

DIPULA PROPERTIES LIMITED

(Formerly Dipula Income Fund Limited)

(Incorporated in the Republic of South Africa)

(Registration number 2005/013963/06)

JSE share code: DIB ISIN: ZAE000203394

(Approved as a REIT by the JSE)

(“Dipula” or “the Company”)



ACQUISITION OF PROTEA GARDENS MALL AND OTHER ACQUISITIONS

A. Acquisition of Protea Gardens Mall**1. Introduction**

Shareholders are advised that Dipula, through its wholly owned subsidiary Luxanio Trading 181 Proprietary Limited (the “**Purchaser**”), has concluded a sale and purchase agreement (the “**Agreement**”) with Protea South Property Proprietary Limited (the “**Seller**”) pursuant to which Dipula will acquire Protea Gardens Mall (the “**Property**”) for a purchase consideration of R478 100 000 (the “**Purchase Consideration**”) (excluding acquisition costs), subject to the terms set out below (the “**Acquisition**”). The beneficial owner of the seller is Pietersburg Property Development Proprietary Limited, which in turn is 100% owned by the Nico Oosthuizen Trust. The beneficiaries of the trust are all individuals, none of whom are related parties to Dipula.

2. Information on the Property and rationale for the Acquisition

Protea Gardens Mall is a 24 141 square meter community shopping centre situated in the densely populated area of Protea, Soweto. The mall is anchored by prominent national retailers including Shoprite, Boxer, and Cashbuild, alongside a strong mix of national fashion brands. With over 70% national tenant occupancy, the Property demonstrates robust retail appeal and a quality stream of income. The Property also presents attractive future value-add opportunities and is well positioned well for long-term growth.

The Acquisition aligns with Dipula’s strategic objective of expanding its portfolio through the addition of well-located, quality convenience, township, and rural retail assets. It supports the Company’s commitment to uplifting communities by providing accessible, everyday shopping experiences.

3. Terms of the Acquisition**3.1. Purchase consideration**

The Purchase Consideration payable for the Acquisition is R478 100 000 payable in cash on the date of registration of the Property in the name of the Purchaser (the “**Transfer Date**”). The Transfer Date will occur as soon as practically possible after the fulfilment of the conditions precedent as detailed in paragraph 3.2 below.

The Purchaser is entitled to fund the Purchase Consideration in any manner it deems fit. Funding of the Purchase Consideration may be provided, in whole or in part, by Dipula, which may obtain such funding by way of the issue of Dipula shares to investors, including by way of one or more "issues of share for cash" or "vendor consideration placings" as contemplated in the JSE Listings Requirements, which may be undertaken before the Transfer Date and/or after the Transfer Date in the event that Dipula has utilised other temporary sources to fund the Purchase Consideration on the Transfer Date.

3.2. Conditions precedent

The Acquisition is subject to fulfilment of the following outstanding conditions precedent:

- 3.2.1. within 10 business days from the signature date of the Agreement (the “**Signature Date**”), the Purchaser securing the written approval of the investment committee and board of directors of Dipula to implement the Agreement;
- 3.2.2. within 35 business days from the Signature Date, the Purchaser securing sufficient finance (whether by means of securing debt and/or equity funding) to fund the Purchase Consideration;
- 3.2.3. within 90 days of the Signature Date, the parties obtaining the approval of the Competition Authorities to implement the Acquisition, which period shall be automatically extended for a reasonable period (not exceeding a further 45 days) if there is a delay in obtaining such approval which is caused by the Competition Authorities; and
- 3.2.4. within 3 days of the Signature Date, the Seller confirms to the Purchaser that the disposal of the Property by the Seller does not require approval by way of a special resolution from the Seller's shareholders in terms of sections 112 and 115 of the Companies Act, 71 of 2008, or alternatively provides evidence of such approval having been adopted.

Any of the dates in respect of the conditions precedent set out above may be extended by mutual agreement between the parties in writing. The conditions precedent must be fulfilled within 180 days of the fulfilment of the condition set out in paragraph 3.2.3 above.

The Agreement contains warranties and undertakings which are normal for a transaction of this nature.

4. Property specific information

Property name	Geographical location	Sector	GLA (m²)	Weighted average basic rental per m² (R/m²)	Purchase consideration (R)	Value attributed to the Property as at 30 June 2025 (R)
Protea Gardens Mall	Soweto, Gauteng	Retail	24 141	R189.84	R478 100 000	R478 100 000

The purchase price payable for the Property is considered to be its fair market value, as determined by the directors of the Company. The directors of the Company are not independent and are not registered as professional valuers or as professional associate valuers in terms of the Property Valuers Profession Act, No.47 of 2000.

5. Financial information

Set out below is the forecast financial information relating to the Property (the “**Forecast**”) for the 9 months ending 31 August 2026 and the 12 months ending 31 August 2027 (the “**Forecast Period**”).

The Forecast has been prepared on the assumption that the Transfer Date will occur during November 2025 and on the basis that the forecast includes forecast results for the duration of the Forecast Period.

The Forecast, including the assumptions on which it is based and the financial information from which it has been prepared, is the responsibility of the directors of the Company. The Forecast has not been reviewed or reported on by the Company’s external auditor.

The Forecast presented in the table below has been prepared in accordance with the Company’s accounting policies, which are in compliance with International Financial Reporting Standards.

	Forecast for the 9 months ending 31 August 2026 Rand	Forecast for the 12 months ending 31 August 2027 Rand
Rental and recovery income	63 266 028	90 839 376
Property expenses	(24 443 332)	(34 666 118)
Net property income	38 822 696	56 173 258
Finance costs	(12 191 550)	(16 255 400)
Profit before tax	26 631 146	39 917 858
Tax	-	-
Distributable profit	26 631 146	39 917 858

The forecast incorporates the following material assumptions in respect of revenue and expenses:

1. The forecast is based on information derived from the lease contracts, budgets and additional information provided by the Seller.
2. The Forecast has been prepared for the Acquisition only. It is assumed that the Property will not be sold during the Forecast Period.
3. Net property income excludes the effects of straight lining rental income.
4. The Forecast assumes the Acquisition will be debt funded on a 40% loan to value (LTV) ratio.
5. Contracted revenue is based on existing lease agreements including stipulated increases, all of which are valid and enforceable.
6. 82% of rental and recovery income for the Forecast Period is contracted. The remaining 18% of rental and recovery income is near-contracted and represents renewals which have been forecast at current market rates.
7. No fair value adjustment is recognised.
8. There will be no unforeseen economic factors that will affect the lessees' ability to meet their commitments in terms of existing lease agreements.

6. Categorisation

The Acquisition is classified as a category 2 acquisition in terms of the JSE Listings Requirements and accordingly does not require Dipula shareholder approval.

B. Other acquisitions by Dipula

In addition to the Acquisition, Dipula has concluded terms in respect of the following acquisitions:

Property name	Airborne Industrial Park	Abland DC	Woolworths Gezina	Jouberton Land	Total
Sector	Industrial	Industrial	Retail	Retail land	
GLA (m²)	6 964	16 086	4 630	7 000	34 680
Purchase price (Rand)	63 000 000	134 400 000	16 200 000	2 000 000	215 600 000
Net operating income (Rand)	7 572 176	13 104 000	2 038 368	-	22 714 544
Total income (Rand)	7 572 176	13 104 000	2 038 368	-	22 714 544
Initial yield	12.02%	9.75%	12.58%	-	10.54%
Weighted average lease expiry (years)	1.4	10.0	1.3	N/A	6.4

The acquisition of Woolworths Gezina and the Jouberton land is in line with Dipula's strategic objectives stated above. Woolworths Gezina is adjacent to the Dipula's highly successful Gezina Galleries. This addition will be incorporated into the existing centre, bringing the centre's gross lettable area to c.20 000m², and will enhance the centre's overall tenant mix. The acquisition of the land adjacent to Tower Mall in Jouberton will unlock future expansion potential for an already strongly performing shopping centre.

Dipula's acquisition of the two industrial properties further enhances its focus on quality logistics and industrial assets. Airborne Industrial Park, located near OR Tambo International Airport and adjacent to the N12 highway, is a fully let multi-tenanted park, while Abland DC is a modern logistics development anchored by a strong tenant covenant on a long lease. These assets have excellent tenant profiles and are well aligned with Dipula's approach to capital allocation in the industrial sector, which is a core part of Dipula's overall strategy.

These acquisitions are subject to standard conditions precedent, warranties and undertakings and transfers are expected to take place between September and November 2025.

None of the acquisitions detailed in the table above are categorizable in terms of the JSE Listings Requirements and accordingly do not require Dipula shareholder approval.

19 August 2025

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