

Rex Trueform Group Limited

(Incorporated in the Republic of South Africa - Registration Number: 1937/009839/06)

JSE share codes: RTO - RTN - RTOP

ISIN: ZAE000250387 – ZAE000250395 – ZAE000250403

("Rex Trueform" or "the company" or "the group")



REX TRUEFORM
GROUP LIMITED

REVIEWED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS for the year ended 30 June 2023

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	%	Notes	Year ended 30 June 2023 Reviewed R'000	Year ended 30 June 2022 Audited Restated* R'000
CONTINUING OPERATIONS				
Revenue	35.1%		899,282	665,668
Retail sales	20.2%	4	719,620	598,839
Cost of sales			<u>(365,199)</u>	<u>(271,167)</u>
Gross profit	8.2%		354,421	327,672
Other revenue	168.8%	4	179,662	66,829
Other operating costs	28.2%		<u>(394,494)</u>	<u>(307,797)</u>
Operating profit	61.0%		139,589	86,704
Finance income			33,369	24,766
Finance costs			<u>(47,328)</u>	<u>(31,800)</u>
Impairment losses on financial assets			<u>(2,883)</u>	<u>(113)</u>
Bargain purchase gain		15	-	6,687
Share of (loss) / profit of associate		10	<u>(4,256)</u>	<u>(4,269)</u>
Profit before tax	44.5%		118,491	81,975
Income tax expense			<u>(32,657)</u>	<u>(26,260)</u>
Profit for the period from continuing operations			85,834	55,715
DISCONTINUED OPERATIONS				
Loss for the period from discontinued operations			-	(93)
Profit for the period	54.3%		85,834	55,622
Other comprehensive income:				
Items that will not be reclassified to profit or loss				
Gain on post-retirement defined benefit plan			(146)	135
Fair value adjustment on assets held at fair value through other comprehensive income			<u>(4,140)</u>	-
Items that are or may be subsequently reclassified to profit or loss				
Fair value adjustment on assets held at fair value through other comprehensive income			-	876
Other comprehensive (loss)/ income for the period, net of taxation			<u>(4,286)</u>	1,011
Total comprehensive income for the period			81,548	56,633
Profit/ (Loss) attributable to:				
Continuing operations:				
Equity holders			85,656	59,450
Non-controlling interest			178	(3,735)
Discontinued operations				
Equity holders			-	(93)
Non-controlling interest			-	-
Profit for the period			85,834	55,622
Total comprehensive income attributable to:				
Ordinary and "N" ordinary shareholders of the parent			81,370	60,462
Non-controlling interest			178	(3,735)
Total comprehensive income for the period			81,548	56,633

*Measurement period adjustment - during the current year, the comparative information for June 2022 was retrospectively adjusted in the process of finalising the accounting for the business combination. Refer to note 15 for further disclosures.

Basic earnings per ordinary share (cents)	39.8%	5	394.8	282.4
Headline earnings per ordinary share (cents)	52.2%	5	399.4	262.5
Diluted earnings per ordinary share (cents)	39.8%	5	394.8	282.4
Diluted headline earnings per ordinary share (cents)	52.7%	5	399.4	261.6

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

		Year ended 30 June 2023 Reviewed	As at 30 June 2022 Audited Restated*
	Notes	R'000	R'000
ASSETS			
Non-current assets			
Property, plant and equipment	6	852,944	560,339
Investment property	7	151,626	64,989
Intangible assets	8	253,433	58,684
Right-of-use asset	9	28,708	31,660
Investment in associate	10	189,881	182,093
Other investments		202,133	172,675
Loans receivable	11	11,830	17,112
Deferred tax asset		6,561	25,264
		8,772	7,862
Current assets			
Inventories	12	244,215	267,056
Trade and other receivables		152,024	124,960
Forward exchange contracts		37,591	32,404
Income tax receivable		712	788
Accrued operating lease asset		1,032	17,676
Cash and cash equivalents		2,408	567
		50,448	90,661
Total assets		1,097,159	827,395
EQUITY AND LIABILITIES			
Capital and reserves			
Ordinary share capital		450,780	357,245
Preference share capital		19,912	19,912
Share premium		280	280
Share-based payment reserve		25,836	25,836
Other reserves		5,254	5,254
Retained earnings		(567)	(9,052)
Non-controlling interest		372,368	286,730
		27,697	28,285
Non-current liabilities			
Lease Liability	13	461,106	305,665
Post-retirement liability		169,160	190,230
Interest-bearing borrowings	14	81	9
Provisions		276,195	89,792
Deferred tax liability		4,961	14,294
		10,709	11,340
Current liabilities			
Lease liability	13	185,273	164,485
Trade and other payables		53,307	52,097
Provisions		94,143	89,237
Interest-bearing borrowings	14	16,730	23,151
Income tax payable		19,027	-
		2,066	-
Total equity and liabilities		1,097,159	827,395

*Measurement period adjustment - during the current year, the comparative information for June 2022 was retrospectively adjusted in the process of finalising the accounting for the business combination. Refer to note 15 for further disclosures.

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

		Year ended 30 June 2023 Reviewed R'000	Year ended 30 June 2022 Audited R'000
Cash flows from operating activities			
Operating profit before working capital changes*	19	201,557	163,463
Working capital changes	19	(37,020)	(49,291)
Interest received		4,776	6,810
Interest paid		(35,361)	(23,581)
Dividends paid		(17)	(17)
Dividends received		382	1,493
Income tax paid		(14,345)	(33,261)
Net cash inflows from operating activities		119,972	65,616
Cash flows from investing activities			
Additions to property, plant, equipment	6	(113,470)	(13,028)
Additions to investment property	7	(89,109)	(231)
Additions to intangible assets		(2,501)	(60)
Proceeds from disposal of property, plant and equipment		66	315
Loans advanced		(981)	(21,243)
Loans repaid		-	553
Other investments		-	(14,103)
Cash payment to acquire interest in associate	10	(5,924)	-
Business combination, net of cash acquired	15	-	17,821
Asset acquisition, net of cash acquired	16	221	-
Net cash outflows from investing activities		(211,698)	(29,976)
Cash flows from financing activities			
Lease liabilities repaid	13	(57,035)	(55,543)
Loan received	14	109,500	-
Loan repaid	14	(952)	-
Net cash outflows from financing activities		51,513	(55,543)
Net increase in cash and cash equivalents		(40,213)	(19,903)
Cash and cash equivalents at the beginning of the period		90,661	110,564
Cash and cash equivalents at the end of the period		50,448	90,661

*Measurement period adjustment - during the current year, the comparative information for June 2022 was retrospectively adjusted in the process of finalising the accounting for the business combination. Refer to note 15 for further disclosures.

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

		Year ended 30 June 2023 Reviewed R'000	Year ended 30 June 2022 Audited Restated* R'000
Share capital		20,192	20,192
Opening balance		20,192	5,619
Shares issued		-	14,573
Share premium		25,836	25,836
Opening balance		25,836	25,836
Treasury shares		-	-
Opening balance		-	(714)
Delivery of treasury shares		-	714
Share-based payment and other reserves		4,687	(3,798)
Opening balance		(3,798)	9,048
Gain on post-retirement defined benefit plans		(147)	135
Delivery of treasury shares		-	(714)
Equity-settled share-based payment		-	(372)
Put option liability	15	12,772	(12,772)
Fair value adjustment on assets held at fair value through other comprehensive income		(4,140)	877
Retained earnings		372,368	286,730
Opening balance		286,730	226,515
Profit for the period		85,655	59,357
Preference dividends paid		(17)	(17)
Equity-settled share-based payment		-	875
Non-controlling interest		27,697	28,285
Opening balance		28,285	10,891
Loss for the period		178	(3,735)
Acquisition of investment		(766)	21,129
Total capital and reserves		450,780	357,245

*Measurement period adjustment - during the current year, the comparative information for June 2022 was retrospectively adjusted in the process of finalising the accounting for the business combination. Refer to note 15 for further disclosures.

SUMMARY OF RELATED PARTY BALANCES AND TRANSACTIONS

	Year ended 30 June 2023 Reviewed R'000	Year ended 30 June 2022 Audited R'000
Related party transactions during the period were as follows:		
Goods purchased		
- Tru-Fi Electronics S A Proprietary Limited ²	56	3
Media and broadcasting income		
- Media Cloud Proprietary Limited ²	534	204
- Media Host Proprietary Limited ⁴	663	206
- Red Pepper Pictures Proprietary Limited ⁴	-	40
- Telelet Proprietary Limited ⁴	185	-
- Rentals and Workflows Proprietary Limited ⁴	218	35
- The Horse Racing Channel Proprietary Limited ⁴	112	173
Management and administration fees received		
- SA Water Works Holding Company (RF) Proprietary Limited ¹	2,959	2,953
Management and administration fees paid		
- Geomer Managerial Services Proprietary Limited ²	7,965	2,646
Finance income		
- African and Overseas Enterprises Limited ³	595	350
Dividend income		
- Texton Property Fund Limited ¹	308	1,446
Accrued dividends on loan to associate		
- SA Water Works Holding Company (RF) Proprietary Limited ¹	27,790	19,779
Related party balances during the period were as follows:		
Loans receivable		
- African and Overseas Enterprises Limited ³	6,473	4,984
- SA Water Works Holding Company (RF) Proprietary Limited ¹	197,469	158,580
Loans payable		
- Telelet Proprietary Limited ⁶	-	3

¹ Associate company

² Indirectly controlled by MA Golding

³ Holding company

⁴ Customer of Telemedia Proprietary Limited

⁵ Supplier of goods to Telemedia Proprietary Limited

⁶ Leases property to Telemedia Proprietary Limited

DIRECTORS' REMUNERATION

Directors' fees	1,074	1,023
Fees for other services	342	326
Basic salary	1,510	1,438
Performance related payments	260	125
Share-based payment	-	766
Value of other benefits	60	65
Retirement fund contributions	68	62
	3,314	3,805

GROUP SEGMENTAL REPORTING

	Year ended 30 June 2023 Reviewed R'000	Year ended 30 June 2022 Audited R'000
Revenue		
Retail	708,489	598,161
Retail sales	708,013	597,374
Retail sales - inter-segment	237	151
Management fee income - inter-segment	239	636
Property	70,286	33,326
Rental income - External	43,302	20,383
Rental income - Inter-segment	7,663	7,229
Tenant recoveries - External	17,630	4,490
Tenant recoveries - Inter-segment	1,691	1,224
Media and broadcasting	126,917	38,963
Retail sales - External	11,604	1,464
Media and broadcasting income - External	115,113	37,499
Profit on sale of property - External	200	-
Water infrastructure	2,362	2,240
Management fee income - External	2,325	2,199
Dividend income - External	37	41
Group Services	15,508	19,421
Management fee income - External	713	119
Management fee income - Inter-segment	5,950	4,839
Dividend income - External	345	1,452
Dividend income - Inter-segment	8,500	13,000
Profit on sale of property - External	-	11
Inter-segment eliminations	(24,280)	(26,443)
Total group revenue	899,282	665,668

GROUP SEGMENTAL REPORTING

	Year ended 30 June 2023 Reviewed R'000	Year ended 30 June 2022 Audited Restated R'000
Segment operating profit / (loss)		
Retail	95,923	85,949
Property	31,294	15,640
Media and broadcasting	21,790	878
Water infrastructure	(139)	(11,223)
Group services*	(783)	(4,540)
Inter-segment eliminations	(8,496)	-
Total group operating profit	139,589	86,704
Segment net profit / (loss) after tax		
Retail	58,071	46,179
Property	14,659	11,390
Media and broadcasting	14,211	10,960
Water infrastructure	1,459	(11,034)
Group services*	5,930	(1,873)
Inter-segment eliminations	(8,496)	-
Total group net profit after tax	85,834	55,622
Depreciation, amortisation and impairment		
Retail	72,279	70,748
Property	6,026	2,819
Media and broadcasting	12,750	4,200
Group services*	22	-
Total group depreciation and amortisation	91,077	77,767
Impairment of financial assets		
Media and broadcasting	2,883	113
Total group impairment	2,883	113
Segment assets		
Retail	482,126	406,316
Property	343,154	72,121
Media and broadcasting	111,580	87,397
Water infrastructure	186,884	172,693
Group services*	149,293	170,771
Inter-segment eliminations	(175,878)	(81,903)
Total group assets	1,097,159	827,395
Segment liabilities		
Retail	317,355	295,104
Property	247,966	7,650
Media and broadcasting	34,853	40,096
Water infrastructure	180,738	158,524
Group services*	23,885	38,022
Inter-segment eliminations	(158,418)	(69,246)
Total group liabilities	646,379	470,150
Capital expenditure		
Retail	45,769	12,685
Property	155,202	322
Media and broadcasting	4,109	312
Total group capital expenditure	205,080	13,319

* Group services include corporate costs.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1 Basis of preparation

The condensed consolidated financial statements are prepared in accordance with the requirements of the JSE Limited Listings Requirements for provisional reports and the requirements of the South African Companies Act, 71 of 2008. The Listings Requirements require provisional reports to be prepared in accordance with the framework concepts and the measurement and recognition requirements of International Financial Reporting Standards (IFRS), the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council 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 and are consistent with those applied in the preparation of the previous consolidated annual financial statements, except where the Group has applied new accounting policies or adopted new standards effective for year-ends starting on or after 1 January 2022.

Various revised accounting standards became effective during the year, but their implementation had no significant impact on the results of either the current or the previous year. The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

2 Reviewed financial results

The preparation of the condensed consolidated financial statements for the year ended 30 June 2023 have been supervised by the Chief Financial Officer (CFO), Mr D Franklin, CA(SA), and these condensed consolidated financial statements for the year ended 30 June 2023 have been reviewed by PricewaterhouseCoopers Inc., who expressed an unmodified review conclusion thereon. The review was performed in accordance with ISRE 2410: Review of Interim Financial Information Performed by the Independent Auditor of the Entity.

3 Dividends

	Year ended 30 June 2023 Reviewed R'000	Year ended 30 June 2022 Audited R'000
Details of dividends paid are as follows:		
Dividend paid in respect of the ordinary shares	-	-
Dividend paid in respect of the "N" ordinary shares	-	-
Dividend paid on 6% cumulative preference shares	17	17
	<u>17</u>	<u>17</u>

Dividends continued

A dividend on the 6% cumulative preference shares for the year ended 30 June 2023 in the amount of 6 cents per share was declared by the board of directors and was paid on 23 January 2023 and 7 August 2023. The directors have not proposed a dividend in respect of the ordinary and 'N' ordinary shares.

4 Revenue

	Year ended 30 June 2023 Reviewed R'000	Year ended 30 June 2022 Audited R'000
Revenue from contracts with customers		
Retail sales	719,620	598,838
Management fee income	3,038	2,954
Media and broadcasting income	115,110	37,499
Tenant recoveries	17,630	4,490
Profit on sale of property	200	11
	<u>855,598</u>	<u>643,792</u>
Timing of revenue recognition:		
Products transferred at a point in time	719,820	598,849
Recognised over the period services are rendered	135,778	44,943
	<u>855,598</u>	<u>643,792</u>
Revenue per geographical region:		
South Africa	825,425	639,012
Rest of Africa	19,286	3,004
Asia	5,127	622
Europe	3,684	623
North America	1,871	531
Australia	205	-
	<u>855,598</u>	<u>643,792</u>
Revenue from lease agreements – IFRS 16		
Rental income	43,302	20,383
	<u>43,302</u>	<u>20,383</u>
Revenue other than from contracts with customers		
Dividends received	382	1,493
	<u>382</u>	<u>1,493</u>
Total revenue	<u>899,282</u>	<u>665,668</u>
Shown as:		
Retail sales	719,620	598,839
Other revenue	179,662	66,828
	<u>899,282</u>	<u>665,668</u>

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

5 Earnings per share

	Year ended 30 June 2023 Reviewed R'000	Year ended 30 June 2022 Audited Restated R'000
Reconciliation of headline earnings		
Profit Attributable to Equity holders	85,656	59,450
Adjusted for:		
Preference dividends attributable to preference shareholders	(17)	(17)
Loss from disposal of property, plant and equipment, net of taxation	873	2,187
Impairment on right-of-use asset	-	222
Bargain purchase gain	-	(6,687)
Non-headline earnings items included in earnings from associate	122	-
Profit from disposal of property, plant and equipment, net of taxation	122	-
Headline earnings	<u>86,634</u>	<u>55,155</u>
Number of equity shares in issue (000's)	21,691	21,691
Weighted average number of equity shares on which earnings per share is based (000's)	21,691	21,047
Weighted average number of equity shares on which diluted earnings per share is based (000's)	21,691	21,047
Issued shares net of treasury shares at beginning of year	21,047	20,760
Weighted average number of shares issued and repurchased during the reporting period	644	287
Weighted average number of ordinary and "N" ordinary shares in issue	<u>21,691</u>	<u>21,047</u>
Weighted average number of ordinary and "N" ordinary shares in issue	21,691	21,047
Dilutive effect of share options	-	-
Weighted average number of diluted ordinary and "N" ordinary shares	<u>21,691</u>	<u>21,047</u>
Basic earnings per ordinary share (cents)	394.8	282.4
Headline earnings per ordinary share (cents)	399.4	262.5
Diluted earnings per ordinary share (cents)	394.8	282.4
Diluted headline earnings per ordinary share (cents)	399.4	261.6

6 Property, Plant and Equipment

	Year ended 30 June 2023 Reviewed R'000	Year ended 30 June 2022 Audited Restated R'000
Carrying value at the beginning of the period	64,989	43,284
Additions	113,470	13,028
Additions through business combination	-	28,245
Transfer to investment property	(4,906)	-
Depreciation charge for the period	(20,230)	(16,287)
Disposals	(1,697)	(3,281)
Carrying value at the end of the period	<u>151,626</u>	<u>64,989</u>

The group acquired a property situated at 27 Losack Avenue, Epping, Cape Town for an acquisition consideration amounting to R65m excluding transaction costs. The acquisition consideration was paid on the effective date and was funded by a cash consideration of R20.9m and a R44.1m loan from a bank against security of the registration of a first mortgage bond over the Property. The effective date and date of transfer was 28 February 2023.

The remaining acquisitions relate to the normal operations of the group.

Property, plant and equipment were remeasured for the period ended 30 June 2022 - Refer to note 15.

7 Investment Property

	Year ended 30 June 2023 Reviewed R'000	Year ended 30 June 2022 Audited R'000
Carrying value at the beginning of the period	58,684	60,829
Additions	89,109	231
Addition through Asset Acquisition	106,014	-
Transfer from property, plant and equipment	4,906	-
Depreciation charge for the period	(5,280)	(2,376)
Carrying value at the end of the period	<u>253,433</u>	<u>58,684</u>

The group acquired a property situated at 5 Fitzmaurice Road, Epping, Cape Town for an acquisition consideration amounting to R85m, excluding transactions costs. The acquisition consideration was paid on the effective date and was funded by a loan provided by Rex Trueform Group Limited to Belper Investments Proprietary Limited before the acquisition transaction in the 2022 financial year of R20.5m and a R64.5m loan from a bank against security of the registration of a first mortgage bond over the property. The effective date and date of transfer was 7 October 2022.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Investment Property continued

Through the asset acquisition of Belper Investments, five (5) industrial properties located in Epping, Cape Town, for a total consideration of R104.2m excluding transactions costs, were acquired effective 3 August 2022. The purchase of these properties were financed through a loan provided by Rex Trueform to Belper Investments, in the 2022 financial year before conclusion of the asset acquisition transaction, of R19.4m and R84.8m loan from a bank against security of the registration of a first mortgage bond over the properties. Refer to note 16.

On 30 June 2023, Queenspark moved its distribution and warehouse facilities from the property located in Wynberg, Cape Town to 27 Losack Avenue, Epping, Cape Town. The Wynberg property was therefore transferred from property, plant and equipment to investment property as from this date.

8 Intangible Assets

	Year ended 30 June 2023 Reviewed R'000	Year ended 30 June 2022 Audited Restated R'000
Carrying value at the beginning of the period	31,660	14,924
Additions	2,501	60
Additions through business combination	-	22,429
Amortisation charge for the period	(5,453)	(5,683)
Disposals for the period	-	(70)
Carrying value at the end of the period	<u>28,708</u>	<u>31,660</u>

Intangible assets were remeasured for the period ended 30 June 2022 - Refer to note 15.

9 Right-of-use asset

	Year ended 30 June 2023 Reviewed R'000	Year ended 30 June 2022 Audited R'000
Carrying value at the beginning of the period	182,093	182,749
Additions	67,447	34,446
Additions through business combination	-	31,472
Landlord contributions	(490)	(56)
Lease modifications	946	(13,099)
Depreciation charge for the period	(60,115)	(53,111)
Impairment charge for the period	-	(308)
Carrying value at the end of the period	<u>189,881</u>	<u>182,093</u>
Retail segment - fixed term store leases - depreciated over 1 to 10 years	161,650	151,974
Media and broadcasting segment facilities - depreciated over 7 to 8 years	26,187	30,119
Property segment facilities - depreciated over 5 to 6 years	2,044	-
	<u>189,881</u>	<u>182,093</u>

10 Investment in associate

SA Water Works Holding Company (RF) Proprietary Limited

The group's investment in associate consists of a 30.79% (2022: 30.79%) controlled interest in SA Water Works Holding Company (RF) Proprietary Limited ("SAWW") which is held via a 52% controlled subsidiary, Ombrecorp Trading (RF) Proprietary Limited ("Ombrecorp"). The group's effective interest in SAWW is 16.01% (2022: 16.01%). SAWW's investments consist of entities which provide water and water services to the City of Mbombela and Illembembe District municipalities.

Ombrecorp received loan funding from 27four Life for the sole purpose of acquiring the group's 30.79% interest in SAWW. Rex Trueform's shares in Ombrecorp, Ombrecorp's shares in SAWW and Ombrecorp's bank account have been ceded and pledged in favour of 27four Life until such time as the loan has been fully settled.

Ombrecorp provided shareholder funding to SAWW in order to invest in the underlying subsidiaries which conducts business in the water utility sector in accordance with water concession agreements concluded with the relevant municipalities. The shareholder funding is unsecured, bears interest at prime plus 5% and is repayable out of profits and cash available for distribution. All shareholder loan repayments are subject to 75% shareholder approval. The loan to associate has accordingly been classified as an equity instrument.

Program Buyer Limited

The group acquired 20.83% of the share capital of Program Buyer Limited ("Program Buyer") during June 2023 for R5.9m via a controlled subsidiary, Telemedia Proprietary Limited ("Telemedia"). Rex Trueform Group Limited owns 63.71% of the issued share capital of Telemedia.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Investment in associate continued

	Year ended 30 June 2023 Reviewed R'000	Year ended 30 June 2022 Audited R'000
Interest in associate - SAWW	196,274	172,675
Carrying value at the beginning of the period	14,095	18,364
Share of loss of associate	(4,191)	(4,269)
Carrying value at the end of the period	<u>9,904</u>	<u>14,095</u>
Loan to associate at the beginning of the period	158,580	151,717
- Capital	125,000	125,000
- Fair value movement on loan receivable	(11,100)	-
- Accrued dividends	44,680	26,717
Accrued dividends repaid during the period	-	(1,815)
Accrued dividends recognised during the period	27,790	19,778
Fair value movement of loan during the year	-	(11,100)
Loan to associate at the end of the period	<u>186,370</u>	<u>158,580</u>
- Capital	125,000	125,000
- Fair value movement on loan receivable	(11,100)	(11,100)
- Accrued dividends	<u>72,470</u>	<u>44,680</u>

Fair value assessment and significant judgements

Management's assessment of the future expected cash flows of the underlying operating subsidiaries (Siza Water and Silulumanzi), in the form of dividend distributions was used to assess the recoverability of the investment, including the shareholder funding provided. The fair value assessment was done for the remaining concession term for each of the operating subsidiaries.

Based on management's assessment of expected cash flows of the operating subsidiaries, as well as the probability factors of these possible legal outcome (being probable, possible or remote), on a probability weighted scenario analysis, management concluded that no additional fair value adjustment is required in the current year (2022: R11.1m).

In the previous financial statements, reference was made to impairment which has subsequently been updated to refer to the fair value adjustment, to align with the nature and classification of the equity financial instrument.

Interest in associate - Program Buyer

	Year ended 30 June 2023 Reviewed R'000	Year ended 30 June 2022 Audited R'000
Carrying value at the beginning of the period	-	-
Increase in investment at cost	5,924	-
Share of loss of associate	(65)	-
Carrying value at the end of the period	<u>5,859</u>	<u>-</u>
Shown as:		
Non-current assets	<u>202,133</u>	<u>172,675</u>

11 Loans Receivable

	Year ended 30 June 2023 Reviewed R'000	Year ended 30 June 2022 Audited R'000
Loans receivable comprise the following balances		
Loans to Belper Investments	-	20,280
Loans to holding company	6,473	4,984
Loans to other group companies	88	-
	<u>6,561</u>	<u>25,264</u>

The company advanced an amount to Belper Investments to acquire a portfolio of properties in Epping, Cape Town. On 3 August 2022 Rex Trueform became the holder of 51% of the entire issued share capital of Belper Investments. Refer to SENS dated 21 April 2022 and 3 August 2022. The loan facility bears interest at prime plus 1% and is repayable on the second and third anniversaries of the loan. The capital shall be repaid by the third anniversary of the loan, being 3 August 2025 and is therefore considered to be long term in nature.

The group provided financial assistance to its holding company in the form of loan facility of R14m. The loan is unsecured and bears interest at the prime rate of interest. The loan is repayable by June 2024, being the fifth anniversary of the signature date of the loan, and is therefore considered to be of a long-term nature.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

12 Inventory

	Year ended 30 June 2023 Reviewed R'000	Year ended 30 June 2022 Audited R'000
Inventories at cost	165,049	135,136
Provision for net realisable value	(13,025)	(10,176)
	<u>152,024</u>	<u>124,960</u>
Provision for net realisable value as percentage of inventory	%	%
	(7.9)	(7.5)

As at 30 June 2023 the net realisable value provision was 7.9% of gross cost of inventory compared to 7.5% at the end of the previous financial year. The provision takes into account historic sales information, seasonality of inventory, customer preferences and gross profit margins. Management continues to monitor the impact of seasonality on the net realisable value provision and future buying plans of inventory will be adjusted as necessary.

13 Lease liability

	Year ended 30 June 2023 Reviewed R'000	Year ended 30 June 2022 Audited R'000
Balance at the beginning of the period	242,327	260,929
New leases	66,006	33,362
Additions through business combination	-	31,472
Lease modifications	(28,943)	(27,931)
Finance cost	20,647	22,533
Finance cost paid	(20,535)	(22,495)
Capital repaid	(57,035)	(55,543)
Balance at the end of the period	<u>222,467</u>	<u>242,327</u>
Included in Non-current liabilities	169,160	190,230
Included in Current liabilities	53,307	52,097
	<u>222,467</u>	<u>242,327</u>
Fixed-term store leases	191,689	211,543
Media and broadcasting facilities	28,599	30,784
Property segment	2,179	-
	<u>222,467</u>	<u>242,327</u>

Lease liabilities bear interest at rates from 7.00% to 11.25% and are repayable from 2024 to 2032 including renewal periods where applicable.

14 Interest-bearing borrowings

	Year ended 30 June 2023 Reviewed R'000	Year ended 30 June 2022 Audited R'000
Secured loans to finance purchase of properties		
Balance at the beginning of the period	-	-
Loans received during the period	109,500	-
Additions through asset acquisition	85,650	-
Interest accrued during the period	14,202	-
Interest payments during the period	(14,202)	-
Capital repayments during the period	(952)	-
Balance at the end of the period	<u>194,198</u>	<u>-</u>

The secured loans bears interest at the 3 month Jibar interest rate plus 2.3% to 2.8% (between 8.713% and 10.015%) and are repayable over 5 years.

Secured loan to finance investment in associate

Balance at the beginning of the period	89,792	82,067
Interest accrued during the year	11,232	7,726
Balance at the end of the period	<u>101,024</u>	<u>89,793</u>

Ombrecorp received loan funding from 27four Life for the sole purpose of acquiring the groups 30% interest in SAWW, refer to note 10. The loan bears interest at the 6 month Jibar interest rate plus 5% and is repayable on or before 28 February 2029. As at 30 June 2023, the loan is not repayable within 12 months and is therefore long-term in nature.

Interest bearing borrowings - Non-current	276,195	89,793
Interest bearing borrowings - Current	19,027	-
	<u>295,222</u>	<u>89,793</u>

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

15 Business Combination: Acquisition of Telemedia Proprietary Limited

In November 2020, the company together with its holding company, African and Overseas Enterprises Limited, entered into a sale of shares agreement subject to certain suspensive conditions, to acquire 75% of Telemedia Proprietary Limited for a consideration of R67.5m to be settled in cash and shares, with the company acquiring a 63.71% interest for a consideration of R57.5m. All suspensive conditions were met on 1 March 2022, being the effective date of the acquisition.

Telemedia is a broad-based media broadcast facility manufacturer and supplier. Telemedia's services include the installation of satellite transmission and radio and television signal distribution. In addition, Telemedia is a supplier of microwave and satellite news gathering services including broadcasting, studio recording and services ancillary thereto. Refer to SENS dated 13 November 2020. Details of the purchase consideration and the net assets acquired are as follows:

Payment of the purchase consideration

An initial purchase consideration of R30m comprising the issue of 857,212 new ordinary shares by the company at an issue price of R18 per share (R15.4m), a cash payment of R4.6m and the issue of 368,750 new ordinary shares by African and Overseas Enterprises Limited, was made.

The balance of the purchase consideration, being R37.5m, shall be discharged by the company in cash should the profit undertakings given by the sellers for the financial years ending 30 June 2021, 30 June 2022 and 30 June 2023 be cumulatively met on a 20%, 20% and 60% basis. Should the cumulative profit undertaking given by the sellers not be achieved by 30 June 2023, the balance of the purchase consideration shall be reduced pro rata by the shortfall of actual profits to warranted profits, provided that the reduction cannot reduce the balance of the purchase consideration to below zero.

Issue of ordinary shares and share price underpin

The fair value of the ordinary shares (857,212) issued as part of the consideration paid amounting to R14.6m was based on the published share price on 1 March 2022 of R17 per share. In terms of the sale and purchase agreement, Rex Trueform undertook to underpin the share price at R18 per share for 12 months from the effective date of the transaction giving rise to a contingent consideration of R0.8m.

Furthermore, the company and its holding company undertook to guarantee the repurchase of the shares in the event that a buyer of the ordinary shares cannot be found or the company and its holding company fail to provide the necessary consent for the sale. The guarantee gave rise to a put option liability of R12.8m in the company. On 1 July 2022 the company was relinquished from its undertaking to underpin the share price and its option to purchase the ordinary shares. The financial liability was therefore reversed on 1 July 2022.

Significant estimate: contingent consideration - profit warranties

Cumulative profit undertakings given by the sellers for the period 1 March 2020 to 30 June 2023 amounted to R78.7m. As at 30 June 2023, it was management's view that Telemedia will achieve R48.4m in profits for the warranty period. As a result, the fair value of the contingent consideration payable at acquisition date was estimated to be R10.4m.

The contingent consideration in respect of the share price underpin was unwound and the profit warranty was determined by calculating the present value of future cash flows using a discount rate of 7.5%. The contingent consideration is expected to be settled within 6 months of the financial year ended, 30 June 2023.

	Year ended 30 June 2023 Reviewed R'000	Year ended 30 June 2022 Audited R'000
Contingent Consideration		
Opening balance	13,337	-
Additions through business combination	-	11,220
Change in fair value of contingent consideration	(4,628)	1,800
Finance cost on contingent consideration	812	317
	<u>9,521</u>	<u>13,337</u>
Put Option Liability		
Opening balance	12,772	-
Movement in other reserves	(12,772)	12,772
	<u>-</u>	<u>12,772</u>

Fair values of net assets acquired

At the time of authorisation and publication of the 2022 annual financial statements, the group had not yet concluded the fair values of the identifiable assets and liabilities acquired and these were therefore disclosed as provisional fair values. During the year, the information pertaining to the fair value of the property, plant and equipment and intangible assets were finalised and the following measurement period adjustments were recorded. Remeasurements were made to the fair value recognised in respect of teleport satellite equipment of R21.0 million, marketing-related intangible assets of R4.2 million, and contractual and non-contractual client relationship intangible assets of R18.2 million.

	Year ended 30 June 2022 Audited R'000
Purchase consideration:	
Cash paid	4,614
Ordinary shares issued	14,573
Contingent consideration - share price underpin	797
Contingent consideration - profit warranties	10,424
Total purchase consideration	<u>30,408</u>

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Business Combination: Acquisition of Telemedia Proprietary Limited continued

	Year ended 30 June 2022 Audited R'000	Measurement Period Adjustments* Reviewed R'000	Year ended 30 June 2022 Reviewed R'000
Property, plant and equipment	7,243	21,002	28,245
Intangible assets	-	22,429	22,429
Right-of-use asset	31,472	-	31,472
Loans to group companies	4	-	4
Trade and other receivables	6,845	-	6,845
Cash and cash equivalents	22,435	-	22,435
Lease liability	(31,472)	-	(31,472)
Current tax payable	(1,051)	-	(1,051)
Deferred tax	(380)	(11,702)	(12,082)
Trade and other payables	(1,748)	-	(1,748)
Provisions	(1,076)	-	(1,076)
Income received in advance	(5,776)	-	(5,776)
Net identifiable assets acquired	26,496	31,729	58,225
Less: non-controlling interests	(9,615)	(11,515)	(21,130)
Add: goodwill	13,527	(13,527)	-
Less: gain on bargain purchase	-	(6,687)	(6,687)
Net assets acquired	30,408	-	30,408

*Measurement period adjustments - during the current year, the comparative information for June 2022 was retrospectively adjusted to recognise:

- (1) The fair value adjustment on teleport satellite equipment was finalised, which resulted in an increase in property, plant and equipment, and an increase in the deferred tax liability.
- (2) The marketing-related and client relationship assets were identified and recognised as attributable to the purchase of Telemedia, which resulted in an increase in intangible assets and an increase in the deferred tax liability.
- (3) These adjustments resulted in the derecognition of goodwill and the recognition of a gain on bargain purchase. The gain on bargain purchase is largely attributable to the finalisation of the fair values of identifiable assets which increased as a result of the measurement period adjustment which was determined post the agreement of the purchase price.

Impact of measurement period adjustment on statement of profit or loss and other comprehensive income:

	Year ended 30 June 2022 Audited R'000	Measurement Period Adjustments* Reviewed R'000	Year ended 30 June 2022 Reviewed R'000
Other operating costs	(305,590)	(2,114)	(307,704)
Bargain purchase gain	-	6,687	6,687
Income tax expense	(26,832)	572	(26,260)
Non-controlling interest	(3,141)	(594)	(3,735)

Acquired receivables

The amortised cost of acquired trade receivables is R6.8m which approximates its fair value. The gross contractual amount for trade receivables due is R12.4m with a loss allowance of R5.5m.

	Year ended 30 June 2022 Audited R'000
Purchase consideration – cash outflow at acquisition date	
Outflow of cash to acquire subsidiary, net of cash acquired	
Cash consideration	4,614
Less: Cash balances acquired	(22,435)
Net inflow of cash – investing activities	(17,821)

Acquisition-related costs

Acquisition-related costs of R1.9m that were not directly attributable to the issue of shares are included in administrative expenses in the statement of profit or loss and in operating cash flows in the statement of cash flows in the 2022 financial year. R1.6m was paid directly to Geomer Investments Proprietary Limited.

16 Asset Acquisition: Investment in Belper Investments Proprietary Limited

On 3 August 2022 all conditions precedent to the acquisition of a 51% interest in a property letting enterprise, Belper Investments Proprietary Limited ("Belper Investments"), were fulfilled. The entity has acquired five (5) industrial properties located in Epping, Cape Town, for a total purchase price of R104.2m. Accordingly, the transaction is now unconditional in accordance with the terms of the agreement, with the effective date being 3 August 2022.

	Year ended 30 June 2023 Reviewed R'000
The fair values of the assets and liabilities recognised as a result of the acquisition are as follows	
Investment Property	106,014
Lease accrual asset	198
Trade and other receivables	2,289
Bank and Cash	221
Long term loans	(85,650)
Trade and other payables	(3,981)

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Asset Acquisition: Investment in Belper Investments Proprietary Limited continued

Purchase consideration

Cash consideration – shareholder loans †	20,683
Cash consideration – cash outflow at acquisition date	-
Cash balances acquired	<u>221</u>
	<u>20,904</u>

Net inflow of cash – investing activities

221

† This loan was made to Belper Investments Proprietary Limited in the previous year, before the asset acquisition transaction, to fund the acquisition of the properties

Revenue and profit contribution

In terms of the concentration test, per IFRS 3 Business Combinations, management's assessment of the acquisition determined that substantially all of the fair value of the gross assets acquired was concentrated in a portfolio of identifiable assets, as such the acquisition does not meet the definition of a business combination. The acquisition has therefore been accounted for as an acquisition of assets and liabilities and subsequently consolidated into the Group.

17 Accounting policy choice for non-controlling interest:

The group recognises non-controlling interests in an acquired entity either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets. This decision is made on an acquisition-by-acquisition basis. For the non-controlling interests in Telemedia Proprietary Limited and Belper Investments Proprietary Limited, the group elected to recognise the non-controlling interests at its proportionate share of the acquired net identifiable assets.

18 Financial instruments

	Year ended 30 June 2023 Reviewed R'000	Year ended 30 June 2022 Audited R'000
Financial instruments at amortised cost		
Trade and other receivables **	24,094	12,275
Cash and cash equivalents **	50,448	90,661
Loans receivable ***	6,561	25,264
Lease liabilities ***	(222,467)	(242,327)
Interest-bearing borrowings ***	(295,222)	(89,792)
Trade and other payables **	(71,107)	(68,848)
Rent deposits ***	(6,424)	(4,828)
	<u>(514,117)</u>	<u>(277,595)</u>

** Approximates the fair value of the financial instruments as all short term in nature (no time value of money applicable)

*** Approximates the fair value of the financial instrument as it is linked to market related interest rates

Financial instruments at fair value through other comprehensive income

Other investments - Listed shares (Level 1)	11,096	16,378
Other investments - Unlisted shares (Level 2)	734	734
	<u>11,830</u>	<u>17,112</u>

Financial instruments at fair value through profit or loss:

Forward exchange contracts (Level 2)	712	788
Loan to associate (Level 3)	186,370	158,580
Contingent consideration (Level 3)	9,521	13,337
	<u>196,603</u>	<u>172,705</u>

Significant unobservable inputs in relation to the loan to associate

Accrued dividend rate: 13.25% – 16.25% (2022: 12.00% – 13.25%,'

Term: 6.75 – 7.33 years (2022: 7.75 – 8.33 years,'

Valuation of financial instruments

The group measures fair values using the following fair value hierarchy that reflects the significance of each input used in making these measurements:

- Level 1: Quoted market price (unadjusted) in an active market for an identical instrument
- Level 2: Valuation techniques based on observable inputs, either directly (i.e. as prices) or indirectly (i.e. derived from prices) This category includes instruments valued using: quoted market prices in active markets for similar instruments; quoted prices for identical or similar instruments in markets that are considered less than active; or other valuation techniques where all significant inputs are directly or indirectly observable from market data.
- Level 3: Valuation techniques using significant unobservable inputs. This category includes all instruments where the valuation technique includes inputs valued based on quoted prices for similar instruments where significant unobservable adjustments or assumptions are required to reflect differences between not based on observable data and the observable inputs have a significant effect on the instruments' valuation. This category includes instruments that are the instruments.

The fair value of held at fair value through other comprehensive income assets was based on the latest market price of the invested shares.

Fair values of the forward exchange contracts was determined by comparing the contracted forward rate to the present value of the current forward rate of an equivalent contract with the same maturity date.

The fair value of the loan to associate was calculated by using the income approach. This approach used the estimated future cash flows and present value these cash flows using the applicable weighted average cost of capital. A probability weighted scenario analysis is then performed on these discounted forecasted future cash flows.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

19 Cash flows from operating activities

	Year ended 30 June 2023 Reviewed R'000	Year ended 30 June 2022 Audited Restated R'000
Profit for the year	85,834	55,715
Adjustments for:		
Income tax expense	32,657	26,260
Finance income	(33,369)	(24,766)
Finance costs	47,328	31,800
Depreciation and amortisation expense	91,077	77,767
Fair value adjustment on equity financial instrument recognised in profit or loss	-	11,100
Bad debt expense	2,883	113
Unrealised foreign exchange gains and losses	76	(963)
Dividends received	(382)	(1,493)
Gain on lease modification	(29,889)	(14,833)
Share of loss from associate	4,256	4,269
Discontinued operation	-	(93)
Equity-settled share based payment	-	503
Flooring allowances received	541	56
Gains and losses on disposal of non-current assets	1,396	3,037
Movement in post-retirement liability	(75)	(81)
Change in fair value of contingent consideration	(4,628)	1,800
Movement in inventory provision	2,849	73
Bargain purchase gain	-	(6,687)
Loss on asset acquisition	812	-
Other non-cash movement	191	(114)
	201,557	163,463
Cash flows from operating activities continued		
Working capital changes		
Adjustments for increase in inventories	(29,912)	(43,796)
Adjustments for increase in trade and other receivables and operating lease assets	(7,425)	(5,967)
Adjustments for increase in trade and other payables and provisions	317	472
	(37,020)	(49,291)

20 Events subsequent to the reporting date

On the 5 June 2023, Telemedia Proprietary Limited entered into an agreement with Telelet Proprietary Limited and The Bretherick Family trust where Telemedia Proprietary Limited would be purchasing nine (9) properties for a purchase consideration R51.5m. The acquisition shall be funded by a cash consideration of R6.9m and a R44.6m loan from a bank against security of the registration of a first mortgage bond over the Property. As at 30 June 2023, the properties have not as yet transferred to Telemedia Proprietary Limited.

On 28 September 2023, Telemedia Proprietary Limited entered into an agreement to acquire a 35% interest in Interactive Television Africa Proprietary Limited for a cash consideration of R18m.

Other than the events stated above, no other events material to the understanding of the condensed consolidated preliminary financial statements have occurred between the financial year-end and the date hereof.



INDEPENDENT AUDITOR'S REVIEW REPORT ON CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

To the Shareholders of Rex Trueform Group Limited

We have reviewed the condensed consolidated financial statements of Rex Trueform Group Limited, set out on pages 1 to 14, which comprise the condensed consolidated statement of financial position as at 30 June 2023 and the related condensed consolidated statements of profit or loss and other comprehensive income, changes in equity and cash flows for the year then ended, and selected explanatory notes.

Directors' 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 for condensed financial statements, as set out in note 1 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 condensed consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express a conclusion on these condensed consolidated financial statements. We conducted our review in accordance with International Standard on Review Engagements (ISRE) 2410, which applies to a review of historical financial 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 condensed consolidated 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 condensed consolidated 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 condensed consolidated financial statements.

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Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the condensed consolidated financial statements of Rex Trueform Group Limited for the year ended 30 June 2023 are not prepared, in all material respects, in accordance with the requirements of the JSE Limited Listings Requirements for condensed financial statements, as set out in note 1 to the financial statements, and the requirements of the Companies Act of South Africa.

PricewaterhouseCoopers Inc.

PricewaterhouseCoopers Inc.

Director: Richard Jacobs

Registered Auditor

Cape Town, South Africa

11 October 2023

COMMENTARY

		Year ended 30 June 2023 Reviewed	Year ended 30 June 2022 Audited Restated
	Notes	R'000	R'000
Other information and key ratios			
Statement of profit or loss and other comprehensive income			
Gross profit margin	%	49.3	54.7
Other operating costs to revenue	%	43.9	46.2
Operating profit margin	%	19.4	14.5
Net profit after tax margin	%	11.9	9.3
Statement of financial position			
Capital commitments			
Authorised - not contracted for	R'000	21,193	16,852
Authorised - contracted for	R'000	15,062	242
Return on equity	%	6.5	11.7
Return on capital	%	12.9	14.1
Return on assets	%	5.4	5.7
Inventory turn	times	0.7	0.5
Asset turn	times	0.1	0.2
Net asset value per share	R	19.49	15.15

Financial review

Group revenue increased by 35.1% to R899.3m (2022: R665.7m), mainly due to an increase in retail segment turnover. Other revenue, comprising of media and broadcasting income, rental income, tenant recoveries and management fee income, increased by 168.8% to R179.7m (2022: R66.8m), mainly due to the acquisition of Telemedia and property assets. Investment income increased by 34.7% to R33.4m (2022: R24.8m).

The group realised an operating profit of R139.6m in the current year compared to R86.7m in the prior year. Net profit after tax was R85.8m (2022: R55.7m) resulting in earnings per share of 394.8 cents (2022: 282.4 cents). Headline earnings per share was 399.4 cents (2022: 262.5 cents). Refer to the reconciliation of headline earnings in the summarised statement of comprehensive income for reasons for the movement between earnings per share and headline earnings per share.

The group's capital and reserves increased by R93.5m to R450.8m (2022: R357.2m). Net asset value per share increased by 23.2% to R19.49 (2022: R15.15).

A number of property acquisitions were concluded during the current financial year. As a result, property segment revenue increased by 110.9% to R70.3m (2022: R33.3m), which contributed to a 100.1% increase in operating profit for the segment to R31.3m (2022: 15.6m).

Retail segment sales increased by 18.4% to R708.5m (2022: R598.2m). Despite the increase in retail sales gross profit was negatively impacted by reduced consumer spending as a result of the weak economic environment and increasing cost of living exacerbated by electricity load shedding. The gross profit margin has accordingly decreased to 49.3% (2022: 54.7%). The segment realised a net profit after tax of R58.1m (2022: R46.2m) before once off gains on lease modifications of R29.9m. There were a total of 98 (2022: 86) stores in operation as at 30 June 2023 with a net of 12 stores opened during the period under review.

The company's water infrastructure investment yielded an equity-accounted loss of R4.2m (2022: R4.3m).

Group services contributed R5.0m to after tax earnings (2022: loss of R1.9m).

Outlook

The current economic outlook presents both challenges and opportunities. The issues facing the economy, including high inflation and interest rates, a rising cost of living, an energy crisis, and low economic growth forecasts, will require careful navigation in the coming months. Managing risks and sustaining profitability remain key elements of the company's strategy in this volatile climate.

The group is seeking to ensure that operating segments have resilient financials and a competitive advantage in their respective industries. In response to the widespread energy crisis, the group is investing in alternative energy sources in order to reduce the current and future adverse impact on operations and profitability.

Notwithstanding these challenges, we remain positive, and shall continue to utilise our skills and expertise to optimise the current portfolio of businesses and actively seek opportunities to diversify the group. In doing so, the company can position itself for long-term success.

References to future financial performance have not been reviewed or reported on by the group's external auditors and do not constitute an earnings forecast.

PM Naylor
(Chairman)

MA Golding
(Chief Executive Officer)

Cape Town
11 October 2023

Directors: PM Naylor(Chairman)*, MA Golding† (Chief Executive Officer), D Franklin (Chief Financial Officer), CL Lloyd, HB Roberts*, LK Sebatane*, MR Molosiwa*
† Non-executive * Independent non-executive

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Company secretary: A Gihwala

Transfer secretaries: Computershare Investor Services Proprietary Limited: Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196

Sponsor: Java Capital Trustees and Sponsors Proprietary Limited: 6th Floor, 1 Park Lane, Weirda Valley, Sandton, 2196

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