

DIPULA INCOME FUND LIMITED

Registration Number: 2005/013963/06

PAIA MANUAL

in terms of

Section 51 of

**The Promotion of Access to Information Act No. 2 of 2002
("the Act")**

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1. INTRODUCTION

- 1.1 Dipula Income Fund Limited is an internally managed, South African focused real estate investment public company that owns a diversified portfolio, primarily comprising retail, office and industrial properties located across all provinces in South Africa. Dipula Income Fund Limited also invests in affordable residential rental stock and is listed on the Johannesburg Stock Exchange (“**JSE**”).
- 1.2 This information manual (the “**Manual**”) provides an outline of the types of records held by Dipula Income Fund Limited, its subsidiaries and related juristic persons and explains how a request to access these records in terms of the Promotion of Access to Information Act No. 2 of 2000 (the “**Act**”) may be submitted.
- 1.3 This Manual is relevant and has application for the subsidiaries and associated juristic persons of Dipula Income Fund Limited as set out below (“**Dipula**”):
 - 1.3.1 Gillwell Taxi Retail Park (Pty) Ltd, a company established in accordance with the laws of the Republic of South Africa, registration number 2006/026527/07;
 - 1.3.2 Mergence Africa Property Fund (Pty) Ltd, a company established in accordance with the laws of the Republic of South Africa, registration number 2006/016706/07;
 - 1.3.3 Mergence Africa Property Investment Trust a trust established in accordance with the laws of the Republic of South Africa
 - 1.3.4 Jarrabilla Investments (Pty) Ltd, a company established in accordance with the laws of the Republic of South Africa, registration number: 2005/034125/07
 - 1.3.5 Lizinex (Pty) Ltd, a company established in accordance with the laws of the Republic of South Africa, registration number 2015/026908/07;
 - 1.3.6 Hynorex (Pty) Ltd, a company established in accordance with the laws of the Republic of South Africa, registration number 2017/203601/07;
 - 1.3.7 Dipula Property Investment Trust, a trust established in accordance with the laws of the Republic of South Africa;
 - 1.3.8 Bajascape (Pty) Ltd, a company established in accordance with the laws of the Republic of South Africa, registration number 2015/052643/07;

- 1.3.9 Luxanio Trading 181 (Pty) Ltd, a company established in accordance with the laws of the Republic of South Africa, registration number 2017/392171/07;
- 1.3.10 Asakhe Realty Investments (Pty) Ltd, a company established in accordance with the laws of the Republic of South Africa, registration number 2005/040926/07; and
- 1.3.11 Emerald Fire Investments (Pty) Ltd, a company established in accordance with the laws of the Republic of South Africa, registration number 2005/023375/07.
- 1.4 You, the requester, can access this Manual on our website (www.dipula.co.za), or by requesting a copy via e-mail from the Information Officer as provided for in clause 2 below. The Manual is available for inspection at the head office of Dipula free of charge and copies are also available with the South African Human Rights Commission (“**SAHRC**”).
- 1.5 The Act was enacted to give effect to the constitutional right to access of information held by private and public bodies that is required to exercise and/or protect the requester’s rights. The Act grants a requester access to records of a private body, if the record is required for the exercise or protection of any rights. If a public body lodges a request, the public body must be acting in the public interest. Requests in terms of the Act shall be made in accordance with the prescribed procedures, at the rates provided.
- 1.6 Requesters are referred to the Guide in terms of section 10 which has been compiled by the SAHRC. The Guide is available from the SAHRC website, located at www.sahrc.org.za. The Guide describes the objectives of the Act, the process that needs to be followed in order to make a request, how to get a free copy of the Guide, how to gain access to the manual of a public of private body and the remedies available to you.
- 1.7 The SAHRC may be contacted directly for any queries in relation to the Guide or the application of the Act. Please direct any queries to:

The South African Human Rights Commission: PAIA Unit

The Research and Documentation Department

Postal address: Private Bag 2700, Houghton, 2041

Telephone: +27 11 484 8300

Facsimile: +27 11 484 0582

E-mail: PAIA@sahrc.org.za

2. CONTACT DETAILS

- 2.1 The Chief Executive Officer of Dipula serves as its Information Officer. However, Dipula has elected to appoint a Deputy Information Officer in terms of section 17 of the Act to assess requests for access to information as well as to fulfil such functions in terms of the Act. It is recommended that the

Deputy Information Officer be used as a contact person for purposes of this Manual.

2.2 The Information Officer's contact details are set out below:

Name: Izak Petersen

Capacity: Chief Executive Officer

E-mail: izak@dipula.co.za

Telephone: 011 235 2112

Registered address: 12th Floor, Firestation Rosebank, 16 Baker Street, Rosebank, 2196

Postal address: Private Bag X3, Rosebank, 2132

2.3 All information requests must be directed to the Deputy Information Officer of Dipula. The Deputy Information Officer's contact details are set out below:

Name: Ridwaan Asmal

Capacity: Financial Director

E-mail: ridwaan@dipula.co.za

Telephone: 011 235 2112

Registered address: 12th Floor, Firestation Rosebank, 16 Baker Street, Rosebank, 2196

Postal address: Private Bag X3, Rosebank, 2132

3. **RECORDS AVAILABLE IN TERMS OF OTHER LEGISLATION**

3.1 Where applicable to its operations, Dipula also retains records and documents in terms of legislation listed below.

3.2 Interested parties who are entitled to such information must submit an access request in accordance with the prescriptions of the Act. Unless disclosure is prohibited in terms of legislation, regulations, contractual agreements or otherwise, such information shall be made available for inspection in terms of the requirements and conditions of the Act, the applicable legislation and internal policies and procedures.

3.3 The accessibility of documents and records may further be subject to the grounds of refusal set out in this Manual.

3.3.1 Companies Act 71 of 2008;

3.3.2 Pension Funds Act 24 of 1956;

3.3.3 Employment Equity Act 55 of 1998;

- 3.3.4 Basic Conditions of Employment Act 75 of 1997;
- 3.3.5 Compensation of Occupational Injuries and Diseases Act 130 of 1993;
- 3.3.6 Labour Relations Act 66 of 1995;
- 3.3.7 Occupational Health and Safety Act 85 of 1993;
- 3.3.8 Electronic Communications and Transaction Act 25 of 2002;
- 3.3.9 Income Tax Act 58 of 1962;
- 3.3.10 Value-Added Tax Act 89 of 1991;
- 3.3.11 Promotion of Access to Information Act 2 of 2000;
- 3.3.12 Skill Development Levies Act 9 of 1966;
- 3.3.13 Unemployment Insurance Act 30 of 1966;
- 3.3.14 Formalities in respect of Leases of Land Act 18 of 1969;
- 3.3.15 National Credit Act 34 of 2005;
- 3.3.16 National Environmental Management Act 107 of 1998;
- 3.3.17 Protection of Personal Information Act 4 of 2013;
- 3.3.18 Rental Housing Act 50 of 1999;
- 3.3.19 Property Practitioners Act 22 of 2019;
- 3.3.20 Alienation of Land Act 68 of 1981; and
- 3.3.21 Immovable Property Removal or Modification of Restrictions Act 94 of 1965.

4. ACCESS TO RECORDS HELD BY DIPULA

- 4.1 The subjects and categories of information held by Dipula are set out in this clause 4.
- 4.2 Note that inclusion of any subject or category of records should not be taken as an indication that records falling within those subjects and/or categories will be made available under the Act. In particular, certain grounds of refusal as set out in the Act may be applicable to a request for such records.

Record	Subject
Companies Act Records	<ul style="list-style-type: none"> • Documents of incorporation, including the memorandum of incorporation and the relevant company forms. • Special resolutions. • Register of directors. • Shareholder register. • A register of the directors' and officials' interests in contracts entered into by the Dipula entities. • Statutory registers of Dipula, including a register of bonds and pledges, and a register of directors' interests in contracts. • Minute books and internal resolutions of Dipula. • Minutes of general meetings of the shareholders of Dipula.
Financial Records	<ul style="list-style-type: none"> • Accounting records, books and documents of Dipula. • Invoices. • Annual financial reports. • Details of auditors of Dipula. • Auditors' reports in respect of audits conducted on Dipula. • Details of actuaries of the pension scheme utilised by Dipula. • Tax returns of Dipula. • Other documents and agreements relating to taxation.

	<ul style="list-style-type: none"> • Other financial records of Dipula. • Banking details of Dipula. • Indebtedness to bankers. • Bank facilities and accounts details. • Bank statements. • Electronic payment records. • Records of cancelled cheques. • Bank overdraft facility agreements. • Forward cover or forward exchange contracts. • Debt securities issued by Dipula. • Guarantees given by, or in respect of, Dipula. • Other financial commitments of Dipula. • Other banking records of Dipula.
Human resources / employment records	<ul style="list-style-type: none"> • List of employees. • Letters or contracts of employment with directors, officers and employees of Dipula, and/or documentation pertaining to arrangements with directors, officers and employees of Dipula. • Expenditure or reimbursement agreements with directors of Dipula. • Documents relating to employee benefits. • Compensation or redundancy payments. • Documents and information in respect of a share incentive scheme or trust. • Personnel files.

	<ul style="list-style-type: none"> • Records relating to Dipula's payroll system, including IRP5 documents. • Collective and recognition agreements with trade unions. • Employment equity plan of Dipula. • Procedural agreements and policies of Dipula. • Disciplinary records and documentation pertaining to disciplinary proceedings. • Training manuals and information pertaining to skills management. • Other information relating to employees of Dipula.
Pension and provident funds	<ul style="list-style-type: none"> • Documentation held by Dipula relating to pension or provident funds. • The rules of the retirement funds used by Dipula, as well as the last revenue account and balance sheet of such funds are available for inspection at the offices of the Registrar of Pension Funds.
Intellectual property	<ul style="list-style-type: none"> • Licences relating to intellectual property rights, including royalty agreements in respect of raw materials used by Dipula. • Other agreements relating to intellectual property rights.
Permits	<ul style="list-style-type: none"> • Licences, material permits, consents, approvals, authorisations and certificates and application therefor. • Registrations and declarations of permits.
Insurance records	<ul style="list-style-type: none"> • Insurance policies taken out in respect of group life. • Insurance policies taken out in respect of assets of Dipula.
Immovable and movable property of	<ul style="list-style-type: none"> • Title deeds of land owned by Dipula.

Dipula	<ul style="list-style-type: none"> • Agreements for the lease or sale of land and/or other immovable property by Dipula. • Agreements for the lease or sale of movable property by Dipula. • Mortgage bonds, liens, notarial bonds or security interests on property. • Credit sale agreements and/or hire purchase agreements. • Other agreements for the purchase, ordinary sale, conditional sale, or hire of assets.
Electronic databases of information held by Dipula	<ul style="list-style-type: none"> • Documents pertaining to accounting records of Dipula. • Sales and rental data. • Inventory of properties. • Information in respect of Dipula's payroll. • Electronic territory management systems records. • Adverse events reporting.
Information technology	<ul style="list-style-type: none"> • Computer software support and maintenance agreements. • Computer software licence agreements. • Agreements in respect of computer hardware used by Dipula. • Agreements with Internet Service Providers, and other telecommunications entities. • Leased line agreements. • SITA agreements. • Other documentation pertaining to computer systems and computer programs held by Dipula.

Miscellaneous agreements of Dipula	<ul style="list-style-type: none"> • Loans from third parties (including banks). • Loans to third parties. • Marketing agreements and co-promotion agreements. • Standard conditions of business and standard-form contracts. • Agreements in terms of which Dipula is a member of a joint venture, consortium, partnership, incorporated or unincorporated association, and shareholders' agreements of another entity to which Dipula is a party. • Agreements with suppliers and contractors of Dipula. • Confidentiality and/or non-disclosure agreements. • Any other agreements.
Correspondence	<ul style="list-style-type: none"> • Correspondence of Dipula, including internal and external memoranda.
Information relating to legal proceedings	<ul style="list-style-type: none"> • Records relating to legal proceedings involving Dipula.
Environmental records	<ul style="list-style-type: none"> • Environmental impact assessments and documents pertaining to studies conducted in this regard. • Agreements pertaining to environmental issues. • Policy of Dipula regarding environmental issues.

5. **RECORDS AVAILABLE WITHOUT A REQUEST FOR ACCESS IN TERMS OF THE ACT**

Records of public nature, typically those disclosed on Dipula's website and in its various annual reports, may be accessed without the need to submit a formal application. Other non-confidential records, such as the statutory records maintained at the CIPC, may also be accessed without the need to submit a formal application.

6. FORM OF REQUEST

- 6.1 The requester must use the prescribed form to make the request for access to a record (Form C, attached in Annexure A). The request must be made to the Deputy Information Officer of Dipula, the contact details of which are set out in clause 2.
- 6.2 The requester must provide sufficient detail on the request form to enable the Deputy Information Officer to identify the record and the requester. The requester should also indicate which form of access is required. The requester should also indicate if they wish to be informed in any other manner and state the necessary particulars to be so informed.
- 6.3 The requester must identify the right that they are seeking to exercise or protect and provide an explanation as to why the requested record is required for the exercise or protection of that right.
- 6.4 If a request is made on behalf of a person, the requester must submit proof of the capacity in which the requester is making the request to the satisfaction of the Deputy Information Officer.

7. DECISION

- 7.1 The Deputy Information Officer of Dipula will then make a decision on the request and notify the requester in the required form within 30 days of receipt of the request.
- 7.2 In terms of the Act the 30-day period mentioned above may be extended for a further period of not more than 30 days under certain circumstances. Should the Deputy Information Officer need to extend this period, they will provide the requester with notification of such extension.
- 7.3 The request for information may be granted or refused.
- 7.4 Should the request be refused the requester will be given adequate reasons for the refusal and they may lodge an application to court against the refusal of the request. The Deputy Information Officer will also provide the requester with details the of the procedure for such application to court.
- 7.5 If a requested record cannot be found or if the record does not exist, the Deputy Information Officer shall notify the requester by way of affidavit that it is not possible to give access to the requested record. Such notice will be regarded as a decision to refuse the request in terms of the Act. If the record is later found, the requester shall be given access to the record, unless the Deputy Information Officer refuses access to such record.

8. GROUNDS FOR REFUSAL

Dipula may legitimately refuse to grant a request for access to information. The main grounds for Dipula to refuse a request for information includes but is not limited to the:

- 8.1 mandatory protection of the personal information of a third party who is a natural person (including a deceased person) or a juristic person, as included in the Protection of Personal Information Act 4 of 2013 (“**POPI**”), from unreasonable disclosure;
- 8.2 mandatory protection of personal information and the disclosure thereof in terms of POPI or other legislative, regulatory or contractual agreements;
- 8.3 mandatory protection of the commercial information of a third party (trade secrets, financial, commercial, scientific or technical information) which disclosure would cause harm to the commercial or financial interests of that third party;
- 8.4 mandatory protection of information supplied in confidence by a third party, the disclosure of which could reasonably be expected to put the third party at a disadvantage in negotiations or commercial competition if disclosed;
- 8.5 mandatory protection of information of the disclosure would result in a breach of a duty of confidence owed to a third party in terms of an agreement;
- 8.6 mandatory protection of the safety of individuals, the public and the protection of property;
- 8.7 mandatory protection of records which would be regarded as privileged in legal proceedings;
- 8.8 the commercial activities of Dipula which may include trade secrets, financial, commercial, scientific or technical information which disclosure would likely cause harm to the financial or commercial interests of Dipula or information which would put Dipula at a disadvantage in negotiations or commercial competition if disclosed;
- 8.9 a computer program which is owned by Dipula, and which is protected by copyright;
- 8.10 the research information of a Dipula or a third party, if its disclosure would disclose the identity of Dipula or the third party, the researcher or the subject of the research and place the Dipula or the third party at a serious disadvantage; and
- 8.11 requests for information which are frivolous or vexatious, or which involve an unreasonable diversion of resources.

9. **PRESCRIBED FEES**

- 9.1 The Deputy Information Officer of Dipula must notify the requester (other than a personal requester) by notice, requiring the requester to pay the request fee before further processing the request. A personal requester does not pay such fee.

- 9.2 If the preparation of the record requested requires more than the prescribed hours, a deposit shall be paid (of not more than one third of the access fee which would be payable if the request were granted).
- 9.3 The requester may lodge an internal appeal or an application to the court against the tender or payment of the request fee or deposit.
- 9.4 Records may be withheld until the fees have been paid.
- 9.5 If the request is granted then a further access fee must be paid for the search, reproduction, preparation and for any time that had exceeded the prescribed hours to search and prepare the record for disclosure.
- 9.6 The prescribed forms and fees for requests to private bodies, are available on the website of the Department of Justice and Constitutional Development: www.doj.gov.za.

DATE OF COMPILATION: 2020

DATE OF REVISION: February 2021

FORM C

REQUEST FOR ACCESS TO RECORD OF PRIVATE BODY
(Section 53(1) of the Promotion of Access to Information Act, 2000
(Act No. 2 of 2000)

[Regulation 10]

A. Particulars of private body

The Head:

B. Particulars of person requesting access to the record

- | |
|--|
| <p>(a) The particulars of the person who requests access to the record must be given below.</p> <p>(b) The address and/or fax number in the Republic to which the information is to be sent must be given.</p> <p>(c) Proof of the capacity in which the request is made, if applicable, must be attached.</p> |
|--|

Full names and surname:

Identity number:

Postal address:

Fax number:

Telephone number:

E-mail address:

Capacity in which request is made, when made on behalf of another person:

C. Particulars of person on whose behalf request is made

<p>This section must be completed <i>ONLY</i> if a request <i>for information</i> is made on behalf of <i>another</i> person.</p>

Full names and surname:

Identity number:

D. Particulars of record

- | | |
|-----|--|
| (a) | Provide full particulars of the record to which access is requested, including the reference number if that is known to you, to enable the record to be located. |
| (b) | If the provided space is inadequate, please continue on a separate folio and attach it to this form. |
| (c) | The requester must sign all the additional folios. |

1 Description of record or relevant part of the record:

2 Reference number, if available:

3 Any further particulars of record:

E. Fees

- | | |
|-----|--|
| (a) | A request for access to a record, other <i>than</i> a record containing personal information about yourself, will be processed only after a request fee has been paid. |
| (b) | You will be <i>notified</i> of the amount required to be paid as the request fee. |
| (c) | The fee payable for access to a record depends <i>on</i> the form <i>in which</i> access is required and the reasonable time <i>required</i> to search for and prepare a record. |
| (d) | If you qualify for exemption <i>of</i> the payment <i>of</i> any fee, please state the reason for exemption. |

Reason for exemption from payment of fees:

F. Form of access to record

If you are prevented by a disability to read, view or listen to the record in the form of access provided for in 1 to 4 hereunder, state your disability and indicate in which form the record is required.

Disability:	Form in which record is required
Mark the appropriate box with an X.	
NOTES: a) Compliance with your request in the specified form may depend on the form in which the record is available. b) Access in the form requested may be refused in certain circumstances. In such a case you will be informed if access will be granted in another form. c) The fee payable for access for the record, if any, will be determined partly by the form in which access is requested.	

1. If the record is in written or printed form:				
	copy of record*		inspection of record	
2. If record consists of visual images this includes photographs, slides, video recordings, computer-generated images, sketches, etc)				
	view the images		copy of the images"	transcription of the images*
3. If record consists of recorded words or information which can be reproduced in sound:				
	listen to the soundtrack audio cassette		transcription of soundtrack* written or printed document	
4. If record is held on computer or in an electronic or machine-readable form:				
	printed copy of record*		printed copy of information derived from the record"	copy in computer readable form* (stiffy or compact disc)
'If you requested a copy or transcription of a record (above), do you wish the copy or transcription to be posted to you? Postage is payable.				YES NO

G Particulars of right to be exercised or protected

If the provided space is inadequate, please continue on a separate folio and attach it to this form. The requester must sign all the additional folios.

1. Indicate which right is to be exercised or protected:
2. Explain why the record requested is required for the exercise or protection of the aforementioned right:

H. Notice of decision regarding request for access

You will be notified in writing whether your request has been approved/denied. If you wish to be informed in another manner, please specify the manner and provide the necessary particulars to enable compliance with your request.

How would you prefer to be informed of the decision regarding your request for access to the record?

Signed at.....

This.....day of20....

SIGNATURE OF REQUESTER / PERSON ON
WHOSE BEHALF REQUEST IS MADE