

Financial highlights

for the year ended 31 March 2025

| | | Reviewed 2025 | Audited 2024 | % change |
|-----------------------------|---------|------------------|-----------------|----------|
| Revenue | (R'000) | 3 749 230 | 3 527 707 | 6,3% |
| Profit | (R'000) | 117 412 | 100 658 | 16,6% |
| Earnings per share | (cents) | 26,86 | 23,06 | 16,5% |
| Headline earnings per share | (cents) | 24,98 | 22,54 | 10,8% |
| Net asset value per share | (cents) | 435 | 424 | 2,6% |
| Distribution per share | (cents) | 11 | 10 | 10,0% |

Commentary

Given the general economic conditions, the Group delivered a solid set of results for the year ended 31 March 2025.

Revenue was up 6,3% with all segments, except for Properties, delivering growth. Gross margins were 50 basis points higher at 24,1% which saw gross profit improve by 8,5%. Costs were well controlled, increasing by 5,9%. This figure includes costs within recently acquired businesses still in the development phase. In the established businesses, operating costs grew by less than 4,0%. The new businesses operate in the circular economy space transforming waste into useful products and cleaning water for re-use. They have been acquired to secure future revenue streams and although they do generate some revenue already, they will need to grow to fully absorb their cost base. In the period under review, these businesses made an operating loss of some R3 million.

The R26 million drop-off in other income had a significant influence on the results. Other income, as the name suggests, is a line used to disclose items that are either non-operational or non-recurring in nature. These items consist of government grants and incentives, profit or loss on sale of assets and within our property portfolio at least, we include any bad debt provisions and reversals thereof. The major swing from last year is mostly due to the bad debt provisions within the property portfolio. In the prior period, we had a bad debt provision reversal of R4 million and in the current period, we have made provision for R10 million for three recalcitrant tenants. We take a conservative approach and fully provide once rental payments become overdue. We will pursue the tenants to collect the outstanding amounts. If successful, these collections may appear as credits in the next financial year. In addition to the above, government incentives were R4 million below the level received in the prior year due to lower capital expenditure.

The result of the above is that operating profit improved by 3,2% to R260 million.

Lower finance expenses but a higher effective tax rate saw profit for the period improve by 16,6% to R117 million. Debt levels continue to decline largely due to property sales. At year-end, total interest-bearing debt is down R85 million compared to the prior year-end.

Earnings per share increased by 16,5% in line with the profit growth whilst headline earnings per share grew by 10,8%. The difference between the two is largely due to the remeasurement of investment properties which is R7 million more than the previous year but excluded from headline earnings.

Property

The performance of the property portfolio was a little disappointing. Revenue declined by 11,0% with revenue from external tenants declining by 12,0%. Operating profit declined by 24,0% to R96 million. The declines are due to three main factors. Firstly, we have been net sellers of property lately and in the year under review, we completed the sales of properties comprising 24 037m² of gross lettable area for R109 million. These disposals align with our strategy to dispose of properties that are no longer considered core. This has a negative effect on the property results but does result in lower debt and thus lower interest. We also transferred a property, 13 489m² in extent, to one of our manufacturing divisions thereby removing it from this segment. Secondly, a major tenant that had been with us for nearly 15 years, decided to move to an owner-occupied property. This tenant let some 36 584m² of space. A portion of this space was taken off the market so that redevelopment work could take place. This resulted in a higher vacancy factor. Thirdly, the R14 million movement in the provisions for bad debts, mentioned above, had a major impact on the operating results.

Branded Product Distribution

The Branded Product segment had a solid year with revenue up 4,4%. This is pleasing as it comes amid a backdrop of economic pressure on consumers. Most of the products we distribute within this segment are discretionary. Higher gross margins saw gross profit improve by 6,2%. Operating costs were well controlled rising by just 1,7%. The improved margins and good cost control saw operating profit rise by 29,7% to R82 million. This is an encouraging result as it comes on the back of 21,0% operating profit growth in the prior year.

Sadly the CEO of our Prima Interactive division, Ian Hepplewhite, passed away suddenly shortly after year-end. Ian was an outstanding leader, and his legacy continues through a committed team poised for future growth. Ian started the business as the very first employee in 2010. Since inception, the business remained profitable, even in its first year of operation. It grew to become a significant contributor to the Group. Over the 15 years since start-up, this business generated over R6 billion in turnover. It now employs over 40 people and continues to thrive. Ian will be missed by all those that knew him and he was a valuable member of the Group.

Manufacturing

The manufacturing businesses delivered revenue growth of 8,4%. Gross margins improved by 170 basis points, driving a 20,2% increase in gross profit. Costs were up 12,5% as this segment contains the new development businesses mentioned earlier. With slightly lower production incentives received, operating profit improved by 21,1% to R129 million.

Being a diverse Group usually means that there will be some businesses in a down cycle whilst others are growing. Overall, given the general economic environment, we are pleased with the results. The Group delivered revenue growth, margin growth and controlled costs well, whilst at the same time reducing debt levels.

We will continue to drive a process of iterative improvements to move the Group forward and if some of our new projects find traction, they could play a significant part in boosting the Group's future earning potential.

On behalf of the board

Stuart Queen

Chief Executive Officer

Gys Wege

Financial Director

Cape Town

29 May 2025

Condensed consolidated statement of financial position

as at 31 March

| | Notes | Reviewed 2025 R000's | Audited 2024 R000's |
|--|---------|----------------------------|---------------------------|
| ASSETS | | | |
| Non-current assets | | 2 077 897 | 2 158 310 |
| Property, plant and equipment | | 914 520 | 952 250 |
| Plant and equipment | 5.1 | 558 165 | 586 746 |
| Right-of-use assets | | 53 815 | 70 851 |
| Owner-occupied property | 5.2 | 302 540 | 294 653 |
| Investment property | 5.2 | 957 237 | 1 024 362 |
| Intangible assets and goodwill | | 63 372 | 42 033 |
| Intangible assets | | 36 922 | 20 122 |
| Goodwill | 5.3 | 26 450 | 21 911 |
| Financial assets | 5.4 | 32 839 | 22 675 |
| Long-term lease receivables | | 2 763 | 3 065 |
| Deferred tax assets | | 107 166 | 113 925 |
| Current assets | | 1 373 452 | 1 283 154 |
| Inventories | | 674 454 | 581 882 |
| Trade and other receivables | | 591 178 | 543 698 |
| Current tax assets | | 3 849 | 4 379 |
| Cash and cash equivalents | | 103 971 | 153 195 |
| Non-current assets held for sale | 4.1 | 93 800 | 115 000 |
| Total current assets | | 1 467 252 | 1 398 154 |
| Total assets | | 3 545 149 | 3 556 464 |
| EQUITY AND LIABILITIES | | | |
| Total equity | | 1 921 257 | 1 854 900 |
| Stated capital | | 1 384 268 | 1 420 216 |
| Reserves | | 535 777 | 435 572 |
| Equity attributable to owners of the company | | 1 920 045 | 1 855 788 |
| Non-controlling interest | | 1 212 | (888) |
| Non-current liabilities | | 342 787 | 1 052 157 |
| Deferred tax liabilities | | 30 016 | 26 066 |
| Post-employment medical aid benefits | | 71 056 | 67 831 |
| Deferred income – government grants | | 99 591 | 91 054 |
| Interest-bearing liabilities | 6.2 | 71 372 | 787 339 |
| Lease liabilities | 6.2 | 70 752 | 79 867 |
| Current liabilities | | 1 281 105 | 649 407 |
| Current tax liabilities | | 2 536 | 4 539 |
| Post-employment medical aid benefits | | 8 564 | 7 878 |
| Deferred income – government grants | | 10 087 | 10 900 |
| Interest-bearing liabilities | 6.2 | 630 028 | 49 669 |
| Lease liabilities | 6.2 | 19 691 | 29 141 |
| Trade and other payables | | 544 914 | 484 096 |
| Bank overdraft | 6.1 | 65 285 | 63 184 |
| Total liabilities | | 1 623 892 | 1 701 564 |
| Total equity and liabilities | | 3 545 149 | 3 556 464 |
| Net asset value | | 1 920 045 | 1 855 788 |
| Net asset value per share | (cents) | 435 | 424 |

Condensed consolidated statement of profit or loss and other comprehensive income

for the year ended 31 March

| | Notes | Reviewed 2025 R000's | Audited 2024 R000's |
|---|------------|----------------------------|---------------------------|
| Revenue | | 3 749 230 | 3 527 707 |
| Cost of sales | | (2 846 349) | (2 695 686) |
| Gross profit | | 902 881 | 832 021 |
| Other income | | 17 618 | 43 513 |
| Selling and distribution expenses | | (319 036) | (309 547) |
| Administrative and other expenses | | (341 209) | (313 795) |
| Operating profit before finance costs, impairments and revaluation of properties | | 260 254 | 252 192 |
| Revaluation of properties | 4.1; 5.2.2 | 7 816 | 570 |
| Impairments | | – | (1 587) |
| Profit before finance costs | | 268 070 | 251 175 |
| Finance income | | 3 842 | 1 370 |
| Finance expenses – leases | | (12 116) | (14 116) |
| Finance expenses | | (100 547) | (110 570) |
| Profit before taxation | | 159 249 | 127 859 |
| Income tax expense | 4.2 | (41 837) | (27 201) |
| Profit | | 117 412 | 100 658 |
| Other comprehensive income, net of related tax | | | |
| Items that will not be reclassified to profit or loss | | | |
| Revaluation of land and buildings | | 5 469 | 12 876 |
| Revaluation | | 6 976 | 16 424 |
| Related tax | | (1 507) | (3 548) |
| Post-employment medical benefit – actuarial loss | | (2 795) | 997 |
| Actuarial loss | | (3 829) | 1 365 |
| Related tax | | 1 034 | (368) |
| Fair value gain on financial asset at fair value through other comprehensive income | | 491 | 869 |
| Items that may be reclassified to profit or loss | | | |
| Foreign operations – foreign currency translation differences | | (657) | 2 329 |
| Other comprehensive income, net of tax | | 2 508 | 17 071 |
| Total comprehensive income for the year | | 119 920 | 117 729 |
| Profit attributable to: | | | |
| Owners of the company | | 118 323 | 101 141 |
| Non-controlling interest | | (911) | (483) |
| | | 117 412 | 100 658 |
| Total comprehensive income attributable to: | | | |
| Owners of the company | | 120 831 | 118 212 |
| Non-controlling interest | | (911) | (483) |
| | | 119 920 | 117 729 |
| Basic earnings per share | (cents) | 26,86 | 23,06 |
| Diluted earnings per share | (cents) | 26,54 | 22,45 |

Condensed consolidated statement of changes in equity

for the year ended 31 March

| | Stated capital total R000's | Other reserves R000's | Retained income R000's | Total reserves R000's | Non-controlling interest R000's | Total R000's |
|---|-----------------------------|-----------------------|------------------------|-----------------------|---------------------------------|--------------|
| Balance at 31 March 2023 | 1 465 203 | 292 127 | 24 227 | 316 354 | (405) | 1 781 152 |
| Total comprehensive income | – | 16 074 | 102 138 | 118 212 | (483) | 117 729 |
| Profit | – | – | 101 141 | 101 141 | (483) | 100 658 |
| Other comprehensive income, net of tax | – | 16 074 | 997 | 17 071 | – | 17 071 |
| Fair value gain on financial asset at fair value through other comprehensive income | – | 869 | – | 869 | – | 869 |
| Foreign operations – foreign currency translation differences | – | 2 329 | – | 2 329 | – | 2 329 |
| Revaluation of land and buildings, net of tax | – | 12 876 | – | 12 876 | – | 12 876 |
| Post-employment medical benefit – actuarial gain, net of tax | – | – | 997 | 997 | – | 997 |
| Transactions with owners of the company | (44 987) | – | 1 006 | 1 006 | – | (43 981) |
| Share buy-back | (4 767) | – | – | – | – | (4 767) |
| Share scheme – expense | – | – | 4 618 | 4 618 | – | 4 618 |
| – options exercised | 3 612 | – | (3 612) | (3 612) | – | – |
| Distribution to shareholders | (43 832) | – | – | – | – | (43 832) |
| Balance 31 March 2024 | 1 420 216 | 308 201 | 127 371 | 435 572 | (888) | 1 854 900 |
| Total comprehensive income | – | 5 303 | 115 528 | 120 831 | (911) | 119 920 |
| Profit | – | – | 118 323 | 118 323 | (911) | 117 412 |
| Other comprehensive income, net of tax | – | 5 303 | (2 795) | 2 508 | – | 2 508 |
| Fair value gain on financial asset at fair value through other comprehensive income | – | 491 | – | 491 | – | 491 |
| Foreign operations – foreign currency translation differences | – | (657) | – | (657) | – | (657) |
| Revaluation of land and buildings, net of tax | – | 5 469 | – | 5 469 | – | 5 469 |
| Post-employment medical benefit – actuarial gain, net of tax | – | – | (2 795) | (2 795) | – | (2 795) |
| Transactions with owners of the company | (35 948) | – | (20 626) | (20 626) | 3 011 | (53 563) |
| Effects of changes in shareholding (note 6.3) | – | – | (4 479) | (4 479) | 2 587 | (1 892) |
| Non-controlling interest on acquisition of subsidiaries | – | – | – | – | 424 | 424 |
| Share buy-back | (3 539) | – | – | – | – | (3 539) |
| Share scheme – expense | – | – | (4 762) | (4 762) | – | (4 762) |
| – options exercised | 11 385 | – | (11 385) | (11 385) | – | – |
| Distribution to shareholders* | (43 794) | – | – | – | – | (43 794) |
| Balance 31 March 2025 | 1 384 268 | 313 504 | 222 273 | 535 777 | 1 212 | 1 921 257 |

* During the year a distribution of 10 cents (2024:10 cents) (gross) per share was declared on 24 May 2024 out of capital reserves.

Condensed consolidated statement of cash flows

for the year ended 31 March

| | Notes | Reviewed 2025 R000's | Audited 2024 R000's |
|---|------------|----------------------------|---------------------------|
| Net cash flows from operating activities | | 91 895 | 194 671 |
| Cash generated from operating activities before working capital changes | | 353 975 | 339 534 |
| Cash outflow from working capital changes | | (119 464) | (13 030) |
| Inventories | | (120 434) | 40 980 |
| Trade and other receivables | | (34 762) | 25 818 |
| Trade and other payables | | 35 732 | (79 828) |
| Finance costs | | (108 821) | (123 316) |
| Taxes paid | | (33 795) | (10 880) |
| Government grants | | – | 2 363 |
| Net cash flow from investing activities | | 69 664 | (17 128) |
| Acquisition of property, plant and equipment | 5.1 | (31 304) | (84 305) |
| Proceeds from sale of assets held for sale | | 64 990 | 64 227 |
| Proceeds from sale of property, plant and equipment | | 50 432 | 9 770 |
| Development cost of investment property | 5.1; 5.2.2 | (7 869) | (2 964) |
| Acquisitions and disposals of financial assets | | (9 673) | (15 570) |
| Acquisition of intangible assets | 5.1 | (362) | (1 900) |
| Investment income | | 150 | 136 |
| Acquisition of subsidiary, net of cash acquired | 5.1; 5.3 | (20 353) | – |
| Government grants | | 23 653 | 13 478 |
| Net cash flow from financing activities | | (212 884) | (117 980) |
| Proceeds from borrowings | 6.2 | 7 573 | 18 282 |
| Repayment of borrowings | 6.2 | (149 295) | (68 923) |
| Principal elements of lease payments | 6.2 | (21 937) | (18 740) |
| Share buy-back | | (3 539) | (4 767) |
| Transactions with non-controlling interest | 6.3 | (1 892) | – |
| Distribution to shareholders | | (43 794) | (43 832) |
| Net (decrease)/increase in cash and cash equivalents | | (51 325) | 59 563 |
| Cash and cash equivalents at the beginning of the year | | 90 011 | 30 448 |
| Cash and cash equivalents at the end of the year | | 38 686 | 90 011 |

Condensed consolidated segmental report

for the year ended 31 March

| | Properties R000's | Branded product distribution R000's | Automotive parts manu- facturing R000's | Industrial product manu- facturing R000's | Head office and centralised services R000's | Total R000's |
|---|----------------------|--|---|---|---|-----------------|
| 2025 | | | | | | |
| Segment revenue | | | | | | |
| Gross revenue | 176 593* | 1 417 753** | 907 227 | 1 363 163 | – | 3 864 736 |
| Less: Inter-segment sales | (39 851) | (29 382) | (804) | (45 469) | – | (115 506) |
| Revenue as per statement of comprehensive income | 136 742 | 1 388 371 | 906 423 | 1 317 694 | – | 3 749 230 |
| Primary geographical market | | | | | | |
| South Africa | 176 593* | 1 374 019** | 896 580 | 1 324 542 | – | 3 771 734 |
| Other African countries | – | 29 304 | – | 27 544 | – | 56 848 |
| Asia | – | 4 464 | – | 761 | – | 5 225 |
| Europe | – | 6 422 | 149 | 10 316 | – | 16 887 |
| South America | – | – | 10 498 | – | – | 10 498 |
| North America | – | 3 544 | – | – | – | 3 544 |
| | 176 593 | 1 417 753 | 907 227 | 1 363 163 | – | 3 864 736 |
| Less: Inter-segment sales | (39 851) | (29 382) | (804) | (45 469) | – | (115 506) |
| | 136 742 | 1 388 371 | 906 423 | 1 317 694 | – | 3 749 230 |
| Major products/service lines | | | | | | |
| Woven, knitted and non-woven products | – | – | – | 956 743 | – | 956 743 |
| Pressed, roll-formed steel products | – | – | 907 227 | 191 380 | – | 1 098 607 |
| Speciality chemicals | – | – | – | 215 040 | – | 215 040 |
| Rentals | 176 593* | – | – | – | – | 176 593 |
| Toys, electronic games and sports goods | – | 1 024 281 | – | – | – | 1 024 281 |
| Stationery, publishing and office supplies | – | 393 472** | – | – | – | 393 472 |
| | 176 593 | 1 417 753 | 907 227 | 1 363 163 | – | 3 864 736 |
| Less: Inter-segment sales | (39 851) | (29 382) | (804) | (45 469) | – | (115 506) |
| | 136 742 | 1 388 371 | 906 423 | 1 317 694 | – | 3 749 230 |
| IFRS 15 timing of revenue recognition | | | | | | |
| At a point in time | – | 1 368 599 | 896 480 | 1 363 163 | – | 3 628 242 |
| Over time | – | – | 10 747 | – | – | 10 747 |
| | – | 1 368 599 | 907 227 | 1 363 163 | – | 3 638 989 |
| IFRS 16 revenue | | | | | | |
| Lease contract income | 176 593* | 49 154 | – | – | – | 225 747 |
| | 176 593 | 49 154 | – | – | – | 225 747 |
| Less: Inter-segment sales | (39 851) | (29 382) | (804) | (45 469) | – | (115 506) |
| | 136 742 | 1 388 371 | 906 423 | 1 317 694 | – | 3 749 230 |
| Segment results | | | | | | |
| Operating profit before finance costs, impairments and revaluation of properties | 96 191 | 81 693 | 65 564 | 63 536 | (46 730) | 260 254 |
| Revaluation of properties | 7 816 | – | – | – | – | 7 816 |
| Profit from continuing operations before finance cost | 104 007 | 81 693 | 65 564 | 63 536 | (46 730) | 268 070 |
| Finance expenses | – | – | – | – | – | (108 821) |
| Profit before taxation | – | – | – | – | – | 159 249 |
| Total segment assets | 1 346 241 | 757 571 | 531 207 | 840 300 | 69 830 | 3 545 149 |
| Total segment liabilities | 17 261 | 398 226 | 408 453 | 135 160 | 664 792 | 1 623 892 |

* Properties revenue relate to rental income received from tenants.

** Included in the above is R49,2 million (2024: R39,4 million) in rental income from the leasing of office supplies to customers.

Condensed consolidated segmental report

for the year ended 31 March (continued)

| | Properties R000's | Branded product distribution R000's | Automotive parts manu- facturing R000's | Industrial product manu- facturing R000's | Head office and centralised services R000's | Total R000's |
|---|----------------------|--|---|---|---|-----------------|
| 2024 | | | | | | |
| Segment revenue | | | | | | |
| Gross revenue | 197 717 | 1 357 789 | 836 872 | 1 268 768 | – | 3 661 146 |
| Less: Inter-segment sales | (43 031) | (28 422) | (13 442) | (48 544) | – | (133 439) |
| Revenue as per statement of comprehensive income | 154 686 | 1 329 367 | 823 430 | 1 220 224 | – | 3 527 707 |
| Primary geographical market | | | | | | |
| South Africa | 197 717 | 1 294 860 | 833 812 | 1 229 513 | – | 3 555 902 |
| Other African countries | – | 27 054 | – | 39 255 | – | 66 309 |
| Asia | – | 4 761 | – | – | – | 4 761 |
| Europe | – | 23 713 | 1 921 | – | – | 25 634 |
| South America | – | – | 1 139 | – | – | 1 139 |
| North America | – | 7 401 | – | – | – | 7 401 |
| | 197 717 | 1 357 789 | 836 872 | 1 268 768 | – | 3 661 146 |
| Less: Inter-segment sales | (43 031) | (28 422) | (13 442) | (48 544) | – | (133 439) |
| | 154 686 | 1 329 367 | 823 430 | 1 220 224 | – | 3 527 707 |
| Major products/service lines | | | | | | |
| Woven, knitted and non-woven products | – | – | – | 959 549 | – | 959 549 |
| Pressed, roll-formed steel products | – | – | 836 872 | 150 404 | – | 987 276 |
| Speciality chemicals | – | – | – | 158 815 | – | 158 815 |
| Rentals | 197 717 | – | – | – | – | 197 717 |
| Toys, electronic games and sports goods | – | 972 143 | – | – | – | 972 143 |
| Stationery, publishing and office supplies | – | 385 646 | – | – | – | 385 646 |
| | 197 717 | 1 357 789 | 836 872 | 1 268 768 | – | 3 661 146 |
| Less: Inter-segment sales | (43 031) | (28 422) | (13 442) | (48 544) | – | (133 439) |
| | 154 686 | 1 329 367 | 823 430 | 1 220 224 | – | 3 527 707 |
| IFRS 15 timing of revenue recognition | | | | | | |
| At a point in time | – | 1 318 353 | 792 120 | 1 268 768 | – | 3 379 241 |
| Over time | – | – | 44 752 | – | – | 44 752 |
| | – | 1 318 353 | 836 872 | 1 268 768 | – | 3 423 993 |
| IFRS 16 revenue | | | | | | |
| Lease contract income | 197 717 | 39 436 | – | – | – | 237 153 |
| | 197 717 | 39 436 | – | – | – | 237 153 |
| Less: Inter-segment sales | (43 031) | (28 422) | (13 442) | (48 544) | – | (133 439) |
| | 154 686 | 1 329 367 | 823 430 | 1 220 224 | – | 3 527 707 |
| Segment results | | | | | | |
| Operating profit before finance costs, impairments and revaluation of properties | 125 945 | 63 301 | 53 781 | 52 847 | (43 682) | 252 192 |
| Revaluation of properties | 570 | – | – | – | – | 570 |
| Impairments | – | – | (1 587) | – | – | (1 587) |
| Profit from continuing operations before finance cost | 126 515 | 63 301 | 52 194 | 52 847 | (43 682) | 251 175 |
| Finance expenses | – | – | – | – | – | (123 316) |
| Profit before taxation | – | – | – | – | – | 127 859 |
| Total segment assets | 1 494 205 | 565 798 | 593 641 | 815 226 | 87 594 | 3 556 464 |
| Total segment liabilities | 26 003 | 167 674 | 385 530 | 344 368 | 777 989 | 1 701 564 |

Statistics per share

for the year ended 31 March

| | | Reviewed 2025 | Audited 2024 |
|--|----------------|------------------|-----------------|
| Number of shares in issue (refer to note 7) | ('000) | 441 878 | 438 201 |
| Weighted average number of shares in issue | ('000) | 440 486 | 438 536 |
| Diluted weighted average number of shares in issue | ('000) | 445 908 | 450 559 |
| Basic earnings | (cents) | 26,86 | 23,06 |
| Headline earnings | (cents) | 24,98 | 22,54 |
| Diluted earnings | (cents) | 26,54 | 22,45 |
| Diluted headline earnings | (cents) | 24,67 | 21,94 |
| Reconciliation between profit and headline earnings* | | | |
| Profit attributable to equity holders of the parent | (R'000) | 118 323 | 101 141 |
| Impairment of assets | (R'000) | – | 1 587 |
| Remeasurement of investment property | (R'000) | (7 816) | (570) |
| Surplus on disposal of property, plant and equipment | (R'000) | (4 343) | (364) |
| Loss on disposal of property, plant and equipment | (R'000) | 1 361 | 334 |
| Loss/(Surplus) on disposal of non-current assets held for sale | (R'000) | 10 | (4 042) |
| Total tax effect of adjustments | (R'000) | 2 479 | 777 |
| Headline earnings | (R'000) | 110 014 | 98 863 |
| Net asset value per share | (cents) | 435 | 424 |

* There is no non-controlling interest impact for any adjustments included in the reconciliation between profit and headline earnings.

Diluted weighted average number of shares

The dilutive effect is due to the impact of the Group's incentive scheme on the weighted average number of shares in the period under review.

Notes to the condensed consolidated financial results

for the year ended 31 March

1. Basis of preparation

The condensed consolidated financial statements are prepared in accordance with the requirements of the JSE Limited Listings Requirements for condensed financial statements and the requirements of the Companies Act of South Africa. The Listings Requirements require condensed financial statements to be prepared in accordance with the framework concepts and the measurement and recognition requirements of IFRS® Accounting Standards and the SA Financial Reporting Requirements and to also, as a minimum, contain the information required by IAS 34 Interim Financial Reporting. The accounting policies applied in the preparation of the condensed consolidated financial statements are in terms of IFRS® Accounting Standards and are consistent with those applied in the previous consolidated annual financial statements.

These results have been prepared under the supervision of the Financial Director, Gys Wege CA(SA). The directors take responsibility for the preparation of this report.

2. Review report of the independent auditor

The condensed consolidated financial statements for the year ended 31 March 2025 have been reviewed by BDO South Africa Inc., who expressed an unmodified review conclusion. The auditor's review report is included on pages 19 and 20.

3. Significant accounting policies and estimates

The reviewed condensed consolidated results have been prepared under the historical cost convention, except for the revaluation of certain properties and financial instruments. The accounting policies adopted are in terms of IFRS® Accounting Standards and consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31 March 2024.

A number of new or amended standards became applicable for the current reporting period, which did not have a material impact on the Group. Therefore, the Group did not have to change its accounting policies or make retrospective adjustments as a result of these standards.

4. Significant operating activities

4.1 Assets and liabilities of disposal group classified as held for sale

Reconciliation of carrying amount

| | 2025 R000's | 2024 R000's |
|--|-----------------|----------------|
| Carrying value at the beginning of the year | 115 000 | 132 500 |
| Transfer to investment property (note 5.2.2) | – | (81 500) |
| Transfer from investment property* (note 5.2.2) | 42 700 | 126 771 |
| Disposals** | (65 000) | (60 185) |
| Revaluation adjustment | 1 100 | (2 586) |
| Carrying value at the end of the year | 93 800 | 115 000 |

* The directors of Vega Properties, a division of Sargas Proprietary Limited, have decided to dispose of a property situated in the Western Cape. The sale is expected to be completed within the next 12 months.

** During the year the Group disposed of a property situated in KwaZulu-Natal for a consideration of R65 million. During the prior year a property situated in the Western Cape was disposed of for R64 million.

Notes to the condensed consolidated financial results

for the year ended 31 March (continued)

4. Significant operating activities (continued)

4.2 Taxation and deferred taxation

| | 2025 R'000's | 2024 R'000's |
|-------------------------------|-----------------|-----------------|
| Income tax | | |
| South African normal taxation | | |
| – current | (31 755) | (20 349) |
| Deferred taxation | | |
| – normal tax | (10 082) | (6 852) |
| | (41 837) | (27 201) |

Income tax expense is recognised based on a detailed computation of current and deferred tax in accordance with the requirements of the Income Tax Act and IAS 12 Income Taxes. The effective tax rate applied for the year ended 31 March 2025 is 26,3% (2024: 21,3%).

5. Significant investing activities

5.1 Capital expenditure and commitments

| | Capital expenditure | | Contractual commitments | |
|-------------------------------|---------------------|---------------|-------------------------|---------------|
| | 2025 R'000 | 2024 R'000 | 2025 R'000 | 2024 R'000 |
| Investment property | 7 869 | 2 964 | 26 506 | – |
| Property, plant and equipment | 31 304 | 84 305 | 10 231 | 11 095 |
| Intangible assets | 362 | 1 900 | 792 | – |
| Business combinations | 20 353 | – | – | – |
| | 59 888 | 89 169 | 37 529 | 11 095 |

The capital commitments are expected to be incurred during the next 12 months.

Notes to the condensed consolidated financial results

for the year ended 31 March (continued)

5. Significant investing activities (continued)

5.2 Properties

The Group fair values its investment properties and owner-occupied property, categorised as level 3.

The fair value of properties was determined by external, independent property valuers, having appropriate recognised professional qualifications and recent experience in the location and category of the property being valued. The independent valuers review the fair value of the Group's investment property portfolio on a bi-annual basis.

The directors confirm that there have been no material changes to the information used and assumptions applied by the registered valuer in the current and prior year.

5.2.1 Owner-occupied property

The movement in owner-occupied property for the year is as follows:

| | 2025 R'000 | 2024 R'000 |
|-----------------------------------|----------------|---------------|
| Opening carrying value | 294 653 | 280 346 |
| Additions | 4 295 | – |
| Transfer from investment property | 39 010 | – |
| Depreciation | (3 054) | (2 096) |
| Revaluations | 6 976 | 16 424 |
| Disposals* | (39 340) | (21) |
| Closing carrying value | 302 540 | 294 653 |

* During the year, the Group entered into an agreement to dispose of a property situated in the Western Cape for a consideration of R44 million.

The sale generated a profit of R4 million, and cash proceeds of R44 million are included in the Condensed Consolidated Statement of Cash Flows.

5.2.2 Investment property

The movement in investment property for the year is as follows:

| | | |
|--|------------------|-----------|
| Opening carrying value | 1 024 362 | 1 063 513 |
| Development cost | 7 869 | 2 964 |
| Transfer to owner-occupied property | (39 010) | – |
| Transfer from held for sale (note 4.1) | – | 81 500 |
| Transfer to held for sale (note 4.1) | (42 700) | (126 771) |
| Fair value adjustments | 6 716 | 3 156 |
| Closing carrying value | 957 237 | 1 024 362 |

| Property type (% of value) | % | % |
|-----------------------------------|----------|----------|
| Retail/commercial | 11,3 | 10,2 |
| Industrial | 88,7 | 89,8 |

Notes to the condensed consolidated financial results

for the year ended 31 March (continued)

5. Significant investing activities (continued)

5.3 Business combinations

2024

No subsidiaries were acquired or sold during the prior year.

| 2025 | | | % voting interest acquired |
|---|-------------------------------|--|----------------------------|
| Subsidiary name | Acquisition date | Description | |
| Picko Consulting (Pty) Limited ("Picko Consulting") and Picko Global (Pty) Limited ("Picko Global") | 31 July 2024/ 1 March 2025 | On 31 July 2024 the Group acquired a 75% shareholding in Agglowaste Holding (Pty) Ltd ("Agglowaste"). Agglowaste is a holding company for businesses that transform byproducts and environmental waste into usable, manageable, and saleable products. By virtue of this acquisition, the Group obtained a 75% indirect shareholding in Picko Consulting. On 1 March 2025 Agglowaste acquired 100% of the share capital of Picko Global. | 75% |
| Puretech Limited ("Puretech") | 1 October 2024 | On 1 October 2024 the Group, via its subsidiary Deneb Investments UK Limited (Deneb UK), acquired an 80% shareholding in Puretech, a company based in the United Kingdom. The principal activity of Puretech during the financial year was that of water treatment. | 80% |

The businesses were acquired in executing the Group’s growth and diversification strategy. All businesses operate under the Group’s Industrial Product Manufacturing segment.

Measurement of fair values

The assets and liabilities acquired have been measured on a provisional basis. If new information is obtained within one year of the date of acquisition about the facts and circumstances that existed at the date of acquisition, the accounting for the acquisition will be revised.

| Separately identifiable Intangible assets at acquisition | Valuation techniques |
|--|---|
| Puretech customer-related intangible asset | <p>Estimated discounted cash flow.</p> <p>This entails the identification, separation and quantification of the cash flows attributable to the contracts, the application of a contributory asset charge and brand charge and the determination of the net present value of the resulting future cash flows by applying the discounted cash flow valuation methodology.</p> |

Goodwill

The goodwill is attributable mainly to intangible assets that are either not separable or can not be valued reliable as per IFRS 3. This includes assembled workforce, non-competition agreements, customer lists, production backlog, lease agreements, employment contracts, databases, patented/unpatented technology, computer software, service or supply contracts and service contracts.

Notes to the condensed consolidated financial results

for the year ended 31 March (continued)

5. Significant investing activities (continued)

5.3 Business combinations

Consideration transferred

The following table summarises the consideration paid for the entities acquired:

| | Picko Consulting and Picko Global | Puretech | Total |
|---|--------------------------------------|---------------|---------------|
| Cash consideration transferred | 7 750 | 18 652 | 26 402 |
| Cash and cash equivalents in the business acquired | (2 757) | (3 292) | (6 049) |
| Cash outflow for acquisition of subsidiary (net of cash acquired) | 4 993 | 15 360 | 20 353 |
| Analysis of assets and liabilities acquired | | | |
| Property plant and equipment | 4 756 | 1 386 | 6 142 |
| Right-of-use assets | 3 322 | – | 3 322 |
| Intangible assets | – | 18 454 | 18 454 |
| Deferred tax asset | 315 | – | 315 |
| Inventories | 2 233 | – | 2 233 |
| Trade and other receivables | 4 611 | 2 610 | 7 221 |
| Current tax asset | 197 | – | 197 |
| Cash and cash equivalents | 2 757 | 3 292 | 6 049 |
| Long-term liabilities | (300) | (162) | (462) |
| Long-term lease liability | (2 234) | – | (2 234) |
| Deferred tax liability | (66) | – | (66) |
| Short-term liabilities | – | (239) | (239) |
| Lease liabilities | (1 111) | – | (1 111) |
| Trade and other payables | (10 860) | (5 910) | (16 770) |
| Taxation payable | (34) | (730) | (764) |
| Total identifiable net assets | 3 586 | 18 701 | 22 287 |
| Less: Non-controlling interest* | (375) | (49) | (424) |
| Goodwill | 4 539 | – | 4 539 |
| Consideration paid | 7 750 | 18 652 | 26 402 |

* Non-controlling interest is measured based on its proportionate share of the acquiree's identifiable net assets.

Contingent consideration

Contingent consideration relating to the acquisition of Picko Consulting is payable if profits exceed a certain threshold. However, sufficient information does not exist for the Group to determine the fair value at this point.

Notes to the condensed consolidated financial results

for the year ended 31 March (continued)

5. Significant investing activities (continued)

5.4 Fair value measurement of equity investments

5.4.1 Fair value hierarchy

| | 2025 R'000 | 2024 R'000 |
|--|---------------|---------------|
| Financial assets at fair value through other comprehensive income | | |
| Equity investments | | |
| Level 1 | 13 706 | 6 179 |
| Level 2 | – | 4 561 |
| Level 3 | 19 133 | 11 935 |
| | 32 839 | 22 675 |
| Opening carrying value | 22 675 | 6 236 |
| | 14 725 | 16 439 |
| Level 1 additions | 7 527 | 4 504 |
| Level 3 additions | 7 198 | 11 935 |
| Level 2 disposals | (4 561) | – |
| Closing carrying value | 32 839 | 22 675 |
| 5.4.2 Reconciliation: Level 3 recurring fair value measurements | | |
| Opening carrying value | 11 935 | – |
| Additions | 7 198 | 11 935 |
| Closing carrying value | 19 133 | 11 935 |

There has been no material change in the fair value of level 3 equity investments.

5.4.3 Transfers during the period

There were no transfers between, into or out of, Level 1, Level 2 and Level 3 measurements.

5.4.4 Valuation techniques

For Level 1 equity investments classified at fair value through OCI the Group uses quoted prices (unadjusted) in active markets.

For Level 3 equity investments classified at fair value through OCI the Group uses a discounted cash flow model to determine fair value as at the reporting date. This approach requires the use of assumptions about certain unobservable inputs.

Notes to the condensed consolidated financial results

for the year ended 31 March (continued)

6. Significant financing activities

6.1 Working capital facilities

| | 2025 R'000 | 2024 R'000 |
|------------------------------|----------------|----------------|
| Maximum available facilities | 590 000 | 573 000 |
| Net utilised | (71 703) | (75 332) |
| Bank overdraft | (65 285) | (63 184) |
| Letter of credits | (6 418) | (12 148) |
| Unutilised balance | 518 297 | 497 668 |

6.2 Interest-bearing liabilities

| | Opening carrying value R'000 | Proceeds R'000 | Repay- ments R'000 | New instalment sales agreements R'000 | Other* | Closing carrying value R'000 |
|------------------------------|---------------------------------------|-------------------|--------------------------|---|--------------|---------------------------------------|
| Lease liabilities | 109 008 | – | (21 937) | – | 3 372 | 90 443 |
| Interest-bearing liabilities | 837 008 | 7 573 | (149 295) | 5 413 | 701 | 701 400 |
| | 946 016 | 7 573 | (171 232) | 5 413 | 4 073 | 791 843 |

* The movement on lease liabilities relates predominantly to new leases entered into during the year. For other interest-bearing liabilities the movement relates to new business combinations acquired during the year (refer to note 5.3).

| | 2025 R'000 |
|---|----------------|
| Non-current portion of interest-bearing liabilities | 142 124 |
| Current portion of interest-bearing liabilities | 630 028 |
| Current portion of lease liabilities | 19 691 |
| | 791 843 |

Interest-bearing loans of R581 million are repayable in February 2026. The Group's forecast cash flows has been prepared on the assumption of a successful renegotiation of these loans to be rolled forward as in prior years.

Compliance with loan covenants

Under the terms of the major borrowing facilities, the Group is required to comply with the following financial covenants, for the property-backed facilities:

- loan-to-property-value ratio to not exceed 60%;
- interest cover ratio on property division to not be less than 1,65; and
- if rentals from owner-occupied properties exceed 30% of total rentals received, the excess will be disregarded in calculating the interest cover ratio.

The Group has complied with the financial covenants of its borrowing facilities during the year ending 31 March 2025.

6.3 Additional interest acquired in subsidiary

On 31 July the Group increased its shareholding in Explorius (Pty) Limited from 50,25% to 75,00% for a consideration of R1,9 million.

Notes to the condensed consolidated financial results

for the year ended 31 March (continued)

7. Number of shares in issue

| | 2025 ('000) | 2024 ('000) |
|--------------------------------------|----------------|----------------|
| Balance at the beginning of the year | 438 201 | 438 324 |
| Share buy-back during the year* | (1 844) | (1 859) |
| Issued during the year | 5 521 | 1 736 |
| | 441 878 | 438 201 |

* During the year the Group repurchased and cancelled shares from the open market on the JSE.

8. Events after the reporting period

A distribution of 11 cents per share was declared subsequent to the financial year. Refer to note 9.

The directors are not aware of any other material fact or circumstances arising between the end of the financial year and the date of this report.

9. Distribution

Notice is hereby given that a final distribution of 11 cents (gross) per ordinary share in respect of the 12 months ended 31 March 2025 has been declared and approved by the board of directors out of capital reserves through the reduction of contributed tax capital ("distribution").

In compliance with the requirements of Strate and the JSE Limited, the following dates are applicable:

| | |
|------------------------------------|-------------------------|
| Distribution declared | Thursday, 29 May 2025 |
| Last day to trade cum distribution | Tuesday, 17 June 2025 |
| Shares trade ex distribution | Wednesday, 18 June 2025 |
| Record date | Friday, 20 June 2025 |
| Payment date | Monday, 23 June 2025 |

Share certificates may not be dematerialised or rematerialised between Wednesday, 18 June 2025 and Friday, 20 June 2025, both days inclusive.

Additional information

The directors have determined that this capital reduction distribution will be paid out of qualifying contributed tax capital as contemplated in the definition of "contributed tax capital" in section 1 of the Income Tax Act, 1962.

As the distribution will be regarded as a return of capital and may have potential capital gains tax consequences, Deneb shareholders are advised to consult their tax advisors regarding the impact of the distribution.

The directors have reasonably concluded that the company will satisfy the solvency and liquidity requirements of sections 4 and 46 of the Companies Act, 2008, immediately after the capital distribution.

The number of issued ordinary shares is 441 877 560 as at the date of this declaration. The company's income tax registration number is 9844426156.

Independent Auditor's Review Report on Condensed Consolidated Financial Statements

To the shareholders of

Deneb Investments Limited

We have reviewed the condensed consolidated financial statements of Deneb Investments Limited, contained in the accompanying report, which comprise the condensed consolidated statement of financial position as at 31 March 2025 and the condensed consolidated statements of comprehensive income, changes in equity and cash flows for the year then ended, and selected explanatory notes.

Director's Responsibility for the Condensed Consolidated Financial Statements

The directors are responsible for the preparation and presentation of these condensed consolidated financial statements in accordance with the requirements of the JSE Limited Listings Requirements, as set out in n as set out in the "Basis of Preparation" to the financial statements, 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.

The Listings Requirements require condensed consolidated financial statements to be prepared in accordance with the framework concepts and the measurement and recognition requirements of IFRS Accounting Standards as issued by the International Accounting Standards Board, in accordance with the SA Financial Reporting Requirements, and to also, as a minimum, contain the information required by International Accounting Standard (IAS) 34, Interim Financial Reporting.

Auditor's responsibility

Our responsibility is to express a conclusion on these financial statements. We conducted our review in accordance with International Standard on Review Engagements (ISRE) 2410, which applies to a review of historical information performed by the independent auditor of the entity. ISRE 2410 requires us to conclude whether anything has come to our attention that causes us to believe that the financial statements are not prepared in all material respects in accordance with the applicable financial reporting framework. This standard also requires us to comply with relevant ethical requirements.

A review of financial statements in accordance with ISRE 2410 is a limited assurance engagement. We perform procedures, primarily consisting of making inquiries of management and others within the entity, as appropriate, and applying analytical procedures, and evaluate the evidence obtained.

The procedures performed in a review are substantially less than those performed in an audit conducted in accordance with International Standards on Auditing. Accordingly, we do not express an audit opinion on these financial statements.

BDO South Africa Incorporated
Registration number: 1995/002310/21
Practice number: 905526
VAT number: 4910148685

Chief Executive Officer: LD Makoena

A full list of all company directors is available on www.bdo.co.za

The company's principal place of business is at The Wanderers Office Park, 52 Corlett Drive, Illovo, Johannesburg where a list of directors' names is available for inspection. BDO South Africa Incorporated, a South African personal liability company, is a member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.



Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the condensed consolidated financial statements of Deneb Investments Limited for the year ended 31 March 2025 are not prepared, in all material respects, in accordance with the requirements of the JSE Limited Listings Requirements, as set out in the "Basis of Preparation" to the financial statements, and the requirements of the Companies Act of South Africa.

BDO South Africa Incorporated

BDO South Africa Incorporated
Registered Auditors

Stephan Cillie
Director
Registered Auditor

29 May 2025

119-123 Hertzog Boulevard
Foreshore
Cape Town, 8001

Corporate information



DENE INVESTMENTS LIMITED

(Incorporated in the Republic of South Africa)

("Deneb" or "the Group" or "the company")

The company's shares are listed under the Financial Services – Diversified Financial Services.

Registration number: 2013/091290/06

JSE share code: DNB

ISIN: ZAE000197398

**Income tax
registration number:** 9844426156

Registered office: 5th Floor, Deneb House, Cnr Main and Browning Roads, Observatory 7925, Cape Town
PO Box 1585, Cape Town 8000

Contact details: info@deneb.co.za
www.deneb.co.za

Directors: J A Copelyn* (Non-executive Chairperson), M H Ahmed*^ (Lead Independent Director),
D Duncan*, T G Govender*, N Jappie*^, K F Mahloma*^, S A Queen (Chief Executive Officer),
Y Shaik*, G D T Wege (Financial Director)
(* Non-executive ^ Independent)

Company Secretary: C Philip

Transfer Secretaries: Computershare Investor Services Proprietary Limited
Rosebank Towers, 15 Biermann Avenue, Rosebank 2196
Private Bag X9000, Saxonwold 2132

Auditors: BDO South Africa Inc.

Sponsors: PSG Capital Proprietary Limited

Announcement date: 29 May 2025

www.deneb.co.za