



AFRICA'S NUMBER ONE NEIGHBOURING
RIGHTS COLLECTIVE MANAGEMENT ORGANISATION

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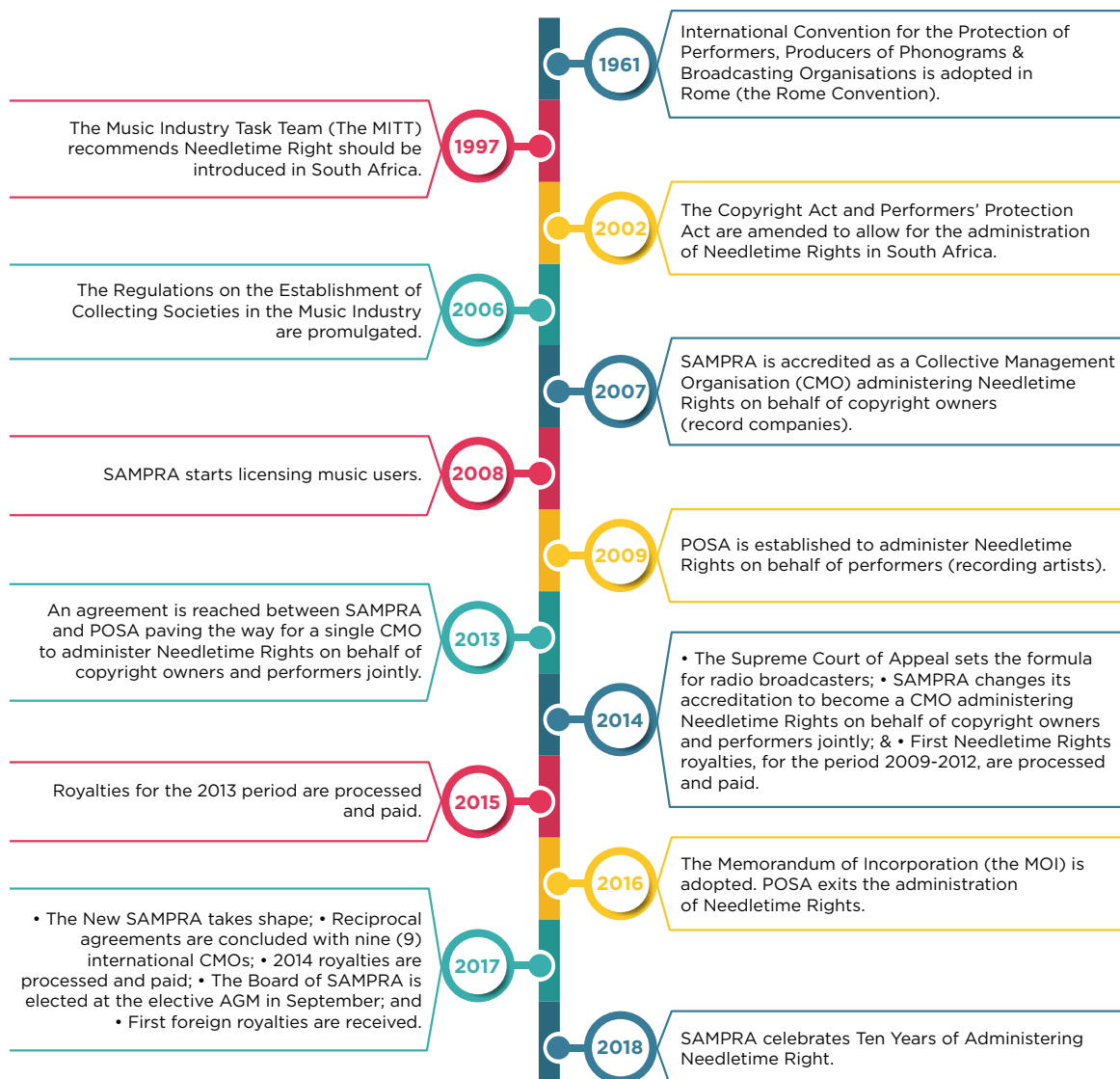
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ANNUAL REVIEW 2018

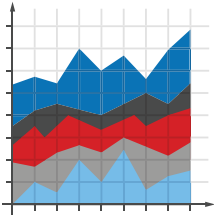
SAMPRA was founded in 2007, and it administers Neighbouring Rights on behalf of recording artists and record companies jointly.

We licence recorded music in South Africa for broadcast and

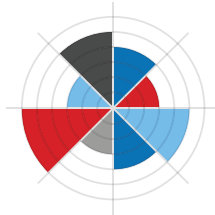
public performance. Through digital monitoring of recorded music by broadcasting licensees, as well as playlists received from large retailers, we ensure that royalties are paid to deserving recording artists and record companies.



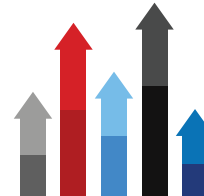
2018: REAR-VIEW



**Total
Revenue
Collected:
R199.8m**



**Net
Distributable
Revenue:
R162.1m**



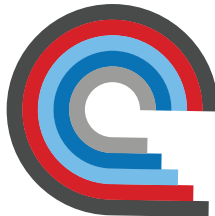
**Net
Distributable
Revenue
Growth:
up by 66%**



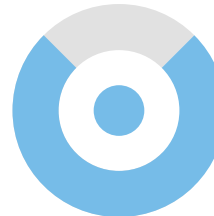
**Amount
Processed
and
Distributed:
R197.7m**



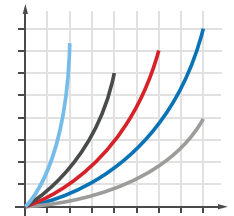
**Data lines
processed:
+7 million**



**Licensing
Sites:
11 700**



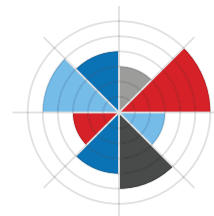
**Global
Agreements:
16**



**SAMPRA
Members:
20 683**



**Resolved
Customer
Queries:
+4 000**



**Cost-to-
Income Ratio:
down
by 5%**



CHAIRMAN'S STATEMENT

CHAIRMAN'S STATEMENT

One of SAMPRA's main areas of focus since 2017 has been building, mending and maintaining relationships with stakeholders and the public at large. One of the exciting things management has done was to bring to government and music users' attention the good things South African record companies have been doing for the South African music industry. These include, among others, the fact that on average 70% of all record companies' income derived from sales and performance of music in South is re-invested in South Africa for the benefit of South African artists.

Our record company members have been investing a lot of money in the discovery and nurturing of South African talent; in skills development and mentoring through internships; in the marketing of South African artists, including tour support; as well as investing in digital distribution networks both in South Africa and across the globe.

We are also encouraged that SAMPRA's efforts at promoting South African music abroad have not been in vain. We have seen a steady growth in the number of South African tracks receiving airplay in territories whose neighbouring rights CMOs have concluded reciprocal agreements with SAMPRA. Amongst the many of our artists whose tracks have been receiving airplay abroad are Black Coffee, Bucie, Mafikizolo, The Parlotones, Nakhane, DJ Maphorisa, DJ Kent, Maleh, Prince Kaybee, Lady Zamar, Arno Carstens, Sketchy Bongo & Shekhinah, Brenda Mtambo, and Freshlyground.

We would also like to take our hats off to, among others, Black Coffee and Nakhane for flying the South African and SAMPRA flags on international stages and events such as Midem, and the Ibiza Music Festival.

We continued working with stakeholders within the copyright industry, and as an active member of the Copyright Alliance, to support calls for a complete overhaul of South Africa's copyright regime. We are concerned that the signing into law of the Copyright Amendment Bill and the Performers' Protection Amendment Bill in their current form would disadvantage the very authors, composers, and artists that the government hopes to protect. We, therefore, reiterate our call that the two bills should be referred back to the Department of Trade and Industry for proper consultations and a complete review.

I would like to express my sincere gratitude to the Board, the CEO and his executive team, as well as the staff in general for exceeding the targets we set for ourselves in 2018. It is encouraging that the new approach of collaborating with music users is yielding results and can be attributed to the growth in revenues reflected in the financial results.

I would also like to thank our members for being part of this exciting journey, as well as trusting us with the administration of their priceless product. Your support and trust in us have enabled us to be more competitive, efficient, responsive, and strong.

With your support, we look forward to more bumper harvest seasons, a strong and growing South African music industry, as well as its ability to survive and to reinvent itself in the rapidly-changing world of music.



Adv. J. Joel Baloyi
Chairman



CEO'S STATEMENT

CEO'S STATEMENT

After SAMPRA's transformation in 2017, from being a CMO administering Neighbouring Rights only on behalf of record companies to a CMO administering the right on behalf of both record companies and performers jointly, we committed ourselves to the following:

- revenue growth and reduction of the administration cost;
- resolving disputes related to the payment of pre-2014 licence fees;
- adopting a new collaborative approach with music users;
- elimination of the distribution backlog;
- resolving queries timeously;
- improving our relationship with our members and international CMOs; and
- conclusion of more bilateral agreements with international CMOs.

As part of our new strategy of collaborative approach with music users, we successfully resolved our disputes with commercial radio broadcasters that are members of the National Association of Broadcasters ("the NAB"), as well as retailers that are members of the Retailers' Association. The disputes were in relation to the payment of licence fees for the period prior 2014.

In 2018, we successfully processed the 2014, 2015 and 2016 distributions. This meant that the only outstanding distribution was the 2017 distribution. In 2018 alone, we processed at least R197.7m.

We also continued building and solidifying relationships with SCAPR and international CMOs. Our active participation in SCAPR activities, for the benefit of our performer members, has broadened our horizon. This active participation and relationship building exercise have led to us increasing our international footprint. We now have representation, through reciprocal agreements, in more than twenty territories around the world. This expanding international footprint led to us receiving international performer royalties from CPRA (Japan), ItsRight (Italy), PPL (UK), and SAMI (Sweden) in 2018.

We have also taken a leaf from the IFPI by actively campaigning for the rights of record companies, as well as highlighting record companies' positive contribution to the growth and health of the South African music industry and the economy at large.

The fourth industrial revolution offers exciting new opportunities in the administration of music rights. One of these opportunities is data analysis. Work has already begun on data-mining and data-analysis to help our members market their products better, plan their live performances, plan for the future, and have solid facts when they take business decisions. The value-adds to be brought by data-mining and data analysis will enable members to be better focused as far as the staging of live performances and marketing are concerned.

Our efforts at lobbying government and parliament to ratify the Rome Convention and the WIPO Performances and Phonograms Treaty ("WPPT") appear to be bearing fruit. Parliament announced in March 2019 that the government would accede to three WIPO treaties: Beijing Treaty, WPPT, and WCT. We remain hopeful that the Rome Convention will also be considered soon.

SAMPRA is Africa's Number 1 Neighbouring Rights CMO. It is home to more than 95% of South Africa's recording artists and record companies. It is also home to hundreds of top recording artists from neighbouring countries. This is mainly due to the excellent service we provide to members, our commitment to growing the revenue, reducing our administration costs, increasing the distributable amount, as well as our commitment to the promotion of our repertoire abroad.

I would like to thank the Board, my executive team, SAMPRA staff, copyright compliant music users, the NAB, the Retailers' Association, the Registrar of Copyright, SCAPR, IFPI, etc. for their continued support and dedication to ensuring SAMPRA's growth. The year 2018 was, without doubt, SAMPRA's best year since inception in 2007.



Pfanani Lishivha
Chief Executive Officer

An abstract graphic featuring a complex network of glowing blue lines and dots, resembling a digital or neural network, set against a dark blue background. The network is dense and interconnected, with some nodes appearing brighter than others. The overall shape of the network is roughly circular, with lines radiating from a central area towards the edges.

COMPANY STRATEGY

COMPANY STRATEGY

SAMPRA's eight key focus areas in 2018 were:

- Grow the Revenue;
- Conclude More Reciprocal Agreements and Boost Foreign Income;
- Reduce the Cost of Doing Business;
- Maximise Net Distributable Income;
- Maximise Pay-out of Outstanding Distributions;
- Efficient and Correct Distribution of Royalties;
- Stakeholder Management; and
- Lobby for Legislative Reform.

Grow the Revenue

We grew our revenue from R129.1m in 2017 to R199.8m in 2018.

Conclude More Reciprocal Agreements and Boost Foreign Income

We increased the number of international agreements with sister CMOs from nine (9) to sixteen (16). We also earned international royalty payments from CPRA (Japan), ItsRight (Italy), PPL (UK), and SAMI (Sweden). We also increased our foreign earnings from R661 in 2017 to R264 895 in 2018.

Reduce the Cost of Doing Business

The cost-to-income ratio was reduced from 22.18% in 2017 to 17.1% in 2018.

Maximise Net Distributable Income

We grew our distributable revenue by 66.33% to reach R162.1m.

Maximise the Pay-Out of Outstanding Distributions

We processed R197.7m to our members and international sister CMOs with whom we have concluded reciprocal agreements.

Efficient and Correct Distribution of Royalties

We successfully processed the 2015 and 2016 Distributions.

Stakeholder Management

We restored and built solid relationships with our licensees. We settled disputes, related to the payment of the pre-2014 period, with radio broadcasters that are members of the NAB as well as retailers that are members of the Retailers' Association.

We also improved our service offering to rightsholders and international sister CMOs by, amongst others, revamping our website to allow rightsholders to apply for membership and register their works online, and successfully processing royalties due to performers that are members of international CMOs with whom we have reciprocal agreements.

We also resolved more than four thousand queries that had been outstanding since 2014.

Lobbying for Legislative Reform

Our efforts at lobbying government and parliament to ratify the Rome Convention and the WPPT appear to have made some headway. Parliament announced in March 2019 that government would accede to three WIPO treaties: Beijing Treaty, WPPT, and WCT. We remain hopeful that the Rome Convention will receive the necessary attention in the not too-distant future.



FINANCIAL SUMMARY

FINANCIAL SUMMARY

Total Revenue

SAMPRA's total revenues leapfrogged from R129.1m in 2017 to R199.8m in 2018. This is a 58.4% increase. This growth was across all revenue-generating units: broadcast, communication-to-the public, international, and non-royalty revenue.

Cost-to-Income Ratio

The total administration cost was reduced from 22.18% in 2017 to 17.1% in 2018.

Distributable Amount

The amount available for the 2018 distribution is R162.1m.



BUSINESS REVIEW

BUSINESS REVIEW

Membership

SAMPRA's membership grew from 15 833 in 2017 to 20 683 in 2018. This figure is made up of 4 757 registered copyright owners (4 007 in 2017), and 15 926 performers (11 826 in 2017).

We are committed to delivering a first class customer service experience. It is in this spirit that we continued to recruit rightsholders, ensured that members that had earned royalties were paid, ensured that undocumented works were registered, and ensured the speedy resolution of queries.

Stakeholder Management

We understand that our well-being and continued existence are linked to the health of the South African economy, and the well-being of music users. We changed our approach from that of just licensing music users and collecting licence fees from them, to partnering with music users to ensure their survival and prosperity. We also resolved our disputes with individual commercial radio broadcasters that are members of the NAB, as well as with retailers that are members of the Retailers' Association. The resolution of disputes led to SAMPRA receiving licence fees from commercial radio broadcasters and retailers for the pre-2014 period.

Broadcast Revenue

The nett broadcast revenue for the year under review is R77m, of which R29.8m relates to pre-2014 settlement agreements concluded with commercial radio broadcasters that are members of the NAB.

The invoiced amount related only to the 2018 financial year is R47.1m (2017: R42.8m). This is a 10% increase year-on-year.

Communication-to-the Public Revenue

The nett communication-to-the public revenue for 2018 is R90.1m, of which R20.5m relates to pre-2014 settlement agreements concluded with retailers that are members of the Retailers' Association.

The invoiced amount related only to the 2018 financial year is

R69.5m (2017: R62.4m). This represents a 12% growth year-on-year.

International Revenue

International revenue is collected on behalf of SAMPRA's performer members through SAMPRA's network of reciprocal agreements with CMOs in other countries. In 2018, we received international income from CPRA (Japan), ItsRight (Italy), PPL (UK), and SAMI (Sweden). We increased our foreign earnings from R661 in 2017 to R264 895 in 2018.

Non-Royalty Income

Non-royalty income is derived from distributable amounts held in long and short-term investment accounts. The amount earned in 2018 is R32.7m (2017: R23.9m). This represents a 37% increase year-on-year.

Cost-to-Income Ratio

In terms of Section 6(2) of the Regulations, SAMPRA is required to distribute at least 80% of revenue collected to rights-holders and not retain more than 20% of said revenue. Over 80% of revenue collected was declared as distributable income and the total admin costs was reduced from 22.18% in 2017 to 17.1%.

Distributable Amount

The amount available for the 2018 distribution is R162.1m (2017: R97.5m). This represents a 66.33% increase year-on-year.

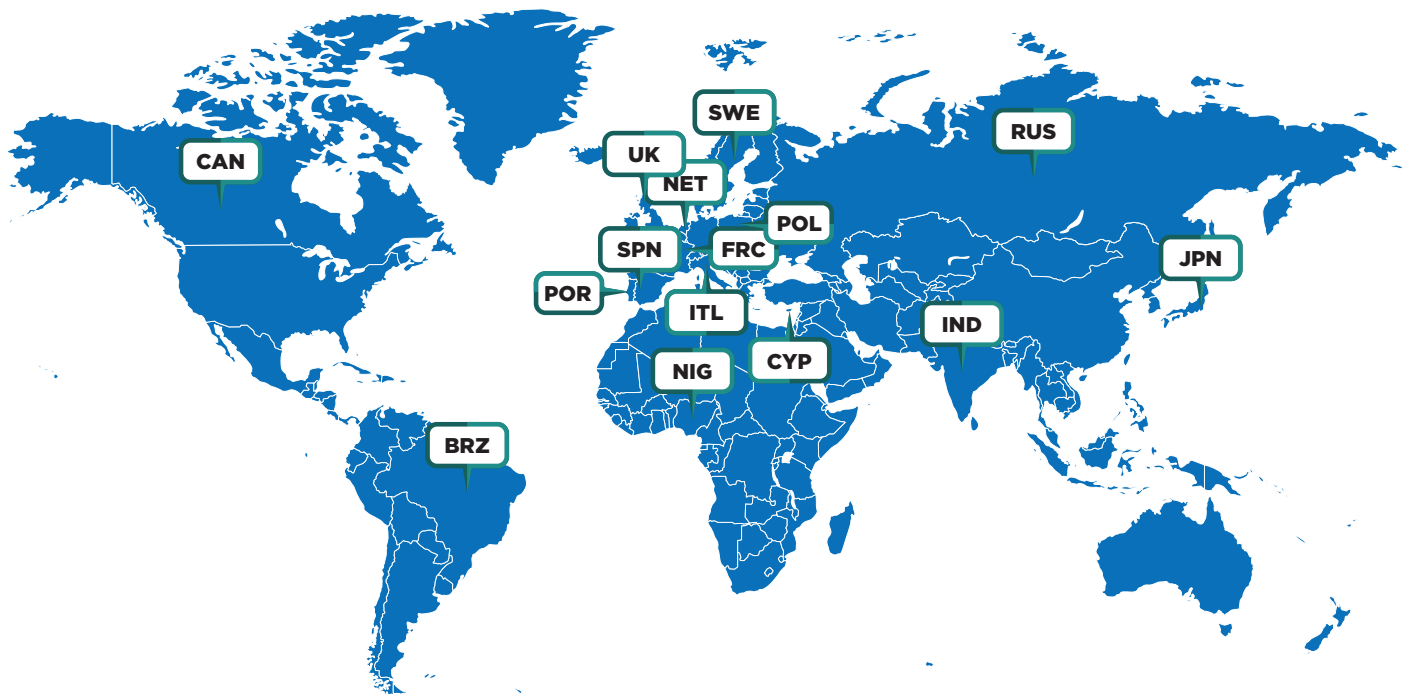
Distributions

SAMPRA processed the 2015 and 2016 Distributions in 2018. R197.7m in royalties was processed and paid to members and sister CMOs.

International Relations

As at 31 December 2018, SAMPRA had sixteen (16) international representation with international the following CMOs:

CMO	Territory	Member Type	Agreement Type
ABRAMUS	Brazil	Performers	Bilateral
Adami	France	Performers	Bilateral
AIE	Spain	Performers	Bilateral
CPRA	Japan	Performers	Bilateral
CNR	Cyprus	Performers	Bilateral
COSON	Nigeria	Performers & Copyright Owners	Bilateral
GDA	Portugal	Performers	Bilateral
ISRA	India	Performers	Bilateral
ITS'RIGHT	Italy	Performers	Bilateral
MROC	Canada	Performers	Bilateral
PPL	UK	Performers	Bilateral
NUOVOIMAIE	Italy	Performers	Unilateral
SAMI	Sweden	Performers	Bilateral
SENA	Netherlands	Performers	Bilateral
STOART	Poland	Performers	Bilateral
VOIS	Russia	Performers	Bilateral





AUDITORS' REPORT



Independent auditor's report

To the Members of South African Music Performance Rights Association NPC

Our opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of South African Music Performance Rights Association NPC (the Company) as at 31 December 2018, and its financial performance and cash flows for the year then ended in accordance with the International Financial Reporting Standard for Small and Medium-sized Entities and the requirements of the Companies Act of South Africa.

What we have audited

South African Music Performance Rights Association NPC's financial statements set out on pages 11 to 26 comprise:

- the statement of financial position as at 31 December 2018;
- the statement of comprehensive income for the year then ended;
- the statement of cash flows for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies.

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 financial statements* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the 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 International Ethics Standards Board for Accountants *Code of Ethics for Professional Accountants* (Parts A and B).

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, which includes the Directors' Report as required by the Companies Act of South Africa. Other information does not include the financial statements and our auditor's report thereon.

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

PricewaterhouseCoopers Inc., 32 Jones Close, Leopard Park, Mafikeng 2735, P O Box 4618, Mmabatho 2735
T: +27 (18) 386 4700, F: +27 (18) 386 4900/1, www.pwc.co.za

Chief Executive Officer: T D Shango
Management Committee: S N Madikane, J S Masondo, P J Mothibe, C Richardson, F Tonelli, C Volschenk
The Company's principal place of business is at 4 Lisbon Lane, Waterfall City, Juskei View, where a list of directors' names is available for inspection.
Reg. no. 1998/012055/21, VAT reg.no. 4950174682



In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the 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 financial statements

The directors are responsible for the preparation and fair presentation of the financial statements in accordance with the International Financial Reporting Standard for Small and Medium-sized Entities 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 financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the 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 Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the 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 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 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 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 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 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 Company to cease to continue as a going concern.



- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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.

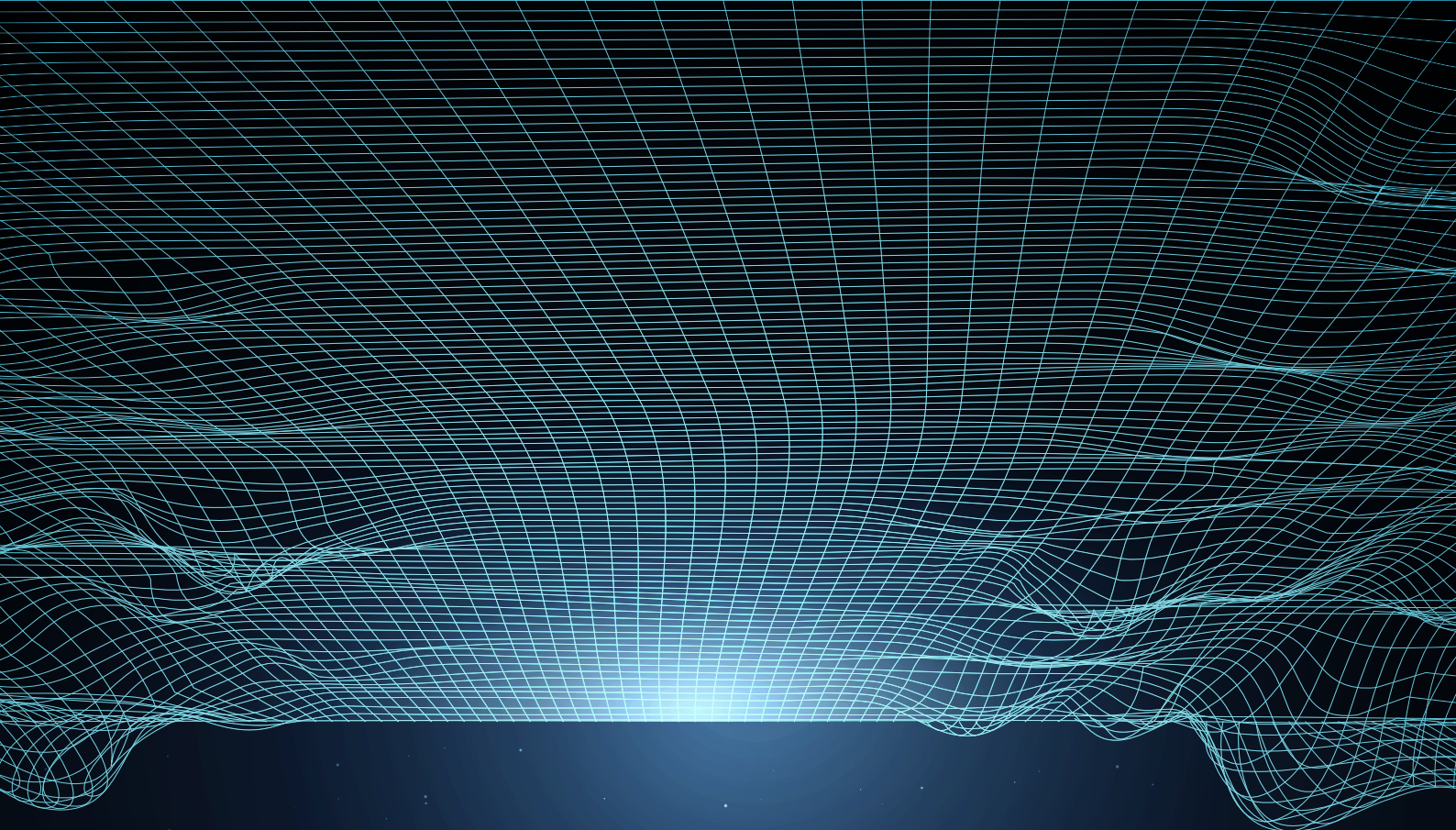
PricewaterhouseCoopers Inc.

PricewaterhouseCoopers Inc.

Director: Andrew Dale

Registered Auditor

05 June 2019



BOARD OF DIRECTORS

BOARD OF DIRECTORS

SAMPRA's Board of Directors oversees all aspects of the company's business, including its budget, licensing and operating policies. The Board of Directors has 14 directors, with six performer directors, six copyright owner directors, the Independent Chairman of the Board, and the Chief Executive Officer.

Certain of SAMPRA's powers and responsibilities are delegated to three board committees, which are:

- the Finance and Distribution Committee - tasked with reviewing and setting SAMPRA's revenue and costs budget, prior to ratification by the SAMPRA Board, as well as reviewing and approving proposed distributions of royalties;
- the Remunerations Committee - tasked with reviewing employee and executive remuneration; and
- the Risk and Governance Committee - tasked with overseeing and approving SAMPRA's risk management practices to assist the Board in overseeing that the executive team has identified and assessed all the risks that SAMPRA faces and has established a risk management infrastructure capable of addressing those risks.

Members of the Board of Directors: 1 January 2018 to 31 December 2018

Independent Chairman: Advocate Joel Baloyi.

Copyright Owners' Chamber:

- Sipho Dlamini;
- Tracy Fraser;
- Sean Watson;
- Julita Kok;
- Andrew Mitchley; and
- Charles Kuhn.

Performers' Chamber:

- Ernie Smith;
- Anniki Maswanganye;
- Mbongeni Ndlovu;
- Nicholas Matzukis (stepped down in May 2018);
- Loyiso Bala (stepped down in December 2018); and
- Joe Niemand (stepped down in December 2018).

Chief Executive Officer: Pfanani Lishivha.



**1. Adv. Joel Baloyi
(Independent Chairperson)**



4. Ms Anikki Maswanganye



**2. Mr Pfanani Lishivha
(Chief Executive Officer)**



5. Mr Charles Kühn



3. Mr Andrew Mitchley



6. Mr Ernie Smith



7. Mr Joe Niemand



10. Mr Mbongeni Ndlovu



8. Ms Julita Kok



11. Mr Sean Watson



9. Mr Loyiso Bala



12. Mr Sipho Dlamini



13. Ms Tracy Fraser



EXECUTIVE MANAGEMENT TEAM

EXECUTIVE MANAGEMENT TEAM



Pfanani Lishivha
Chief Executive Officer



Tiyani Maluleke
Chief Stakeholder Officer



Ntsietso Mokitimi-Makhofola
Chief Revenue and
Legal Officer



Stuart Hope
Chief Technology Officer



Dinga Feliti
Human Resources Director



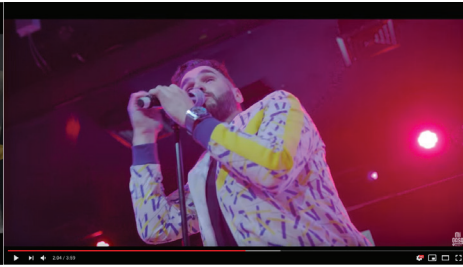
Debbie Kay
Financial Director



TOP 50 PLAYED TRACKS 2018



Matthew Mole
Run



MiCasa
Nana



Pascal & Pearce Feat. Jethro Tait
Nana



Sho Madjozi
Huku



DJ Zinhle Feat. Tamara Dey
Colours



Goldfish
No One Has to Know



Heavy K Feat. Bucie & Nokwazi
Inde



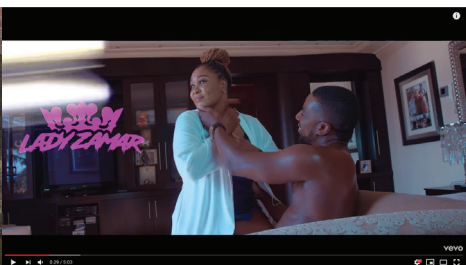
Prince Kaybee Feat. Lady Zamar
Charlotte



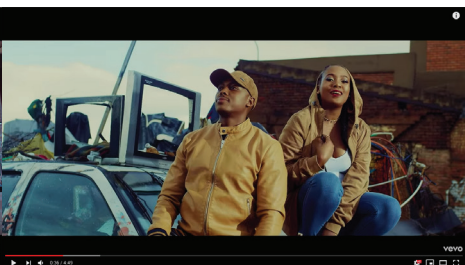
Sun-EL Musician Feat. Lelo Kamau & Simmy Sonini



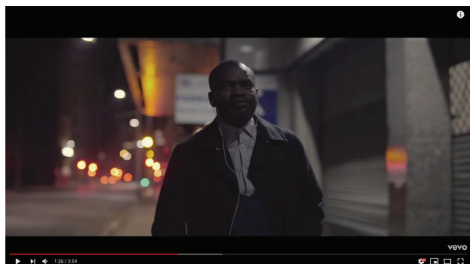
Majozi
Waiting



Lady Zamar
My Baby



Moli Dixon Feat. Nichume
Bhutiza



DJ Ganyani Feat. GoodLuck
Fading



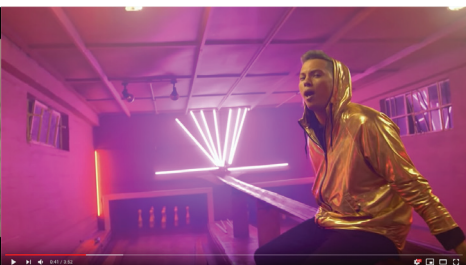
Monark
You Lie



Dladla Mshungisi Feat. DJ Tira & Distruction Boyz
Pakisha



Roan Ash
If I Ever Saw Heaven



Jarrad Ricketts
Take Me to Your Heart



Mi Casa Feat. Euphonik
Don't Wanna Be Your Friend



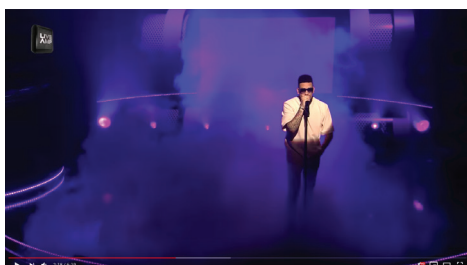
Beatenberg
Rafael



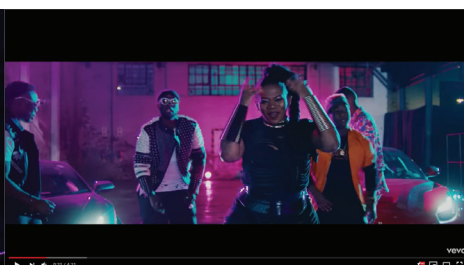
Sjava Feat. Emtee & Saudi
Abangani



Malumz On Decks & Gino Brown Feat. Mr Vince
Shay' Inumber



AKA
Sweet Fire



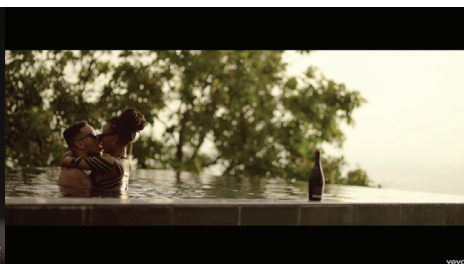
DJ Maphorisa Feat. DJ Tira, Busiswa & Moonchild
Sanelly - Midnight Starring



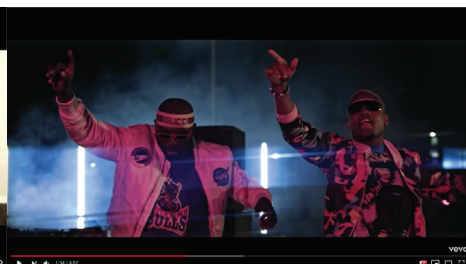
Lady Zamar
Collide



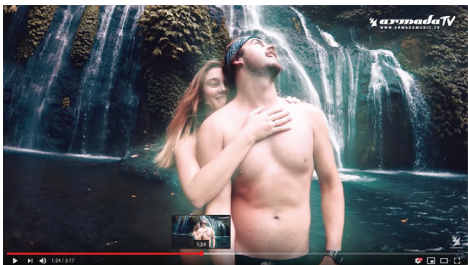
Shekhinah Feat. Kyle Deutsch
Back to the Beach



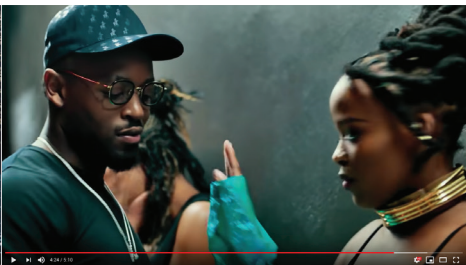
AKA
The World Is Yours



DJ Maphorisa Feat. K.O, Moonchild Sanelly,
DJ Raybel & Zulu - iWalk Ye Phara



Goldfish & Sorana
Hold Your Kite



Prince Kaybee Feat. Busiswa & TNS
Banomoya



Kwesta Feat. Wale
Spirit



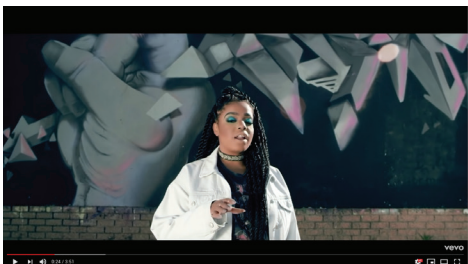
Prince Kaybee & LaSoulMates Feat. Zanda Zakuza & TNS - Club Controller



Black Coffee & David Guetta Feat. Delilah Montagu - Drive



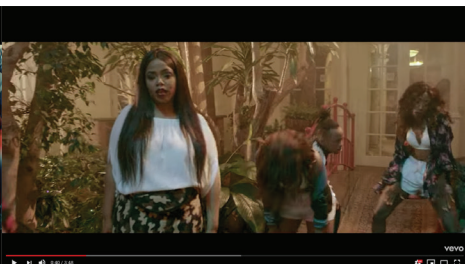
Jeremy Loops
Waves



Shekhihah
Suited



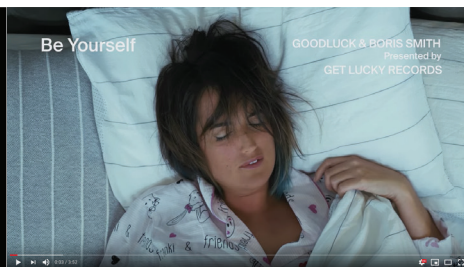
Holly Rey
Deeper



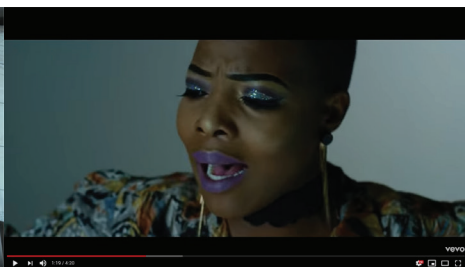
Shekhihah
Please Mr



Sun-EL Musician **Feat. Mlindo The Vocalist**
Bamthathile



GoodLuck & Boris Smith
Be Yourself



DJ Ganyani **Feat. Nomcebo**
Emazulwini



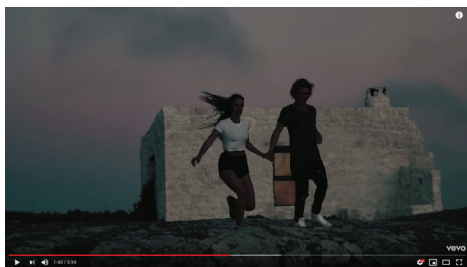
Craig Lucas
Smother



AKA **Feat. Kiddominant**
Fela in Versace



Mi Casa
Feeling You



GoodLuck
Saved by the Summer



Craig Lucas
Hearts Exposed



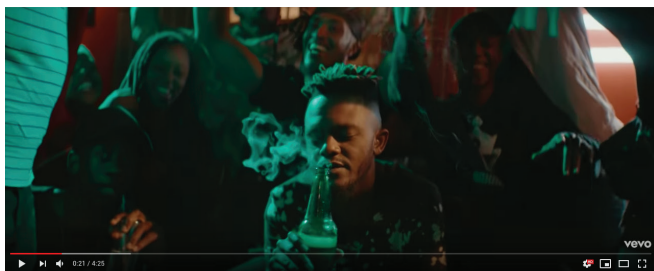
Major Lazer & DJ Maphorisa **Feat. Nasty C, Jidenna, Patoranking & Ice Prince** - **Particula**



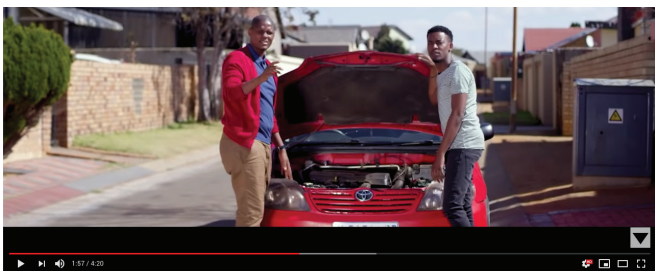
Manu WorldStar
Nalingi



Shekhinah Feat. Mariechan
Different



Kwesta
Vur Vai



Sun-EL Musician Feat. Samthing Soweto
Akanamali



Zonke
Tonight



CONTACT INFORMATION

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