Region	Multi/ Single	Acquisition date	GLA (m <sup>2</sup> )	Average gross rent (R/m <sup>2</sup> )
Reclam – Congella	Sydney Road, Congella, Durban	+	Single	Jul 18	2 542	*
Reclam – Middelburg	Watt Street, Industria, Middelburg	▣	Single	Jul 18	6 429	*
Dauphin Seatings	12 Bunsen Street, Industria, Johannesburg	◇	Single	Jul 11	3 563	*
Reclam – Newcastle	Van der Bijl Street, Newcastle	+	Single	Jul 18	7 286	
49 Silicon Street	49 Silicon Street, PB017, Polokwane	■		Aug 15		**
Reclam – Phoenix	Aberdare Drive, Phoenix	+	Single	Jul 18	1 783	*
Reclam – Clayville	Industry Road, Clayville Industrial	◇	Single	Jul 18	4 899	*
Airborne Business Park		◇	Multi	Aug 25	7 065	109.56
Humcor	9 Borax Street, Alrode Ext 7, Alberton	◇	Multi	Apr 08	2 658	56.28
Reclam – Vanderbijlpark	Delfos Boulevard, Vanderbijlpark	◇	Single	Jul 18	11 806	*
Border Place Malvern	7 Geldenhuis Road, Malvern East, Germiston	◇	Multi	Apr 08	3 593	13.42
Reclam – Hercules	Taljaard Street, Pretoria	◇	Single	Jul 18	1 310	*
Reclam – Wadeville 1	Kreupelhout Street, Wadeville	◇	Single	Jul 18	2 294	*
Jubilee Street Kempton Park	6 – 8 Jubilee Street, Kempton Park	◇	Multi	Apr 08	1 493	66.24
289 Granville Road	289 Granville Avenue, Robertville, Roodepoort	◇	Single	Jul 11	1 070	*
<b>Total industrial portfolio weighted average gross rent/m<sup>2</sup></b>					<b>336 787</b>	<b>45.64</b>
<b>Weighted average gross rent/m<sup>2</sup> (single tenant)</b>						<b>37.33</b>

\* Average industrial gross rental (single tenants).

Property	Address	Region	Multi/ Single	Acquisition date	GLA (m <sup>2</sup> )	Average gross rent (R/m <sup>2</sup> )
<b>RESIDENTIAL</b>						
Palm Springs						
Cosmo City	35 Georgia Crescent, Cosmo City	◇	Multi	Jul 20	18 796	138.84
Urban Village Bruma	25 Ernest Oppenheimer Drive, Bruma	◇	Multi	Mar 21	5 288	167.42
Urban Village Midrand	16 Broadwalk Street, Midrand	◇	Multi	Mar 21	–	–
Norwood Centre	74 Grant Avenue, Norwood	◇	Multi	Jul 11	1 375	166.26
<b>Total residential portfolio weighted average gross rent/m<sup>2</sup></b>					<b>25 459</b>	<b>157.51</b>

Property	Address	Region	Land	Acquisition date	GLA (m <sup>2</sup> )
<b>LAND</b>					
Stellendale Village	Belhar Road, Kuils Rivier	●	Land	Dec 16	-
Lephalale Conference Centre	Ptn 9 of erf 2631, Ellisras	■	Land	May 14	-
<b>Total Land</b>					-

- ◆ Eastern Cape
- ◇ Gauteng
- ⊕ KwaZulu-Natal

- ⊙ North West
- Limpopo
- ▣ Mpumalanga

- ◆ Free State
- Western Cape
- ◆ Northern Cape

# Shareholder information





# Shareholder analysis

for the year ended 31 August 2025

	Number of shareholdings	% of total shareholdings	Number of shares	% of issued capital
<b>Shareholder spread</b>				
1 – 1 000	2 657	73.34	159 109	0.02
1 001 – 10 000	271	7.48	1 296 410	0.14
10 001 – 100 000	374	10.32	14 605 278	1.60
100 001 – 1 000 000	216	5.96	79 872 144	8.77
Over 1 000 000	105	2.90	814 519 176	89.46
<b>Total</b>	<b>3 623</b>	<b>100.00</b>	<b>910 452 117</b>	<b>100.00</b>
<b>Distribution of shareholders</b>				
Assurance Companies	23	0.63	13 231 542	1.45
BEE Entities	2	0.06	58 062 630	6.38
Close Corporations	11	0.30	2 490 024	0.27
Collective Investment Schemes	148	4.09	324 315 641	35.62
Control Accounts	1	0.03	1	0.00
Foundations & Charitable Funds	12	0.33	9 957 088	1.09
Hedge Funds	10	0.28	21 581 038	2.37
Insurance Companies	2	0.06	39 108	0.00
Investment Partnerships	6	0.17	98 258	0.01
Managed Funds	7	0.19	4 010 749	0.44
Medical Aid Funds	12	0.33	4 147 758	0.46
Organs of State	4	0.11	25 012 555	2.75
Private Companies	74	2.04	24 099 896	2.65
Public Companies	4	0.11	239 363 669	26.29
Public Entities	1	0.03	240 348	0.03
Retail Shareholders	3 069	84.71	20 823 706	2.29
Retirement Benefit Funds	163	4.50	103 507 268	11.37
Scrip Lending	3	0.08	23 385 158	2.57
Sovereign Funds	1	0.03	19 677 620	2.16
Stockbrokers & Nominees	14	0.39	7 775 508	0.85
Treasury	1	0.03	1	0.00
Trusts	55	1.52	8 632 551	0.95
<b>Total</b>	<b>3 623</b>	<b>100.00</b>	<b>910 452 117</b>	<b>100.00</b>
<b>Shareholder type</b>				
<b>Non-public shareholders</b>	<b>4</b>	<b>0.11</b>	<b>39 232 110</b>	<b>4.31</b>
Directors and associates	3	0.08	39 232 109	4.31
Treasury	1	0.03	1	0.00
<b>Public shareholders</b>	<b>3 619</b>	<b>99.89</b>	<b>871 220 007</b>	<b>95.69</b>
<b>Total</b>	<b>3 623</b>	<b>100.00</b>	<b>910 452 117</b>	<b>100.00</b>

\* Pursuant to the provisions of Section 56 of the Companies Act, 2008, disclosures from foreign nominee companies have been included in this analysis.

	Number of shares	% of issued capital
<b>Fund managers with a holding greater than 5% of the issued shares</b>		
Camissa Asset Management	106 569 566	11.71
Truffle Asset Management	81 275 472	8.93
Abax Investments	63 400 000	6.96
Catalyst Fund Managers	60 520 184	6.65
<b>Total</b>	<b>311 765 222</b>	<b>34.24</b>
<b>Beneficial shareholders with a holding greater than 5% of the issued shares</b>		
Fairvest Limited	193 754 733	21.28
Sanlam Group	64 116 927	7.04
Nedbank Group	59 282 537	6.51
Dipula BEE Trust	58 029 520	6.37
Arrowgem Limited	45 581 241	5.01
<b>Total</b>	<b>420 764 958</b>	<b>46.21</b>

Total number of shareholdings 3 623  
Total number of shares in issue 910 452 117

# JSE statistics

	DIB
<b>Share price performance</b>	
Opening Price 30 August 2024	<b>R4.56</b>
Closing Price 29 August 2025	<b>R5.65</b>
Closing High for period	<b>R5.80</b>
Closing Low for period	<b>R4.39</b>
Number of shares in issue	<b>910 452 117</b>
Volume traded during period	<b>612 415 935</b>
Ratio of volume traded to shares issued (%)	<b>67.27%</b>
Rand value traded during the period	<b>R3 056 607 009</b>
Price/earnings ratio as at 29 August 2025	<b>11.15</b>
Earnings yield as at 29 August 2025	<b>8.96</b>
Dividend yield as at 29 August 2025	<b>8.85</b>
Market capitalisation at 29 August 2025	<b>R5 144 054 461</b>

## Shareholders' diary

Financial year-end	31 August
Publication of reviewed results	12 November 2025
Condensed consolidated financial results and notice of AGM posted to shareholders	4 December 2025
AGM	17 February 2026

# Definitions and abbreviations

<b>ABASA</b>	Association for the Advancement of Black Accountants
<b>ABSIP</b>	Association of Black Securities and Investment Professionals
<b>Acorim</b>	Acorim Proprietary Limited
<b>AFS</b>	Annual Financial Statements
<b>AGM</b>	Annual general meeting
<b>B-BBEE</b>	Broad-based black economic empowerment
<b>the Board</b>	The Board of Directors of Dipula Properties Limited
<b>BPR</b>	SAREIT Association best practice recommendations
<b>CEO</b>	Chief Executive Officer
<b>CIPC</b>	The Companies and Intellectual Property Commission
<b>the Companies Act</b>	South African Companies Act, No 71 of 2008, as amended
<b>CPI</b>	Consumer price index
<b>CSI</b>	Corporate social investment
<b>CSP</b>	Conditional share plan
<b>CTC</b>	Cost to company
<b>Dipula/the Company/the Group</b>	Dipula Properties Limited, listed on main board of JSE in the Property: Real Estate sector
<b>DIB</b>	Dipula ordinary share code
<b>DPW</b>	Department of Public Works
<b>EBITDA</b>	Earnings before interest, taxation, depreciation and amortisation
<b>ECL</b>	Expected credit loss
<b>EPC</b>	Energy Performance Certificates
<b>ESG</b>	Environmental, social and governance
<b>EU</b>	European Union
<b>Exco</b>	Executive Committee of Dipula Properties Limited
<b>FD</b>	Financial Director
<b>FFO</b>	Funds from operations
<b>Financial statements</b>	The consolidated and separate financial statements
<b>FSCA</b>	Financial Services Conduct Authority
<b>FY</b>	Financial year
<b>GDP</b>	Gross domestic product
<b>GLA</b>	Gross lettable area, measured in square metres
<b>Gross rental</b>	Includes basic rental, operating cost and rates recoveries

## Definitions and abbreviations

(continued)

HEPS	Headline earnings per share
HR	Human resources
HS Act	Health and Safety Act No 85 of 1993 regulations
IASB	International Accounting Standards Board
IBC	Inside back cover
ICR	Interest coverage ratio
IFRIC	International Financial Reporting Interpretations Committee
IFRS	IFRS accounting standards
<IR>	Integrated Reporting Framework
JSE	Johannesburg Stock Exchange incorporating the Johannesburg Securities Exchange, the main board in South Africa
King IV™	King IV™ Report on Corporate Governance™ for South Africa, 2016 copyright and trademarks are owned by the Institute of Directors in South Africa NPC and all of its rights are reserved
KPI	Key performance indicator
kWh	Kilowatt hours
kWP	Kilowatt peak
LTI	Long-term incentive
LTV	Loan-to-value
MOI	Memorandum of Incorporation
NAV	Net asset value
NCI	Non-controlling interest
PDI	Previously disadvantaged individual
the previous year	The year ended 31 August 2024
PV	Photovoltaic
REIT	Real Estate Investment Trust, a JSE property investment vehicle which owns and operates income-producing property
Report/Integrated Report/IR	Integrated report
Revenue	Includes gross rental plus all utility recoveries and other income

SA	South Africa
SACSC	South African Council of Shopping Centres
SAIBPP	South African Institute of Black Property Practitioners
SAICA	South African Institute of Chartered Accountants
SAPOA	South African Property Owners Association
SARB	South African Reserve Bank
SARS	South African Revenue Service
SA REIT	The SA REIT Association
SDGs	United Nations Sustainable Development Goals
SENS	Stock Exchange News Service
SMME	Small, medium and micro enterprises
STI	Short-term incentive
TGP	Total guaranteed package
the year/year under review	The year ended 31 August 2025
USD	United States dollar
US	United States of America
WALE	Weighted average lease expiry
ZAR	South African Rand

# Corporate information

## Dipula Properties Limited

(Formerly Dipula Income Fund Limited)  
 Registration number 2005/013963/06  
 Incorporated on 10 May 2005 in the Republic of South Africa

## Registered office and business address

12th Floor Firestation Rosebank  
 16 Baker Street  
 Rosebank  
 Johannesburg  
 2196

(Private Bag X3, Rosebank 2132)

## Independent auditors

Mazars Gauteng  
 Practice number 900222  
 Registered auditors  
 Mazars House  
 54 Glenhove Road  
 Melrose Estate  
 2196

## Transfer secretaries

JSE Investor Services Proprietary Limited  
 (Registration number 2000/007239/07)  
 5th Floor  
 One Exchange Square  
 Gwen Lane  
 Sandown  
 2196

## Bankers

Standard Bank of South Africa Limited  
 (Registration number 1962/000738/06)  
 3rd Floor  
 East Wing  
 30 Baker Street  
 Rosebank  
 2196

(PO Box 8786, Johannesburg 2000)

## JSE Sponsor

Java Capital  
 6th Floor 1 Park Lane  
 Wierda Valley  
 Sandton  
 2196

(PO Box 2087, Parklands 2121)

## Company secretary

Acorim Proprietary Limited  
 (Registration number 2013/087325/07)  
 13th Floor Illovo Point  
 68 Melville Road  
 Illovo  
 Sandton  
 2196



[www.dipula.co.za](http://www.dipula.co.za)

## Key JSE information

Registration number	2005/013963/06
DIB ISIN	ZAE000203394
Date listed	17 August 2011
JSE-listed REIT	1 September 2013
JSE share codes	DIB
B-BBEE	Level 2 (2024: Level 4)
Market capitalisation (29 August 2025)	R5.1 billion (2024: R4.1 billion)
Closing price (29 August 2025)	DIB: R5.65 (2024: R4.50)









[www.dipula.co.za](http://www.dipula.co.za)