



PRIVATE PLACEMENT MEMORANDUM

INCASE STORAGE PPM OFFERING

This structural roadmap compiles the InCase Storage PPM Offering.

COMPANY	InCase Self Storage Holdings (Pty) Ltd
REGISTRATION	2023/242352/07
RAISING PARTNER	Stock Capital (Pty) Ltd Registration no: 2018/552150/07
DOCUMENT STATUS	Branded working draft Source content retained and structured

FOR ACCREDITED, INSTITUTIONAL AND HIGH-NET-WORTH INVESTORS

01. TABLE OF CONTENTS

A structured navigation guide to the branded PPM roadmap.

Brand Overview	3
Brand Positioning	3
Facilities and Customer Offering	3
Current Footprint and Expansion Locations	4
COMMERCIAL PORTFOLIO ANALYTICS	5
1. Branch-by-Branch Commercial Performance	7
2. Rent Density Yield Optimisation by Unit Size	11
3. Onboarding Velocity & Seasonality Trajectory	11
03. EXECUTIVE SUMMARY AT A GLANCE	12
Investment Thesis Summary	12
Cover / Header Information	14
Important Information	15
Transaction Architecture & Capital Parameters	15
Executive Summary	19
Executive Local Development Summary	21
1. Infrastructure Development & Sustainable Real Estate Regeneration	21
2. Direct Job Creation & SMME Business Incubation	22
3. Tech-Enabled Facility Management & Asset Preservation	22
4. Servicing Structural Market Demand & Last-Mile Logistics	23
Why Invest in Self-Storage?	24
Urbanisation and the Shrinking Home	24
• The Trend of Apartment Living	24
A growing preference for micro-living and apartment units directly translates to a permanent deficit of space. Consumers view renting a storage unit as a highly cost-effective alternative to paying a massive premium for a larger home .	24
2. The E-Commerce Catalyst	24
3. Downsizing and Household Transitions	24
4. Micro-Business & SMME Warehousing Needs	25
5. Hybrid Work and Demographic Shifts	25
2. Post-Pandemic Urbanisation & Societal Trends	26
3. Inflation-Hedged Rental Models & Dynamic Pricing	26
Corporate Information and Advisors	27
General Statements	27
Section 1 - Information About InCase Storage Limited	28
Section 2 - Details of the Offer	28
Section 3 - Statements and Reports Relating to the Offer	29
Section 4 - Additional Material Information	30
Section 5 - Inapplicable Sections	30
Annexures	31

02. ABOUT INCASE SELF STORAGE

Brand, facilities and footprint context for the investment narrative.

Brand Overview

InCase Self Storage is positioned as a secure and affordable self-storage brand that gives people and businesses practical extra space when life gets too full. The brand promise centres on secure space, affordable solutions, everyday convenience, helpful service, flexible storage and room for life.

The brand guidelines define the vision as becoming South Africa's most trusted and accessible self-storage brand, known for secure spaces, affordable pricing and helpful service that makes storage simple. The mission is to provide safe, affordable and flexible storage solutions for households, businesses, vehicles and everyday overflow, helping customers create more space with confidence and ease.

Brand Positioning

INCASE YOU NEED SPACE

Secure. Affordable. Flexible. Helpful.

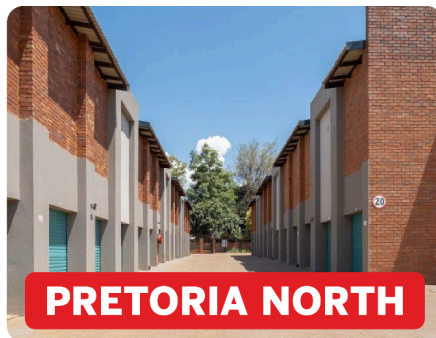
Facilities and Customer Offering

The current customer offering includes secure storage units, carports and office space. The website also positions InCase for the storage of cars, caravans and boats, with solutions ranging from individual items to full household or office storage requirements.

The current website describes the facilities as using 24-hour security, monitored CCTV cameras and electrified perimeter fencing. It also highlights fire safety, customer-controlled padlocks and, where applicable, secure estate patrols as part of the security proposition.



BUH-REIN



PRETORIA NORTH



PRETORIA EAST



SOMERSET WEST



ROODEPOORT



Current Footprint and Expansion Locations

LOCATION	STATUS	CURRENT WEBSITE DETAIL
Buh-Rein	Operational	9 Laibach Rd, East-Rural, Cape Town, 7570
Pretoria North	Operational	Corner Daan de Wet Nel Drive and, Willem Cruywagen St, Akasia, Pretoria North, 0182
Pretoria East	Operational	180 Vivian Rd, Willow Park Manor, Pretoria East, 0184
Somerset West	Operational	Acorn Creek Way, Croydon, Cape Town, 7130
Midrand	Coming soon	Expansion location identified on current website
Roodepoort	Coming soon	Expansion location identified on current website

COMMERCIAL PORTFOLIO ANALYTICS

COMMERCIAL PORTFOLIO ANALYTICS : EXECUTIVE BRANCH REPORT

01 THE FOUNDATION

Established Assets

Fully operational, cash-flowing facilities across Buh-Rein, Pretoria East and Pretoria North. These stabilised assets maintain consistently high occupancy and form the resilient yield engine of the portfolio.

93.1% Current physical occupancy	3,130 Current unit inventory	49,770.85 m² Current gross lettable area	R4.159m Monthly revenue potential · excl. VAT
--	--	---	---

02 THE UPSIDE

Newly Acquired Assets

Fully financed properties recently added to the balance sheet. These facilities are currently in the active lease-up phase, rapidly scaling toward stabilised occupancy and optimal net operating income.

90% Target stabilised occupancy	1,614 Acquired storage unit inventory	22,738 m² Gross leasable area (GLA)	R1.890m Monthly revenue potential · excl. VAT
---	---	--	---

03 THE GROWTH PIPELINE

Targeted Expansion

A rigorous due diligence pipeline targeting high-demand urban nodes. The active growth strategy includes multi-tiered developments and commercial conversions in Midrand and Roodepoort, designed to aggressively drive Net Asset Value expansion.

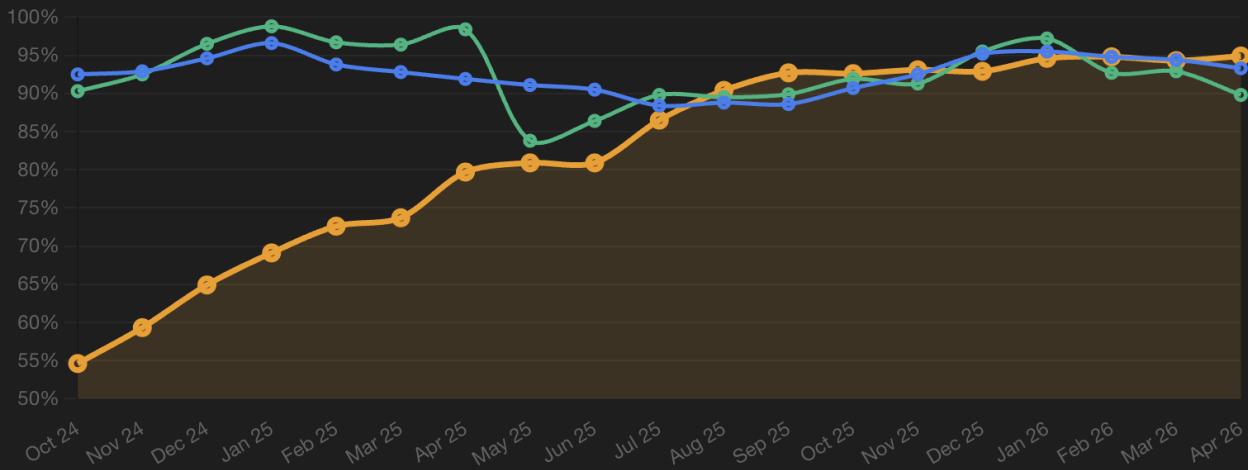
90% Target stabilised occupancy	~2,636 Target pipeline unit inventory	~40,283 m² Target gross leasable area (GLA)	~R3.361m Target monthly revenue potential · excl. VAT
---	---	--	---



Occupancy Trajectory & Onboarding Ramp Velocity (2023 - 2026)

Tracking physical occupancy progression across mature vs launch sites

PTA East PTA North Buh-Rein



Incuse Onboarding Insight: Buh-Rein (Cape Town) achieved rapid 90%+ stabilization within **10 months** (Oct '24 @ 54.5% → Aug '25 @ 90.4%), demonstrating an absorption speed of **+21.2 net units/mo**. PTA East and North maintain strong baseline stability near 92%-95%.

1. Branch-by-Branch Commercial Performance

PRETORIA EAST BRANCH METRICS

Gross Lettable Area 28 666 m² 1,736 Total Units	Monthly Rev Potential R2 414 525,23 Excl. VAT (R2.78M Incl. VAT)	Physical Occupancy 93.4% Stabilised Portfolio
--	--	---

Pretoria East Metric	Value	Share / Benchmark
Monthly Revenue Potential (Excl. VAT)	R2,414,525.23	58.0% of Portfolio Revenue
Monthly Revenue Potential (Incl. VAT)	R2,776,704.00	—
Physical Occupancy Rate	93.38%	Stabilized Baseline
Rent Density (Excl. VAT)	R84.23 / m ²	Baseline Yield
Average Rent per Unit	R1,390.85	—
Total Unit Inventory	1,736 Units	55.5% of Portfolio Units
Gross Lettable Area (GLA)	28,665.00 m ²	57.6% of Total GLA

PRETORIA NORTH BRANCH METRICS

Gross Lettable Area 11 037,55 m² 773 Total Units	Monthly Rev Potential R838 545,22 Excl. VAT (R0.96M Incl. VAT)	Physical Occupancy 91.9% Stabilised Portfolio
--	--	---

Pretoria North Metric	Value	Share / Benchmark
Monthly Revenue Potential (Excl. VAT)	R838,545.22	20.2% of Portfolio Revenue
Monthly Revenue Potential (Incl. VAT)	R964,327.00	—
Physical Occupancy Rate	91.57%	Stabilized Baseline
Rent Density (Excl. VAT)	R75.97 / m²	Baseline Yield
Average Rent per Unit	R1,084.79	—
Total Unit Inventory	773 Units	24.7% of Portfolio Units
Gross Lettable Area (GLA)	11,037.55 m²	22.2% of Total GLA

BUH-REIN (CAPE TOWN) BRANCH METRICS

Gross Lettable Area 10 067,3 m² 621 Total Units	Monthly Rev Potential R906 366,97 Excl. VAT (R1.04M Incl. VAT)	Physical Occupancy 94.1% Stabilised Portfolio
--	--	---

Buh-Rein (Cape Town) Metric	Value	Share / Benchmark
Monthly Revenue Potential (Excl. VAT)	R906,366.97	21.8% of Portfolio Revenue
Monthly Revenue Potential (Incl. VAT)	R1,042,322.00	—
Physical Occupancy Rate	94.14%	Rapid Onboarding Champion
Rent Density (Excl. VAT)	R90.03 / m ²	Highest Site Rent Density
Average Rent per Unit	R1,459.53	Highest Site Unit Yield
Total Unit Inventory	621 Units	19.8% of Portfolio Units
Gross Lettable Area (GLA)	10,068.30 m ²	20.2% of Total GLA

COMBINED PORTFOLIO TOTAL (ALL 3 SITES)

Combined Portfolio Metric	Aggregate Total	Portfolio Benchmark
Total Monthly Revenue Potential (Excl. VAT)	R4,159,437.42	100.0% Aggregate Revenue
Total Monthly Revenue Potential (Incl. VAT)	R4,783,353.00	—
Combined Physical Occupancy Rate	93.10%	Stabilized Target
Weighted Average Rent Density (Excl. VAT)	R83.57 / m ²	Portfolio Yield Benchmark
Average Rent per Unit	R1,328.89	Portfolio Unit Yield Average
Total Unit Inventory	3,130 Units	100.0% Capacity
Total Gross Lettable Area (GLA)	49,770.85 m ²	100.0% Footprint

2. Rent Density Yield Optimisation by Unit Size

Unit Size Category	Rent Density (R / m²)	Yield Optimisation Insight
Micro Units (< 6 m²)	R187.52 / m²	Generates maximum yield density; ideal for high-density urban catchments.
Small Units (6 - 10 m²)	R135.00 / m²	High consumer demand and steady turnover velocity.
Medium Units (10 - 15 m²)	R105.00 / m²	Standard household residential storage baseline.
Bulk Storage (> 15 m²)	R85.40 / m²	Lower rent density per m², balanced by long-term commercial SMME stability.

3. Onboarding Velocity & Seasonality Trajectory

Incase Onboarding Insight — Buh-Rein (Cape Town) Rapid 90%+ stabilisation achieved within 10 months (Oct '24 @ 54.5% → Aug '25 @ 90.4%), demonstrating an absorption speed of +21.2 net units/month (current occupancy @ 94.14%). Pretoria East and Pretoria North maintain strong baseline stability between 91.5% and 93.4%.

- **Peak Demand Window:** December – January (95.5% occupancy)
- **Trough Demand Window:** May & August (~91.3% occupancy)

03. EXECUTIVE SUMMARY AT A GLANCE

A concise visual summary of figures already contained in the source PPM roadmap.

ZAR 100m	8.0% p.a.	16.0%
TARGET CAPITAL RAISE	PREFERENCE DIVIDEND	TARGET OVERALL IRR
5 years	3 years + 1 day	60% / 40%
TOTAL TERM	MINIMUM LOCK-IN	CAPITAL ALLOCATION
4,811 units	74,101 m²	ZAR 671.8m
TARGET PORTFOLIO CAPACITY	TARGET GLA	TARGET MARKET VALUATION

Investment Thesis Summary

Self-storage as a structural commercial real estate opportunity supported by urban densification, e-commerce growth, SMME micro-warehousing demand and month-to-month lease structures. The proposed portfolio strategy combines operational Brownfield assets with Greenfield development to balance immediate income cover with Net Asset Value growth.

The Brownfield foundational portfolio is stated as comprising Buh-Rein, Pretoria East and Pretoria North, with an established independent valuation of ZAR 320.5 million and portfolio occupancy rates exceeding 92%. The roadmap also identifies Midrand and Roodepoort as strategic development projects intended to expand the portfolio to 4,811 units across 74,101 m² of Gross Leasable Area.

The proposed private placement is structured through non-voting Redeemable Preference Shares under the regulatory oversight of Stock Capital (Pty) Ltd, with a stated 8.0% p.a. quarterly preference dividend and 16.0% target overall IRR. The roadmap sets out a five-year total term and three potential exit pathways at Year 5: strategic REIT portfolio buyout, portfolio refinancing and dividend recapitalisation, or Sponsor buyback.

04. CORE PPM ROADMAP

Cover / Header Information

- **Company Identity Details:**

InCase Self Storage Holdings (Pty) Ltd (Registration Number: 2023/242352/07)

- **Offer Summary Box:**

Total Ordinary Shares at issue price per share, minimum investor subscription amount (e.g., R100,000 for 100 shares), total target equity raise of R100,000,000, and minimum R100,000,00 threshold required for the offer to proceed.

- **Offer Timetable:**

Specify the exact opening time/date and closing time/date for subscriptions.

15 September 2026 - 28 February 2026

- **Entity Management:**

InCase Self Storage Holdings (Pty) Ltd (Registration Number: 2023/242352/07) and Property SPV, Raising Partner Stock Capital (Pty) Ltd Registration no: 2018/552150/07

- **CIPC / Regulatory Registration Statement:**

Insert standard South African Companies Act 71 of 2008 registration declaration and date registered by CIPC.

- **Disclaimer:**

Prospective investors should consult with independent legal, tax, accounting, structuring, investment and other relevant advisers when contemplating any investment decision. In making an investment decision, investors must rely on their examination of Stock Capital (Pty) Ltd ("Stock Capital" or "the Company") and the terms of the offering, including the merits and risks involved. Prospective investors should not construe the contents of this document as legal, tax, investment or other advice.

Important Information

Transaction Architecture & Capital Parameters

- **Issuer & Structure:** Special Purpose Vehicle — Incase Holdings (Pty) Ltd and SPV (RF) per project
- **Security Instrument:** Secured Redeemable Preference Shares (Non-voting).
- **Regulatory Governance:** Capital raised under the licence of Stock Capital (Pty) Ltd, an FSCA-regulated Financial Services Provider (FSP 53896).
- **Offering Target:** ZAR 100,000,000 | Minimum Ticket: ZAR 1,000,000.
- **Target Investor Base:** Institutional Capital, High-Net-Worth Individuals (HNWIs), and Family Offices.
Return Metrics: 8.0% p.a. Preference Dividend (distributed quarterly) | 16.0% Overall Target Internal Rate of Return (IRR).
- **Tenor & Lock-in:** 5-Year Total Term | 3-Year and 1-Day Minimum Lock-in (structured specifically to secure Dividend Withholding Tax treatment at 20%).
- **Asset Allocation:** 60% Operational Brownfield Facilities (yield cover) | 40% Value-Add Greenfield Developments (Net Asset Value expansion).
- **Fee Structure:** 2.0% Upfront Capital Raising Fee | 0.5% Management Fee on Equity | 0.0% Performance Promote (100% of residual yield flows directly to investors).
- **Exit Pathways (Year 5):** Strategic REIT Portfolio Buyout | Portfolio Refinancing & Dividend Recapitalisation | Sponsor Buyback.
- **Investment Risk Warning:**
Prospective investors must carefully review and consider the following fundamental risk characteristics associated with an investment in the Company:

Unlisted and Illiquid Securities: The preference shares offered are unlisted, non-voting private equity instruments. There is no active secondary trading market or public exchange for these securities. Investors must be prepared to hold their investment for the full 5-year tenor, subject to a strict 3-year and 1-day minimum lock-in period required for tax compliance.

Capital Risk and Non-Guaranteed Returns: Capital invested in unlisted preference shares is at risk, and investors may not recover their initial principal amount. Stated return targets—including the 8.0% p.a. quarterly preference dividend and the 16.0% overall target Internal Rate of Return (IRR)—are forward-looking projections based on operational assumptions and are not guaranteed.

Debt Leverage and Senior Subordination: The Incase Group maintains substantial third-party debt facilities, including a centralized R186.5 million term facility with Nedbank Corporate and Investment Banking. Claims of

preference shareholders are subordinate to the first-ranking registered mortgage bonds and security rights of commercial banking institutions.

Going Concern Disclosures: As disclosed in the audited annual financial statements for the year ended 28 February 2025, certain holding company structures incurred net losses and reflected current liabilities exceeding total current assets, indicating a material uncertainty regarding going concern dependent on ongoing shareholder subordination and operational cash flows.

Commercial and Property Execution Risks: Returns depend directly on the successful lease-up, operational occupancy, and Net Operating Income (NOI) performance of facilities (including Pretoria East, Pretoria North, Buh-Rein, Midrand, and Roodepoort). Key operational risks include local market competition, interest rate fluctuations on floating debt (3M JIBAR / Prime), rising municipal utility tariffs, development capex overruns, and general macroeconomic headwinds in South Africa.

• **Forward-Looking Statements Disclaimer:**

This document contains forward-looking statements regarding the business, operational strategy, expansion pipeline, and financial performance of Incase Self Storage Holdings (Pty) Ltd and its property subsidiaries. Statements that are not historical facts, including terms such as "anticipates," "expects," "projects," "targets," "intends," "forecasts," and similar expressions, constitute forward-looking declarations.

These statements include, without limitation, management's expectations regarding:

Capital Raise & Return Targets: The proposed private placement of R 100 million in Secured Redeemable Preference Shares, the distribution of a quarterly 8.0% p.a. preference dividend, and the target overall 16.0% Internal Rate of Return (IRR) over a 5-year investment term.

Portfolio Capacity & Valuation: The expansion of total lettable capacity from 3,130 units (49,771 m² GLA) to 4,811 units (74,101 m² GLA), targeting a stabilized portfolio market valuation of ZAR 671.8 million and net equity backing of ZAR 265.3 million.

Development Pipeline & Capex: The execution of pipeline projects, including the ground-up Midrand development (1,039 units) and the Roodepoort commercial conversion (642 units) with an estimated capital expenditure of ~R31 million.

Occupancy & Operating Yields: Projected stabilized physical occupancy targets between 91.0% and 93.1%+ and Net Operating Income (NOI) margins ranging from 68% to 75.5%.

Financial Structuring & Senior Debt: Assumptions regarding debt service on the R186.5 million Nedbank CIB term facility and secondary project financing.

Risk & Disclaimer: Forward-looking statements are subject to inherent risks, uncertainties, and external market factors that may cause actual operational or financial results to differ materially from expectations. Factors that could impact performance include South African macroeconomic conditions, local interest rate fluctuations affecting floating debt, municipal approvals and construction timelines, tenant absorption rates, and broader

commercial real estate trends. Incase Storage assumes no obligation to publicly update or revise these forward-looking statements to reflect events or circumstances arising after the date of publication.

- **Directors' Responsibility Statement:**

This Directors' Responsibility Statement is prepared in accordance with the provisions of the South African Companies Act, No. 71 of 2008, as amended (the "**Companies Act**"), and the corporate governance principles set out in the King IV Report on Corporate Governance™ for South Africa ("**King IV**").

The directors of the Company collectively and individually accept full responsibility for the accuracy, reliability, and completeness of the information contained in the PPM. Having made all reasonable enquiries, the directors formally certify that, to the best of their knowledge and belief:

Accuracy & Completeness: The PPM contains no material misstatements or omissions that would render any statement or financial data herein misleading or inaccurate in any material respect.

Fair Presentation: The historical management accounts, pro forma valuations, and financial forecasts fairly present the state of affairs, financial position, and projected results of Holdco and its underlying operational property subsidiaries (*propcos*).

Good Faith Projections: All expressions of opinion, forecasts, and strategic intentions attributed to the board have been formulated in good faith after objective consideration of verified market and operational data.

- **Financial controls, Compliance & going concern**

In compliance with statutory obligations under the Companies Act:

Accounting Records & Controls:

The Group maintains structured accounting records adhering to the International Financial Reporting Standard for Small and Medium-sized Entities (IFRS for SMEs). Systems of internal financial control are actively monitored to safeguard assets and prevent material error or fraud.

Going Concern Verification:

The board has evaluated the Group's cash flow models, debt obligations (including the ZAR 186.5 million Nedbank Corporate and Investment Banking facility), and capital deployment commitments (including the ZAR 31 million Roodepoort conversion capex and Midrand development). The directors confirm a reasonable expectation that the Group possesses adequate resources to continue operating for the foreseeable future, justifying the going-concern basis in compiling the financial statements.

Regulatory Compliance:

The capital-raising framework complies with the Companies Act, CIPC requirements, and applicable South African financial services regulations

- **Regulatory Compliance & Distribution Notice:**

COMPLIANCE WITH THE SOUTH AFRICAN COMPANIES ACT, NO. 71 OF 2008

The offer of Secured Redeemable Preference Shares described in the PPM is structured strictly as a Private Placement and does not constitute an "offer to the public" within the meaning of the Companies Act, No. 71 of 2008, as amended (the "Companies Act").

Statutory Exemption under Section 96 (Offers That Are Not Public Offers) In terms of Section 96(1) of the Companies Act, the offering is exempt from public offer regulations as it satisfies specific statutory safe harbour criteria: Section 96(1)(a) (Institutional and Sophisticated Investors): The offer is addressed exclusively to, and is restricted for acceptance by, a select group of accredited, sophisticated, family office, and institutional investors whose ordinary business includes dealing in securities, financial institutions, or entities regulated under the Financial Advisory and Intermediary Services (FAIS) Act, No. 37 of 2002. Section 96(1)(g) (Minimum Subscription Value): The statutory minimum subscription price for securities under the offer for any single addressee acting as principal is not less than ZAR 1,000,000 (One Million South African Rand). In limited circumstances where private

accounts participate, a minimum ticket of ZAR 500,000 may be accepted, provided the subscriber qualifies under the sophisticated or FSP-regulated exemptions of Section 96(1)(a).

- **Document Availability:** Copies of this Private Placement Memorandum (PPM) and access to the additional document data room can be made available upon request by emailing invest@stockcapital.co.za.

Executive Summary

The Investment Opportunity:

The South African commercial real estate market presents a compelling structural investment opportunity within the self-storage sector, an alternative asset class characterised by robust, counter-cyclical demand drivers, exceptional pricing power, and institutional-grade cash flow resilience. Unlike traditional commercial, office, or retail assets constrained by lengthy lease terms and rising tenant default risks, self-storage leverages month-to-month lease structures that act as a superior inflation hedge, enabling immediate operational rate adjustments to capture market upside.

Demand across South Africa's primary metropolitan nodes in Gauteng and the Western Cape is structurally underpinned by urban densification, accelerating e-commerce growth, and expanding micro-warehousing requirements from SMMEs seeking flexible, secure operational space. Despite these strong tailwinds, premium-grade self-storage inventory remains severely constrained, establishing formidable barriers to entry in prime urban catchments.

Incase Storage Group captures this market opportunity through a disciplined portfolio allocation strategy, blending 60% cash-flowing, high-yielding Brownfield facilities with 40% value-add Greenfield developments to achieve an optimal balance of immediate income cover and aggressive Net Asset Value (NAV) expansion. The Brownfield foundational portfolio, comprising prime operational assets in Buh-Rein, Pretoria East, and Pretoria North, holds an established independent valuation of ZAR 320.5 million, consistently maintaining portfolio occupancy rates exceeding 92%.

These trading facilities generate substantial Net Operating Income (NOI) with operating EBIT margins ranging between 68% and 75.5%, supported by an efficient operational model that minimises municipal utility reliance and replaces costly physical guarding with AI-driven surveillance, automated access control, and integrated solar-battery backup systems.

To drive outperformance and achieve the portfolio's target 16.0% overall Internal Rate of Return (IRR), capital is simultaneously deployed into two strategic Greenfield expansion projects: a ground-up development in Midrand (1,039 units) and a conversion facility in Roodepoort (642 units). Upon full stabilisation, these developments expand total portfolio capacity to 4,811 units across 74,101 m² of Gross Leasable Area (GLA), elevating total portfolio market valuation to ZAR 671.8 million and unlocking ZAR 265.3 million in net equity backing.

This ZAR 100,000,000 private placement offers institutional and high-net-worth investors direct access to this high-margin asset class via non-voting Redeemable Preference Shares issued under the regulatory oversight of Stock Capital (Pty) Ltd (FSCA FSP 53896). The investment is engineered to deliver a predictable 8.0% p.a. quarterly preference dividend, covered 4.05x by stabilised operational EBIT, complemented by a capital uplift mechanism on exit. By strictly enforcing a 3-year and 1-day lock-in period, the capital structure bypasses punitive hybrid equity provisions under Section 8E and 8EA of the Income Tax Act, securing a highly tax-efficient return profile taxed as Dividend Withholding Tax (20%) or Capital Gains Tax (effective 18%), rather than marginal income tax. Investors benefit from a fully aligned Sponsor providing corporate debt sureties and a clear, three-lane exit framework (REIT buyout, debt

recapitalisation, or Sponsor buyback) at Year 5.

Key Offer Terms: TRANSACTION ARCHITECTURE SUMMARY

Issuer & Structure: Incase Holdings (Pty) Ltd And Property SPV | Redeemable Preference Shares (Non-voting).

Regulatory Governance: Capital raised under Stock Capital (Pty) Ltd (FSCA Regulated FSP 53896).

Target Capital Raise: ZAR 100,000,000 | Minimum Ticket: ZAR 1 000,000.

Return Profile: 8.0% p.a. Preference Dividend (distributed quarterly) | 16.0% Target Overall IRR.

Tenor & Tax Lock-in: 3 years and 1 day minimum lock-in (Section 8E/8EA compliance) | 5-year total term.

Capital Allocation: 60% Operational Brownfield Assets (Yield Cover) | 40% Greenfield Developments (NAV Growth).

Fee Structure: 0.5% Management Fee | 1.5% Upfront Capital Raising Fee | 0.0% Performance Promote.

Alignment with Strategic Priorities: Incase Storage Group's capital deployment model combines high-yielding private equity real estate returns with sustainable socio-economic development across South Africa's key metropolitan growth corridors. By executing a targeted 60% Brownfield and 40% Greenfield portfolio strategy, the fund directly transforms municipal urban land, fosters enterprise growth, creates direct and indirect employment, and addresses critical structural deficits in last-mile industrial infrastructure.

Executive Local Development Summary

Impact Area	Strategic Mechanism	Local Economic & Developmental Outcome
Infrastructure Development	Greenfield build-outs and urban brownfield conversions (e.g., car dealership conversion).	Reclaims underutilised commercial land, embeds solar PV/battery microgrids, and reduces municipal utility strain.
Job Creation & Incubation	On-site operations, construction labour, and micro-warehousing provision for SMMEs.	Generates immediate direct construction/operational jobs and unlocks an estimated ~8 indirect jobs per commercial tenant.
Facility Management	Tech-enabled PropCo/OpCo platform with AI surveillance and off-site monitoring.	Lowers operational expenditure, enhances security infrastructure, and ensures long-term physical asset preservation.
Market Demand Delivery	Provision of flexible 10 m ² –20 m ² micro-units and vehicle storage in high-density corridors.	Serviced spaces for urban densification, e-commerce fulfilment hubs, and agile trade logistics.

1. Infrastructure Development & Sustainable Real Estate Regeneration

Incuse Storage Group actively drives urban renewal by acquiring underutilised or distressed commercial properties and converting them into modern, high-density infrastructure assets.

Urban Brownfield Renewal: The conversion of Erf 982 Constantia Kloof (Roodepoort), a former automotive dealership, into a multi-tiered 642-unit self-storage facility illustrates the fund's ability to repurpose redundant commercial space without requiring unserviced municipal greenfield extensions.

Resource-Efficient Construction: Greenfield developments in Midrand (1,039 units across 4 phases) are designed with modern modular steel masonry, ensuring structural longevity with minimal environmental disturbance. **Energy Resilience & ESG Integration:** Facilities integrate off-grid battery energy storage systems (BESS) and rooftop solar PV infrastructure. This de-risks operations from national grid instability while contributing clean power to the local energy mix. **Low Municipal Infrastructure Strain:** Unlike residential or retail developments, self-storage assets generate negligible water consumption, sewage outflow, or local traffic congestion, preserving municipal utility capacity.

2. Direct Job Creation & SMME Business Incubation

The social impact of the Incase portfolio extends far beyond direct site employment, serving as a primary catalyst for local small, medium, and micro-enterprise (SMME) growth.

01 DIRECT DEVELOPMENT JOBS

Civil Engineering, Steel Fabrication, Security & Facility Operations

02 SMME & E-COMMERCE INCUBATION

20% - 30% Commercial Tenant Base (Micro-Warehousing & Logistics)

03 INDIRECT LOCAL EMPLOYMENT MULTIPLIER

~8 Indirect Jobs Created per Commercial Storage Tenant

Direct Operational & Construction Employment: Greenfield developments create substantial skilled and semi-skilled local construction opportunities during build-out. Permanent operational roles are established across facility management, access control, grounds maintenance, and administrative management.

SMME Business Incubation: Commercial tenants account for 20% to 30% of portfolio occupancy. By providing flexible, affordable, month-to-month leases without long-term commercial property lock-ins, facilities function as business incubators for local artisans, e-commerce retailers, tradesmen, and distributors. **Indirect Economic Multiplier:** Industry data confirms that commercial self-storage tenants create an average of eight indirect jobs as their businesses scale out of flexible storage space. Across Incase's 4,811-unit target portfolio capacity, this generates significant broader employment across Gauteng and the Western Cape

3. Tech-Enabled Facility Management & Asset Preservation

Incase operates a streamlined PropCo/OpCo facility management platform, ensuring asset maintenance, high operational margins, and tenant safety.

Surveillance & Off-Site Monitoring: Security overheads are optimised by substituting extensive physical guarding with 24/7 off-site AI camera monitoring, perimeter electrification, and automated access control gates. **Centralised Facilities Management:** Property upkeep is governed by automated maintenance management software, tracking preventative repairs, roof waterproofing, and equipment servicing across all nodes (Buh-Rein, Pretoria East, Pretoria North, Midrand, and Roodepoort). **Tenant Management Software Integration:** Operating systems streamline digital lease execution, automated billing, and real-time occupancy tracking, ensuring administrative costs remain below 25% to 30% of total revenue.

4. Servicing Structural Market Demand & Last-Mile Logistics

The expansion of Incase Storage directly resolves acute supply-demand imbalances in major South African urban nodes.

Urban Densification Support: Accelerated high-density residential developments in nodes like Buh-Rein, Pretoria East, and Midrand result in smaller residential floor plans, driving persistent demand for off-site personal storage. Last-Mile E-Commerce Enablement: Rising e-commerce adoption requires decentralised, urban micro-warehousing nodes. Incase facilities allow online retailers to store inventory close to end-consumers, reducing delivery times and local supply chain costs. Macro Economic Resilience: Self-storage demand is underpinned by life-stage transitions (moving, downsizing, micro-living) and business relocations, maintaining occupancy rates above 90% across changing economic cycles.

Why Invest in Self-Storage?

The sustained, long-term growth of the self-storage sector is propelled by a powerful convergence of structural and societal shifts. While day-to-day operations are remarkably resilient to economic shocks, the underlying baseline demand is continuously expanded by five primary macroeconomic drivers:

Urbanisation and the Shrinking Home

As populations flock to major cities in both developed and emerging markets, urban areas are experiencing rapid densification

1. This has led to a structural shift in housing:

- **Declining Living Space**

To accommodate city density, developers are shrinking the average size of newly built homes and apartments. With less built-in storage space, urban residents have long-term requirements for off-site storage to manage their belongings.

- **The Trend of Apartment Living**

A growing preference for micro-living and apartment units directly translates to a permanent deficit of space. Consumers view renting a storage unit as a highly cost-effective alternative to paying a massive premium for a larger home.

2. The E-Commerce Catalyst

The explosive growth of e-commerce has fundamentally reshaped retail supply chains, forcing businesses to seek decentralised, hyper-local storage and distribution nodes. Self-storage facilities are perfectly positioned to capitalise on this shift:

- **Decentralised Inventory Hubs:** Online retailers, particularly SMMEs and start-ups, utilise self-storage units to store and manage their stock. This allows them to position inventory closer to their end-consumers, satisfying modern customer expectations for rapid, local delivery.
- **Last-Mile Logistics:** High-quality self-storage facilities located along arterial transit routes function as vital nodes in the last-mile delivery network. E-commerce operators leverage the flexible, drive-up, and secure nature of these assets to run efficient courier and distribution operations.

3. Downsizing and Household Transitions

Self-storage is historically a needs-based asset driven by unavoidable life disruptions. This is often summarised by the industry's "Four Ds", downsizing, displacement, divorce, and death :

- **Life-Changing Dislocations:** Disruptive, unplanned, or positive transitions (such as moving house, home renovations, marriage, separation, retirement, or emigration) create an immediate and urgent need for secure, temporary storage while logistics or living arrangements are sorted out.

- **Downsizing as a Financial Choice:** In times of economic uncertainty, households often downsize to more affordable living spaces. Self-storage serves as a critical buffer during these transitions, allowing individuals to preserve their personal belongings without being forced to discard them.

4. Micro-Business & SMME Warehousing Needs

Traditionally, small businesses had to lease expensive, rigid, and long-term industrial warehouse spaces. Today, self-storage has emerged as a premier incubator for small, medium, and micro enterprises (SMMEs):

- **Affordability and Scalability:** As commercial rents rise and traditional warehouse vacancies hit historic lows, self-storage offers businesses a flexible alternative. Small businesses can rent precise unit sizes matching their current needs and scale up or down easily without being locked into multi-year leases.
- **A Support System for Entrepreneurs:** In South Africa, self-storage facilities act as vital business incubators. For instance, leading operators like Stor-Age support over 8,600 commercial customers—with over 51% identifying as SMMEs—providing a flexible base from which they can safely store inventory, files, and equipment.

5. Hybrid Work and Demographic Shifts

The permanent establishment of remote and hybrid work models has forced people to re-evaluate how they use their homes:

- **Reclaiming Home Workspaces:** To accommodate home offices, spare bedrooms and storage closets are being cleared out, pushing discretionary or seldom-used items out of the home and directly into self-storage units.
- **The Demographics of the "Subscription" Mindset:** Over 60% of new self-storage customers are now Millennials and Generation Z. Unlike older generations who typically rented only during a life crisis, younger cohorts utilise self-storage as a lifestyle tool. They approach monthly storage fees as a standard subscription service (comparable to digital utilities), leading to a 133% increase in average tenant retention (holding units for 18–24 months).
- **Investment Vehicle Structure:** Explain how the fund structures investments in underlying storage asset companies or properties.
- **Market Considerations: Macroeconomic Drivers of Self-Storage**

The growth and financial performance of the self-storage sector in South Africa are propelled by a powerful convergence of structural, demographic, and operational dynamics 1-3. While day-to-day operations remain remarkably resilient to economic shocks, baseline market demand is continually expanded by three core macroeconomic factors:

- **Economic Resilience & Counter-Cyclical Demand:**

Unlike traditional commercial, office, or retail real estate tied to general GDP expansion and tenant corporate health, self-storage functions as a needs-based, trade-related asset class with low correlation to broader macroeconomic fluctuations .

- **The "Four Ds" & Life-Stage Transitions:**

Baseline demand is fundamentally anchored in unavoidable life disruptions—frequently summarized as the "Four Ds" (death, divorce, downsizing, and displacement/dislocation), alongside marriage, home renovations, and emigration. Because these life-stage dislocations occur across all economic cycles, storage utilization remains steady regardless of broader market stress.

- **Counter-Cyclical Buffer:**

During economic downturns, squeezed households downsize to more affordable living spaces, using self-storage as a cost-effective temporary buffer to preserve personal belongings. During expansionary periods, increased home sales, mobility, and business growth fuel demand.

- **Hyper-Diversified Cash Flows:**

A typical facility houses hundreds to thousands of individual accounts (e.g., Incase's completed operational assets average over 1,000 units per facility) 15-17. This granular tenant base eliminates single-anchor tenant dependency and drastically mitigates credit concentration risk.

2. Post-Pandemic Urbanisation & Societal Trends

Accelerated urban migration into South Africa's primary economic hubs, notably Gauteng and the Western Cape, is creating a persistent, structural deficit in physical living and working space.

- **Shrinking Residential Footprints & Micro-Living:**

To maintain housing affordability in prime urban corridors, developers are building smaller apartments, townhouses, and sectional-title micro-units with minimal or no built-in storage or basements 21-25. Renting off-site self-storage provides a practical spatial extension at a fraction of the cost per square metre required to rent or buy a larger home.

- **Permanent Remote & Hybrid Work:**

The post-pandemic shift toward flexible and hybrid work models forced households to re-evaluate how they utilize space, repurposing spare bedrooms and storage closets into dedicated home offices and pushing displaced personal goods into self-storage.

- **Younger Demographics & the "Subscription" Mindset:**

Over 60% of new self-storage customers are Millennials and Generation Z. Rather than viewing storage solely as a temporary crisis measure, younger cohorts utilize it as a flexible lifestyle subscription service, extending average customer retention to 18–24 months.

- **E-Commerce & SMME Micro-Warehousing:**

Traditional industrial warehouses impose rigid, multi-year leases and high minimum square-footage commitments. Small, medium, and micro enterprises (SMMEs), artisans, and e-commerce retailers rely on self-storage as flexible, cost-effective micro-warehousing and last-mile distribution hubs, with commercial users accounting for 20% to 30% of portfolio occupancy 33-39.

3. Inflation-Hedged Rental Models & Dynamic Pricing

Self-storage possesses superior inflation-hedging capabilities compared to conventional commercial property due to its short-term contractual structure.

- **Month-to-Month Short-Term Leases:** Unlike long-term commercial or office leases locked into fixed 3-to-10-year escalation agreements, self-storage operates on month-to-month contracts 4, 15, 16, 39, 40, 42.

- **Dynamic Pricing Flexibility:** Short-term agreements empower operators to implement regular Existing Customer Rate Increases (ECRI) every 6 to 9 months, quickly passing rising input costs and inflation through to the market without triggering substantial tenant churn 15, 16, 41, 43, 44.

- **Exceptional Net Operating Margins:** Self-storage facilities require significantly lower ongoing maintenance CapEx and utility consumption than retail or office properties 19, 45. Established operators deliver Net Operating Income (NOI) / EBIT margins ranging between 65% and 75.5%.

- **Infrastructure Resilience:** Advanced operators de-risk operational OpEx spikes by integrating rooftop solar PV and Battery Energy Storage Systems (BESS), shielding facilities from municipal tariff increases and grid load shedding while preserving high operating margins.

Corporate Information and Advisors

Insert contact details, physical/postal addresses, and registration numbers for: Registered Office: Head office of InCase Storage.

Physical & Registered Office Address: 2nd Floor, 4 Tygervally Chambers 27 Willie van Schoor Drive Bellville Western Cape (Tygervally) 7530

- Postal Address: PO Box 1879 Bellville 7535
- Raising & Marketing: SC
- Administrative Manager & Compliance Officer.
- Commercial Bank: FNB
- Legal Advisors. - C&A Friedlander
- Auditors & Reporting Accountants. - C2M
- Company Secretary: Michelle Haasbroek

General Statements

- Professional Advice Notice: Prospective investors should consult with independent legal, tax, accounting, structuring, investment and other relevant advisers when contemplating any investment decision. In making an investment decision, investors must rely on their examination of Stock Capital (Pty) Ltd ("Stock Capital" or "the Company") and the terms of the offering, including the merits and risks involved. Prospective investors should not construe the contents of this document as legal, tax, investment or other advice.
- This document is compiled from information supplied by Stock Capital and its advisors. It is being furnished to a limited number of parties as per the discretion of Stock Capital. This document and the information contained in it may not be reproduced or distributed, nor may its contents be disclosed, to persons who are not directly involved with the prospective investor's decision regarding the Private Placement without the prior written consent of the Company. By accepting delivery of this document, each prospective investor agrees to the preceding.
- MOI Precedence: The Memorandum of Incorporation (MOI) of InCase Storage shall take precedence over the Private Placement Memorandum (PPM) in the event of any discrepancy or conflict between the two documents, ensuring that the terms of the MOI strictly govern.

Section 1 - Information About InCase Storage Limited

1. Name, Address and Incorporation: Detail incorporation history, date of registration, name changes, registered address, and subsidiary structure.

2. Directors, Other Office Holders and Material Third Parties:

- Detail Board commitment to King IV corporate governance.
- Table of Directors/Officers: Include full legal name, address, position, occupation, academic qualifications, and detailed industry experience (focusing on property, asset management, and operations).
- Company Advisors & Secretary: List key personnel representing advisory firms.
- Additional Director Info: Appointment terms, election mechanisms, and summary fee schedule.
- Borrowing Powers: Detail MOI limits on board borrowing powers.
- Management Structure: Summarise the 10-year Management Agreement with InCase Manco, including capital raising fees (e.g., 3%) and annual management fees (e.g., 2.5%).
- Directors' Declarations: Insolvency, legal, and criminal disclosures.

4. Share Capital of the Company (Reg 60): Provide tables of authorised and issued share capital pre- and post-offer, detailing share class rights.

5. Options or Preferential Rights (Reg 61): Disclose any options or preferential subscription rights granted.

6. Commissions Paid/Payable (Reg 62): State all commissions, discounts, or brokerages paid for the raise.

7. Material Contracts (Reg 63): List key agreements (Management Agreement, Property Leases/Acquisitions, Key Executive Contracts).

8. Interest of Directors and Promoters (Reg 64): Disclose director shareholdings, carried interest, and profit-waterfall structures in underlying storage deals.

9. Loans (Reg 65): Detail all material loans owed by or to the company.

10. Shares Issued Other Than for Cash (Reg 66): Disclose any vendor shares issued for property acquisitions.

11. Property Acquired or to be Acquired (Reg 67): List specific land, buildings, or storage assets to be purchased using raised proceeds.

12. Amounts Paid to Promoters (Reg 68): Itemise fee structures paid to organisers/promoters.

13. Preliminary and Issue Expenses (Reg 69): Break down legal, audit, secretarial, CIPC, and printing costs.

Section 2 - Details of the Offer

1. Purpose of the Offer (Reg 70): Define goals (expand capital base, acquire storage real estate, broaden shareholder base).

2. Salient Dates (Reg 71): Schedule opening and closing dates.

-
- 3. Particulars of the Offer (Reg 72):** Specify share quantity, pricing rationale, minimum application rules (50 shares), delivery addresses, and banking account details for subscriptions.
 - 4. Minimum and Maximum Subscriptions (Reg 73):** Define minimum threshold needed to activate the offer and refund policies if unmet.
 - 5. Reservation of Rights:** Outline Board discretion to accept/reject applications.
 - 6. Results of Allocations:** Specify notification timelines and handling of over-subscriptions.

Section 3 - Statements and Reports Relating to the Offer

- 1. Statement of Adequacy of Capital (Reg 74):** Board confirmation of working capital adequacy for 12+ months.
- 2. Report by Directors About Material Changes (Reg 75):** Confirmation of no material financial degradation.
- 3. Statement About Listing (Reg 76):** Disclose OTC or formal exchange listing plans.
- 4. Auditor Reports (Reg 77, 78, 79):** Include required auditor reports on acquisitions, subsidiaries, and historical/pro-forma financial statement extractions.

Section 4 - Additional Material Information

- 1. Tax Structure & Deductibility:** Detail applicable tax benefits or relief mechanisms (if structured under specific tax incentives or property allowances).
- 2. Procedure to Claim Tax Deduction:** Step-by-step instructions for investor tax filings.
- 3. Litigation Statement:** Disclose any legal or arbitration proceedings.
- 4. Corporate Governance:** Summarise governance structures and King IV adherence.
- 5. Expert Consents:** Confirm written consent from legal, audit, and administrative advisors.
- 6. Directors' Responsibility Statement:** Formal signed declaration of content accuracy.
- 7. Financial Advice Notice:** Standard disclaimer urging independent advice.
- 8. Risk Factors of Storage Investments:** Summarise development risks, occupancy fluctuations, property market downturns, and illiquidity.
- 9. Complaints Process & TCF Outcomes:** Detail Treat Your Customers Fairly policies and key individual contact details.
- 10. Confidentiality & POPIA:** Disclose Protection of Personal Information Act compliance policies.
- 11. Non-Resident Investors:** Detail exchange control rules, Blocked Rand procedures, and non-resident endorsement rules.
- 12. Documents Available for Inspection:** List documents available at head office (MOI, advisory consents, audited accounts).
- 13. Professional Indemnity Cover:** State existing insurance coverage levels.
- 14. Share Buy-Backs:** Detail exit liquidity mechanisms, secondary matching, and board repurchase discretion.

Section 5 - Inapplicable Sections

- List all Companies Act Regulations that do not apply to this unlisted offer structure (Regulations 54(2), 55, 57(2), 59, 61, 62, 65, 66, 77, 78, 80).
- Include formal signature blocks for all Directors.

Annexures

- **Annexure 1:** Risk Factors Matrix:
https://docs.google.com/spreadsheets/d/1H8cK3VRCUaFc7Q_NKcePR1Vmb1IULoMZuNai/bB4lw0c/edit?gid=15013054#gid=15013054
 - **Annexure 2:** MOI Extract: Insert full legal extract covering Board composition, appointment, retirement rotation, proceedings, remuneration, and unlimited borrowing powers.
 - **Annexure 3:** Directors' Service Contracts: Table showing Director names, commencement dates, 5-year term structures, and notice periods.
 - **Annexure 4:** Management Agreement Extract: Summary of 10-year management terms, duties, base management fees, and performance carried interest.
 - **Annexure 5:** Operational/FSP Licences: Attach copies of financial services or operational licences.
 - **Annexure 6:** Auditor's Regulation 79 Report: Formal letter from appointed reporting accountants.
 - **Annexure 7:** King IV Governance Register: Matrix evaluating full compliance, partial compliance, or non-applicability against King IV principles.
 - **Annexure 8:** SARS / Tax Approval Certificates: Attach formal tax approval letters or registration certificates.
 - **Annexure 9:** Overview of the Investment/Tax Model: Explanatory section breaking down how storage asset ownership generates yields and how investor capital is deployed.
 - **Annexure 10:** Financial Statements / Auditor Confirmation: Attach the latest audited financial statements or formal auditor dormancy confirmation.
-

05. GLOSSARY

Key terms and abbreviations used throughout the PPM roadmap.

TERM	DEFINITION / CONTEXT
Act	Companies Act 71 of 2008, as referenced in the roadmap.
AI	Artificial intelligence, including AI-driven surveillance and off-site camera monitoring referenced in the operating model.
BESS	Battery Energy Storage System.
Brownfield	Existing or underutilised property or operating facilities acquired, repurposed or improved to provide yield cover.
CIPC	Companies and Intellectual Property Commission.
EBIT	Earnings before interest and tax.
FAIS	Financial Advisory and Intermediary Services Act.
FSP	Financial Services Provider.
FSCA	Financial Sector Conduct Authority.
GLA	Gross Leasable Area.
Greenfield	New development activity or ground-up development intended to create additional portfolio capacity and NAV growth.
HNWI	High-Net-Worth Individual.
IRR	Internal Rate of Return.
MOI	Memorandum of Incorporation.
NAV	Net Asset Value.
NOI	Net Operating Income.
POPIA	Protection of Personal Information Act.
PPM	Private Placement Memorandum.
Preference Dividend	The stated dividend attached to the preference share instrument, described in the roadmap as 8.0% p.a. distributed quarterly.
PropCo / OpCo	Property company and operating company structure used to distinguish ownership of property assets from facility operations.
REIT	Real Estate Investment Trust.
SMME	Small, Medium and Micro Enterprise.
SPV	Special Purpose Vehicle.
TCF	Treating Customers Fairly.

06. CONCLUSION

The InCase Storage PPM roadmap presents a private placement strategy built around a resilient self-storage operating model, an identified portfolio of operational and development assets, and a capital structure intended to balance quarterly income with longer-term value creation. The stated strategy combines 60% operational Brownfield facilities with 40% Greenfield development, supported by technology-enabled facility management, security infrastructure and energy resilience measures.

From an investor perspective, the source roadmap sets out a ZAR 100,000,000 capital raise, an 8.0% p.a. preference dividend distributed quarterly, a 16.0% target overall IRR, a five-year total term and three potential Year 5 exit pathways. It also frames the investment within broader structural demand drivers including urban densification, e-commerce, SMME warehousing requirements and household transitions.