Unaudited Consolidated Condensed Carve-out Interim Results for the six months ended 30 September 2014

DENEB INVESTMENTS LIMITED

Registration number: 2013/091290/06

(Incorporated in the Republic of South Africa)
JSE share code: DNB ISIN: ZAE000197398

('Deneb' or 'the Group')

UNAUDITED CONSOLIDATED CONDENSED CARVE-OUT INTERIM RESULTS for the six months ended 30 September 2014

CARVE-OUT STATEMENT OF FINANCIAL POSITION

CARVE-OUI STATEMENT OF FINANCIAL POSITION									
	30	Sep 201	14	3		2013	31 Ma:	rch 20	014
Rand thousands	U:	naudit	ed		Una	udited		Audit	ted
ASSETS									
Non-current assets	1	740 5	74	1	530	966	1	549 (070
Plant and equipment		303 7	74		286	783		286	364
Owner-occupied property		334 4	09		368	587		335 '	718
Investment property		690 3	40		598	385		669 6	619
Intangible assets		17 9	87		10	697		9 :	197
Goodwill		17 7	43		14	016		14 2	204
Other investments		3 6	44		3	673		3 (644
Long-term receivables		156 2	99		51	697		50 2	208
Net receivable from discontinued operation	s	74 9	79		38	717		38 '	717
Deferred tax		141 3	99		158	411		141	399
Current assets	1	429 8	04	1	222	442	1	082	332
Non-current assets held for sale		54 4	37		1	785		54 5	536
Net receivable from discontinued operation	s		_		37	914		13 6	670
Inventories		672 2	35		579	729		540 4	
Trade and other receivables		695 4			592	909		471 (
Current tax asset		7 2			7	378			103
Cash and cash equivalents			78		2	727			491
Total assets	3	170 3		2	753	408	2	631 4	
100d1 dbbccb		170 3	, 0	_	, 55	100	_	031	102
EQUITY AND LIABILITIES									
Total equity	1	698	088	1	489	271	1	564 2	280
Stated capital			929			635	_	304	
Reserves	1		492	1	184		1	259	
Equity attributable to owners		204	192	1	TOT	030		239 (043
of the parent	1	600	421	1	489	271	1	564 2	200
Non-controlling interests				Т	409	2/1		304 2	200
			(333)		100	101		112	400
Non-current liabilities			408			181		113 4	
Deferred tax			059			400			059
Post-employment medical aid benefits			055			567		91 1	
Interest-bearing liabilities			674		13	986		15 9	
Operating lease accruals			620			228			240
Current liabilities	1	359	882	1	155	956		953 (
Current tax payable			204			_		-	151
Net liabilities from discontinued operatio	ns		654			654			-
Post-employment medical aid benefits			205			116		6 2	280
Interest-bearing liabilities		32	397		30	541		3 3	193
Trade and other payables		533	447			559		404 9	949
Bank overdrafts			975		662	086		539	126
Total liabilities	1	472	290	1	264	137	1	067	122
Total equity and liabilities	3	170	378	2	753	408	2	631 4	402
Net asset value		1 698	421	1	489	271	1	564 2	280
Net asset value per share after									
treasury shares (cents)			315			276		2	290

CONDENSED CARVE-OUT STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	30 Sep 2014 6 months	30 Sep 2013 6 months	
Rand thousands	Unaudited	Unaudited	% change
Revenue	1 244 457	1 078 842	15,4
Gross profit	289 410	273 141	6,0
Operating profit before finance costs	21 452	58 366	(63,2)
Once-off litigation settlement	-	40 421	-
Finance income	4 145	862	380,9
Finance expenses Profit before tax	(19 459) 6 138	(21 778)	(10,6)
Income tax (expense)/income	(1 624)	77 871 496	(92,1)
Total comprehensive income for the period		78 367	(94,2)
Total complehensive income for the period	1 1 311	70 307	(94,2)
Profit attributable to:			
Owners of the parent	4 847	78 367	
Non-controlling interests	(333)	-	
	4 514	78 367	
Total comprehensive income attributable t	.0:		
Owners of the parent	4 847	78 367	
Non-controlling interests	(333)	-	
	4 514	78 367	
CONDENSED CARVE-OUT STATEMENT OF CASH FLO)WS		
		30 Sep 2014	30 Sep 2013
Rand thousands		Unaudited	Unaudited
Net cash flow from operating activities		(209 558)	(143 598)
Net cash flow from investing activities		(66 119)	(54 572)
Net dagrage in goah and goah equivalents		29 815	1 846
Net decrease in cash and cash equivalents Cash and cash equivalents at the beginnin		(245 862) (536 635)	(196 324) (463 035)
Cash and cash equivalents at the beginning		(782 497)	(659 359)
cash and cash equivarenes at the that of t	nic period	(702 1577	(03) 33)
CARVE-OUT STATEMENT OF CHANGES IN EQUITY	_	_	
Unaudited	Stated	Other	Retained
Rand thousands	capital	reserves	income
Balance at 1 April 2013	304 635	298 669	807 600
Total comprehensive profit for the period		200 660	78 367
Balance at 30 September 2013 Balance at 1 April 2014	304 635 304 635	298 669 315 963	885 967 943 682
Total comprehensive profit for the period		313 903	4 847
Transactions with owners	_	_	1 01/
Capitalisation of shareholder's loan	129 294	_	_
Balance at 30 September 2014	433 929	315 963	948 529
Unaudited		Non- controlling	Total
Rand thousands	Total	interest	equity
Balance at 1 April 2013	1 410 904	Inceresc	1 410 904
Total comprehensive profit for the period		_	78 367
Balance at 30 September 2013	1 489 271	_	1 489 271
Balance at 1 April 2014	1 564 280	_	1 564 280
Total comprehensive profit for the period	4 847	(333)	4 514
Transactions with owners			
Capitalisation of shareholder's loan	129 294	_	129 294
Balance at 30 September 2014	1 698 421	(333)	1 698 088
		30 Sep 2014	30 Sep 2013
Rand thousands		Unaudited	Unaudited
Composition of other reserves			

Revaluation of investments			2	912	2	861
Capital redemption reserve fund				70		440
Surplus on disposal of subsidiary and a		companies	7	923		923
Surplus on revaluation of land and buil	dings		305			445
			315	963	298	669
CONDENSED CARVE-OUT SEGMENTAL REPORT						
CONDENSED CARVE-OUT SEGMENTAL REPORT			Br	anded		
Unaudited				oduct	Indus	trial
Rand thousands	Prope	rties	Distrib		manufact	
2014	-					
Segment revenue						
Gross sales	64	851	631	952	225	585
Inter-segment sales (these transactions						
are at arm's length)		905)	601	-	0.05	-
Command warulta	46	946	631	952	225	585
Segment results Operating profit/(loss) from operations	11	076	2	202	۵	836
Operating profit/(1055) from operations	44	070	2	202	9	030
2013						
Segment revenue						
Gross sales	56	166	419	408	215	023
Inter-segment sales (these transactions						
are at arm's length)	(23	557)		-		-
	32	609	419	408	215	023
Segment results						
Operating profit from operations	3.7	188	14	809	14	546
				Head		
				fice,		
				•		
			Central	ised		
	Text	tile	Central Serv			
Rand thousands	Text			ices	Т	otal
Rand thousands 2014			Serv	ices	Т	otal
			Serv	ices	Т	otal
2014 Segment revenue Gross sales	manufactur		Serv and O	ices	T 1 262	
2014 Segment revenue Gross sales Inter-segment sales (these transactions	manufactur	ring	Serv and O	ices ther	1 262	362
2014 Segment revenue Gross sales	manufactu:	384	Serv and O	ices ther 590	1 262	362 905)
2014 Segment revenue Gross sales Inter-segment sales (these transactions are at arm's length)	manufactu:	ring	Serv and O	ices ther	1 262	362 905)
2014 Segment revenue Gross sales Inter-segment sales (these transactions are at arm's length) Segment results	manufactur 334	384 - 384	Serv and O 5	ices ther 590 - 590	1 262 (17 1 244	362 905) 457
2014 Segment revenue Gross sales Inter-segment sales (these transactions are at arm's length)	manufactur 334	384	Serv and O 5	ices ther 590	1 262 (17 1 244	362 905)
2014 Segment revenue Gross sales Inter-segment sales (these transactions are at arm's length) Segment results Operating profit/(loss) from operations	manufactur 334	384 - 384	Serv and O 5	ices ther 590 - 590	1 262 (17 1 244	362 905) 457
2014 Segment revenue Gross sales Inter-segment sales (these transactions are at arm's length) Segment results Operating profit/(loss) from operations 2013	334 (12	384 - 384	Servand O	ices ther 590 - 590	1 262 (17 1 244	362 905) 457 452
2014 Segment revenue Gross sales Inter-segment sales (these transactions are at arm's length) Segment results Operating profit/(loss) from operations 2013 Segment revenue	334 334 (12	384 - 384 326)	Servand O	590 - 590 336)	1 262 (17 1 244 21	362 905) 457 452
2014 Segment revenue Gross sales Inter-segment sales (these transactions are at arm's length) Segment results Operating profit/(loss) from operations 2013 Segment revenue Gross sales	334 334 (12	384 - 384 326)	Servand O	590 - 590 336)	1 262 (17 1 244 21 1 102	362 905) 457 452
2014 Segment revenue Gross sales Inter-segment sales (these transactions are at arm's length) Segment results Operating profit/(loss) from operations 2013 Segment revenue Gross sales Inter-segment sales (these transactions are at arm's length)	334 (12	384 - 384 326)	Serv and 0 5 5 (22	590 - 590 336)	1 262 (17 1 244 21 1 102	362 905) 457 452 399 557)
2014 Segment revenue Gross sales Inter-segment sales (these transactions are at arm's length) Segment results Operating profit/(loss) from operations 2013 Segment revenue Gross sales Inter-segment sales (these transactions are at arm's length) Segment results	334 334 (12 400	384 - 384 326) 272 - 272	Serv and 0 5 5 (22 11 11	590 - 590 336) 530	1 262 (17 1 244 21 1 102 (23 1 078	362 905) 457 452 399 557) 842
2014 Segment revenue Gross sales Inter-segment sales (these transactions are at arm's length) Segment results Operating profit/(loss) from operations 2013 Segment revenue Gross sales Inter-segment sales (these transactions are at arm's length)	334 334 (12 400	384 - 384 326) 272	Serv and 0 5 5 (22 11 11	590 - 590 336)	1 262 (17 1 244 21 1 102 (23 1 078	362 905) 457 452 399 557)
2014 Segment revenue Gross sales Inter-segment sales (these transactions are at arm's length) Segment results Operating profit/(loss) from operations 2013 Segment revenue Gross sales Inter-segment sales (these transactions are at arm's length) Segment results	334 334 (12 400	384 - 384 326) 272 - 272	Serv and 0 5 5 (22 11 11	590 - 590 336) 530	1 262 (17 1 244 21 1 102 (23 1 078	362 905) 457 452 399 557) 842
2014 Segment revenue Gross sales Inter-segment sales (these transactions are at arm's length) Segment results Operating profit/(loss) from operations 2013 Segment revenue Gross sales Inter-segment sales (these transactions are at arm's length) Segment results Operating profit from operations	334 334 (12 400	384 - 384 326) 272 - 272	Serv and 0 5 5 (22 11 11	590 - 590 336) 530	1 262 (17 1 244 21 1 102 (23 1 078	362 905) 457 452 399 557) 842
2014 Segment revenue Gross sales Inter-segment sales (these transactions are at arm's length) Segment results Operating profit/(loss) from operations 2013 Segment revenue Gross sales Inter-segment sales (these transactions are at arm's length) Segment results	334 334 (12 400	384 - 384 326) 272 - 272	Serv and 0 5 5 (22 11 11 (19	590 -590 336) 530 -530 046)	1 262 (17 1 244 21 1 102 (23 1 078	362 905) 457 452 399 557) 842 366
2014 Segment revenue Gross sales Inter-segment sales (these transactions are at arm's length) Segment results Operating profit/(loss) from operations 2013 Segment revenue Gross sales Inter-segment sales (these transactions are at arm's length) Segment results Operating profit from operations	334 334 (12 400	384 - 384 326) 272 - 272	Serv and 0 5 5 (22 11 11	590 -590 336) 530 -046)	1 262 (17 1 244 21 1 102 (23 1 078	362 905) 457 452 399 557) 842 366
2014 Segment revenue Gross sales Inter-segment sales (these transactions are at arm's length) Segment results Operating profit/(loss) from operations 2013 Segment revenue Gross sales Inter-segment sales (these transactions are at arm's length) Segment results Operating profit from operations Statistics PER SHARE	334 334 (12 400 10	384 - 384 326) 272 - 272	Serv and 0 5 5 (22 11 11 (19 30 Sep 2	590 -590 336) 530 -630 046)	1 262 (17 1 244 21 1 102 (23 1 078 58	362 905) 457 452 399 557) 842 366
2014 Segment revenue Gross sales Inter-segment sales (these transactions are at arm's length) Segment results Operating profit/(loss) from operations 2013 Segment revenue Gross sales Inter-segment sales (these transactions are at arm's length) Segment results Operating profit from operations STATISTICS PER SHARE In cents, where applicable	334 334 (12 400 10	384 - 384 326) 272 - 272	Serv and 0 5 5 (22 11 11 (19 30 Sep 2 Unaudi	590 -590 336) 530 -530 046)	1 262 (17 1 244 21 1 102 (23 1 078 58 30 Sep 2 Unaudi	362 905) 457 452 399 557) 842 366
Segment revenue Gross sales Inter-segment sales (these transactions are at arm's length) Segment results Operating profit/(loss) from operations 2013 Segment revenue Gross sales Inter-segment sales (these transactions are at arm's length) Segment results Operating profit from operations STATISTICS PER SHARE In cents, where applicable Weighted average number of shares ('000	manufactu: 334 334 (12 400 10	384 - 384 326) 272 - 272	Serv and 0 5 5 (22 11 11 (19 30 Sep 2 Unaudi 539	590 -590 336) 530 -530 046)	1 262 (17 1 244 21 1 102 (23 1 078 58 30 Sep 2 Unaudi 539	362 905) 457 452 399 557) 842 366 013 ted 776 776
Segment revenue Gross sales Inter-segment sales (these transactions are at arm's length) Segment results Operating profit/(loss) from operations 2013 Segment revenue Gross sales Inter-segment sales (these transactions are at arm's length) Segment results Operating profit from operations STATISTICS PER SHARE In cents, where applicable Weighted average number of shares ('000) Total number of shares ('000) Diluted weighted average number of share Basic earnings per share (cents)	manufactu: 334 334 (12 400 10	384 - 384 326) 272 - 272	Serv and 0 5 (22 11 (19 30 Sep 2 Unaudi 539 539 539	590 - 590 - 590 - 590 - 530 - 530 046)	1 262 (17 1 244 21 1 102 (23 1 078 58 30 Sep 2 Unaudi 539 539 539	362 905) 457 452 399 557) 842 366 013 ted 776 776 4,5
Segment revenue Gross sales Inter-segment sales (these transactions are at arm's length) Segment results Operating profit/(loss) from operations 2013 Segment revenue Gross sales Inter-segment sales (these transactions are at arm's length) Segment results Operating profit from operations Statistics PER Share In cents, where applicable Weighted average number of shares ('000) Total number of shares ('000) Diluted weighted average number of shar Basic earnings per share (cents) Headline earnings per share (cents)	manufactu: 334 334 (12 400 10	384 - 384 326) 272 - 272	Serv and 0 5 (22 11 (19 30 Sep 2 Unaudi 539 539 539	590 -590 -590 -590 -510 -510 -510 -510 -510 -510 -510 -51	1 262 (17 1 244 21 1 102 (23 1 078 58 30 Sep 2 Unaudi 539 539 539 1	362 905) 457 452 399 557) 842 366 013 ted 776 776 4,5 4,5
Segment revenue Gross sales Inter-segment sales (these transactions are at arm's length) Segment results Operating profit/(loss) from operations 2013 Segment revenue Gross sales Inter-segment sales (these transactions are at arm's length) Segment results Operating profit from operations STATISTICS PER SHARE In cents, where applicable Weighted average number of shares ('000) Total number of shares ('000) Diluted weighted average number of share Basic earnings per share (cents)	manufactu: 334 334 (12 400 10) es ('000)	384 - 384 326) 272 - 272	Serv and 0 5 (22 11 (19 30 Sep 2 Unaudi 539 539 539	590 - 590 - 590 - 590 - 530 - 530 046)	1 262 (17 1 244 21 1 102 (23 1 078 58 30 Sep 2 Unaudi 539 539 539 11 1	362 905) 457 452 399 557) 842 366 013 ted 776 776 4,5

Rand thousands

Reconciliation between profit and headline earnings		
Income attributable to shareholders	4 847	78 367
Surplus on disposal of property, plant and equipment	(205)	(173)
Loss on disposal of property, plant and equipment	-	131
Total tax effect of adjustments	25	16
Headline earnings	4 667	78 341

NOTES TO THE UNAUDITED CONSOLIDATED CONDENSED RESULTS FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2014

1 BACKGROUND

At 30 September 2014 Deneb Investments Limited ('Deneb', 'the Group' or 'the company') was a wholly- owned subsidiary of Seardel Investment Corporation Limited (Seardel). On 1 December 2014 Deneb unbundled and listed on the securities exchange operated by the JSE Limited. Deneb is an investment holding company whose subsidiaries have investments in property, branded product distribution and manufacturing assets.

2 CARVE-OUT ACCOUNTS

The results presented in this publication are a carve-out of the interim results of Seardel for the six months ended 30 September 2014 as published on SENS on 20 November 2014. As the Deneb Group was established following an internal restructure within Seardel, the company did not prepare separate financial statements. These carve-out financial statements aim to provide shareholders with insight into the performance of Deneb on a standalone basis.

3 BASIS OF PREPARATION

The interim carve-out results for the six months to 30 September 2014 have been prepared by:

- extracting the relevant historical assets, liabilities, revenues and expenses as contained in the unaudited consolidated condensed interim results of Seardel for the six months to 30 September 2014; and
- applying the assumptions and estimates as noted in point 4 below.

The interim carve-out results have been prepared in accordance with and containing the information as required by International Accounting Standard (IAS) 34: Interim Financial Reporting, the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee, and the Financial Reporting Pronouncements as issued by the Financial Reporting Accountants Council, and are in compliance with the Listings Requirements of the JSE Limited and the Companies Act. These results do not include all the information required for a complete set of IFRS financial statements. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Group's financial position and performance since the carve-out historical financial information that was published in the Deneb Pre-listing Statement for the year ended 31 March 2014.

These results have been prepared under the supervision of the Financial Director, Gys Wege (CA) SA, and have not been audited or reviewed by the Group's auditors, KPMG Inc.

4 SIGNIFICANT ACCOUNTING POLICIES, ASSUMPTIONS AND ESTIMATES

The Group interim 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 and are consistent with those followed in the preparation of the Group's carve-out historical financial information for the year ended 31 March 2014, except for the adoption of new standards and interpretations effective as at 1 April 2014. The new standards have no impact on the carve-out historical financial information.

Taxation

The directors have considered the future profitability of the entities which contain computed tax losses and to the extent that the entities are projected to produce taxable income in the foreseeable future, a deferred tax asset has been recognised. It is assumed that Seardel Group Trading Proprietary Limited (SGT), a wholly-owned subsidiary of Deneb, will mainly comprise of the Group's property investments and therefore the directors are of the view that the deferred tax asset is fully recoverable. The assumption has been applied retrospectively from 31 March 2011. Owner-occupied buildings and investment property

All buildings previously occupied by the apparel manufacturing businesses (discontinued operations), previously disclosed as owner-occupied buildings, have been disclosed as investment properties and the related income shown as revenue from third parties.

Share incentive

With effect from 1 October 2014 the participants of the Seardel Share Incentive Scheme have no further rights under the scheme and all unvested share options issued in terms of the scheme have lapsed. This is as a result of the change in control of the relevant employer company which came about as a result of the internal restructure (refer note 9 below). The Deneb Investments Long Term Incentive Plan was established on 10 October 2014 and adopted by the Company and the employer companies on 13 October 2014. An initial tranche of first allocation Deneb options totalling 22 351 660 have been granted to selected participants who were holders of unvested Seardel share options at 30 September 2014. Accordingly, as the Seardel Share Incentive Scheme liability will be settled through equity of Deneb, the scheme was accounted for as equity settled in the carve-out results of Deneb. The salient terms and conditions relating to the Deneb Investments Long Term Incentive Plan are set out in Annexure 6 of the Deneb Pre-listing Statement.

Discontinued operations

Operations classified as discontinued operations on 30 September 2014 in the consolidated interim financial statements of Seardel consist of the apparel manufacturing businesses which were disposed of to a third party as a going concern. For the purposes of the carve-out results it was assumed that the sale of the apparel businesses took place retrospectively on 31 March 2011. In terms of the disposal agreement the business was sold as a going concern, excluding the trade debtors, trade creditors and provisions. The assets and liabilities, which were excluded in the disposal agreement, have been disclosed as 'Net receivable from discontinued operations' in the carve-out results and measured at the net realisable value on 30 September 2014.

5 CAPITAL EXPENDITURE AND COMMITMENTS

	30 Sep 2014 Capital	30 Sep 201 Capita		30 Sep 2014 Contractual	30 Sep 2013 Contractual
	expenditure	expenditu	re	commitments	commitments
Rand thousands	Unaudited	Unaudite	ed	Unaudited	Unaudited
Investment property	20 721	23 84	44	40 000	-
Land and buildings	436	23	16	-	-
Plant and equipment	31 832	28 36	50	-	600
Intangible assets	9 690	5 06	50	-	-
Total	62 679	57 48	30	40 000	600

The above includes amounts acquired through business combinations (refer to note 6). The capital commitments are expected to be incurred during the remainder of the financial year ended 31 March 2015.

6 BUSINESS COMBINATIONS

Subsidiaries acquired during the six-month period to 30 September 2014

Net profit/
Revenue (loss)
contributed contributed

			% voting		to the	to the
Subsidiary	Acquisition		interest		Group	Group
name	date	Segment	acquired	Description	R'000	R'000
Limtech	1 April 2014	Branded	100	Provider of	4 458	198
Biometric		Product		access security		
Solutions		Distribu-		solutions,		
Proprietary		tion		specialising in		
Limited				biometric		
				fingerprint		
				recognition		
Deneb Invest	1 Aug 2014	Branded	51	Distributor of	1 913	(680)
141 Holdco		Product		stationery		
Proprietary		Distributi	on			
Limited						

Consideration transferred

The following table summarises the consideration paid for the entities and the amount of the assets acquired and liabilities assumed recognised at the acquisition date.

Rand thousands Consideration

Cash
Contingent consideration
1 400
Total consideration
1 400

Recognised amounts of identifiable assets acquired and liabilities assumed:

Rand thousands 355 Property, plant and equipment 752 Inventories Trade and other receivables 744 Cash and cash equivalents 478 Non-current loan (1 316) Trade and other payables 083) Bank overdrafts (69) Total identifiable net assets 139) (2 Minority share Goodwill 3 539 Total consideration 400

7 RELATED PARTIES

The note below is an explanation of transactions and balances with related parties that have significantly changed from note 30 in the carve-out historical financial information in the Pre-listing Statement for the year ended 31 March 2014.

Transactions with Hosken Consolidated Investments Limited (HCI) (ultimate holding company), entities in which HCI has an interest and Sactwu (shareholder in Deneb and HCI)

	Income/(I	Expenses)			
	Transaction	values for	Balances receivable/(owing)		
	the perio	od ending	Balance outsta	anding as at	
	30 Sep 2014	31 March 2014	30 Sep 2014	31 March 2014	
Rand thousands	6 months	12 months	6 months	12 months	
Sactwu - disposal of apparel					
manufacturing operation	4 061	-	74 979	107 588	
Sactwu - loan advance relati	.ng				
to the disposal of the appar	el				
manufacturing operation	_	(957)	-	(30 957)	
HCI loan at prime, repayable	!				
on demand	537	-	69 580	-	
Trade Call Investments Appar	el				

Proprietary Limited (a subsidiary of Sactwu)

(1 810)

Business combinations with related parties

Deneb acquired 100% of the issued share capital of Limited Biometric Solutions Proprietary Limited, which was previously majority owned by HCI, for a purchase price of R1.

Refer to note 6 for further detail on the business combinations.

8 DEFERRED TAXATION

Based on the assumptions as contained in the basis of preparation (refer to note 3), the deferred tax asset in SGT was fully recognised retrospectively from the beginning of the reporting period.

The following table represents a reconciliation between the net deferred tax asset of SGT recognised in the carve-out interim results of Deneb to 30 September 2014 and the net deferred tax asset recognised in the interim results of Seardel to 30 September 2014:

	30 Sep 2014
Rand thousands	Unaudited
Deferred tax asset of SGT as included in the Deneb carve-out	
interim results to 30 September 2014	129 842
Deferred tax asset of SGT as included in the Seardel interim	
results to 30 September 2014	47 180
Estimated tax credit expected to flow through Deneb's statement	
of profit and loss	82 661

It is expected that the recognition of the deferred tax asset will occur within the current financial year.

9 POST PERIOD-END EVENTS

Internal restructure

Deneb was party to an internal restructure on 1 October 2014 in terms of which Deneb acquired Seardel's non-media companies comprising Brits Automotive Systems, Custom Extrusion, Frame Industrials, Gold Reef Speciality Chemicals, Nyenye, Seardel 16, Seardel 17, Seardel Brand ID, Seardel Group Trading, Seartec, Seartec Trading, the Prima Group and Val Hau in exchange for the issue of 539 776 349 ordinary no par value shares.

For the purposes of preparing the carve-out interim accounts to 30 September 2014, the internal restructure is assumed to have occurred at the beginning of the reporting period, being 1 April 2014.

Appointments to the board of Deneb

In addition to the current directors, Stuart Queen (Chief Executive Officer) and Gys Wege (Financial Director) who were both appointed on 21 June 2013, the following members were appointed to the board on 10 October 2014:

John Copelyn Chairman and Non-executive Director
Mohamed Ahmed Lead Independent Non-executive Director

David Duncan Executive Director
Kevin Govender Non-executive Director

Naziema Jappie Independent Non-executive Director

Amon Ntuli Executive Director
Yunis Shaik Non-executive Director

Issue of shares

On 10 November 2014, Deneb issued 18 115 848 shares in exchange for R52.5 million to

ensure that Deneb was appropriately capitalised prior to the unbundling and listing.

Separate listing and unbundling of Deneb

Deneb unbundled and listed on 1 December 2014 on the securities exchange operated by the JSE Limited. The Deneb Pre-listing Statement was published on SENS on

21 November 2014 and is available on Deneb's website, www.deneb.co.za.

Signed for and on behalf of the board in Cape Town on 18 December 2014.

Stuart Queen Gys Wege

Chief Executive Officer Financial Director

COMMENTARY

Deneb listed on the Main Board of the securities exchange operated by the JSE Limited on 1 December 2014 by way of an unbundling from Seardel Investment Corporation Limited (Seardel).

The results presented in this publication are a carve-out of the interim results of Seardel for the six months ended 30 September 2014 published on SENS on 20 November 2014. As the Deneb Group was established following an internal restructure within Seardel, the company did not prepare separate financial statements. These carve-out financial statements aim to provide shareholders with insight into the performance of Deneb on a standalone basis.

FINANCIAL OVERVIEW

Revenue for the six months to September is up 15,4%, with most of the growth coming through the branded product segment. Even though gross profit increased by 6%, Deneb reported reduced operating profits due to a variety of reasons which are better explained in the segmental analysis presented below.

The following general observations on the numbers should be considered:

- 1 The first half of the financial year is traditionally weaker than the second. In a number of the businesses, particularly in the branded product space, increased costs have been incurred in the pursuit of growth. These costs will be better amortised over the full financial year.
- Government incentives are only recognised when they either have been received or when it is certain that they will be received. No incentives were recognised in the first half of the year nor in the comparative period, but it is likely that, as in the past, these incentives will be able to be recognised in the second half of the year.
- 3 Some of the textile manufacturing businesses derive a significant portion of their revenue from public procurement programmes. These businesses experienced delayed tender awards in the first quarter of the financial year which coincided with national general elections. As the operations are fixed costs businesses, reduced revenue has a significant influence on the overall results of these businesses.
- 4 The increased incidences and prolonged nature of industrial action in the economy had a negative effect on a number of the manufacturing businesses.

We are mindful that the Group's manufacturing businesses in particular, operate in a difficult space. Industrial action across the various sectors of the economy cannot be seen as non-recurring events but have become part and parcel of the operating environment. Most of the Group's manufacturing businesses are high volume low margin businesses and any events that disrupt operations, including the recent spate of load shedding, in our own businesses or within our supply or customer base have a negative effect on the results. Having said that, we are working diligently to diversify each of the businesses into other markets and territories so as to be better positioned to

weather these setbacks and are confident that the businesses are incrementally becoming stronger businesses over time. Management will retain its pragmatism and any business that doesn't have reasonable prospects of delivering suitable returns on the shareholder funds invested therein over the medium to long term will be divested of to protect the relatively strong asset base that has been built up over the past few years.

SEGMENTAL RESULTS

Property segment

Revenue increased 15% to R65 million with revenue from external tenants now representing 72% of the total revenue for this segment. Operating profit before finance costs increased by 19% to R44 million, up from R37 million in the prior period.

The Group is currently developing its property in Observatory, Cape Town which is scheduled to be completed early in the new year. This development is currently 61% let and there is good interest in the remaining portion.

The Group also has some owner-occupied and vacant property in Epping, Cape Town which it will be looking to refurbish and develop in the new year. Once completed these properties should add to the revenue and cash- generating ability of the property segment. Branded product segment

The branded product segment recorded revenue growth of 51% to R632 million. The revenue growth is mainly as a result of:

- the launch of Microsoft's XBox One;
- the acquisition, by Prima Interactive, of the distribution rights for Electronic Arts games; and
- the acquisition, by Brand ID, of the distribution rights for a number of sporting brands, most notably Canterbury, Mizuno, Skins, Dunlop and Slazenger.

Despite the pleasing revenue growth, operating profit before finance costs declined from R15 million in the prior period to R2 million in the current period. The decline in profitability is due to the performance of Seartec, which is predominantly a distributor of the Sharp range of office automation products and calculators. We identified Seartec as a business that has underperformed on its potential and thus made a decision to invest heavily into the management structures, facilities and IT infrastructure of the business. The underlying performance of this business is largely on track with expectations with revenue and gross margins slightly up on the prior year, but the incremental costs resulted in profitability dropping off. We only expect the benefit of these extra costs to be fully evident over the next few financial years. It should be noted that the first half of the financial year in this segment has historically been weaker than the second half. The extra costs associated with investments into Seartec and the acquisition of the additional distribution rights should be better amortised over the full-year revenues.

Textile segment

Trading conditions for the businesses within this sector were tough throughout the current financial period. The extended industrial action which took place in our customer and supplier bases, compounded by shorter industrial action in one of our own businesses, coupled with a reduction in government tender awards around general election time, saw revenue drop by 16% to R334 million. The turnover decline resulted in an operating loss of R12 million which was down from a R11 million profit in the prior period. Most of the losses were recorded in the first quarter of the financial year with the performances stabilising from that point on.

Industrial segment

The performance of the industrial segment is a reflection of the tough environment that the manufacturing businesses faced in the period under review.

Revenue grew by 5% to R226 million, although this was entirely due to the acquisition of the Custom Bulk Bag business not being effective for the full six months in the

comparative period. Operating profit declined from R15 million in the prior period to R10 million in the period under review. This decline was as a result of industrial action in the automotive sector from which one of our businesses derives the majority of its revenue and the industrial action which took place in our own Polypropylene business.

On behalf of the board in Cape Town on 18 December 2014

Stuart Queen Gys Wege

Chief Executive Officer Financial Director

CORPORATE INFORMATION

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The company's shares are listed under the Financial Services - Speciality Finance sector.

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