



ASTORIA

INTEGRATED ANNUAL REPORT
2020

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CORPORATE DATA

DIRECTORS

Catherine McIlraith

Appointed 19 August 2015

Dean Schweizer

Appointed 10 January 2019

Johannes Cornelis van Niekerk

Appointed 17 January 2020

Pieter Gerhardt Viljoen

Appointed 17 January 2020

Christophe Joseph De Chasteigner Du Mée

Appointed 17 January 2020

Resigned 16 November 2020

Nicolas Fabien Hardy

Appointed 10 February 2020

Casey Jorgensen

Appointed 1 January 2021

Peter Armitage

Appointed 19 August 2015

Resigned 17 January 2020

Peter McAllister Todd

Appointed 31 January 2016

Resigned 17 January 2020

Tiffany Ann Purves

Appointed 29 September 2015

Resigned 17 January 2020

SECRETARY AND ADMINISTRATOR

Clermont Consultants (MU) Limited
7 Uniciti Office Park, Black River Road, Bambous
Republic of Mauritius

REGISTERED OFFICE

7 Uniciti Office Park, Black River Road, Bambous
Republic of Mauritius

COMPANY REGISTRATION NUMBER

C129785

CUSTODIANS AND BANKERS

Peresec

9th Floor Bidvest Bank Building
1 Park Lane
Sandton
South Africa

Investec Bank (Mauritius) Limited

6th Floor, Dias Pier Building
Le Caudan Waterfront
Port Louis
Republic of Mauritius

Investec Bank Limited

100 Grayston Drive
Sandton
South Africa

JSE SPONSOR

Questco Corporate Advisory Proprietary Limited

1st Floor Yellowwood House
Ballywoods Office Park
33 Ballyclare Drive
Bryanston, Johannesburg
2021
South Africa

SHAREHOLDER'S LETTER

Dear shareholders

On 24 March 2021, RECM and Calibre Ltd ("RAC") announced the distribution of 90.1% of its shareholding in Astoria to its shareholders. This process will conclude on 19 April 2021. We write this inaugural shareholder's letter to the future shareholders of Astoria, being the current shareholders of RAC.

ASTORIA'S STRUCTURE

Astoria is a global investment company which is domiciled in Mauritius and has primary listings of its shares on the Mauritius Stock Exchange ("SEM") and the JSE Limited ("JSE").

Astoria's board takes responsibility for the strategy and governance of the company. The responsibility for managing Astoria's portfolio of assets rests with RAC Advisory (Mauritius) Ltd ("RACAM"), a Mauritian domiciled investment advisory company associated with Piet Viljoen and Jan van Niekerk, who are also non-executive directors of Astoria.

OUR AIM

Astoria aims to grow its Net Asset Value ("NAV") per share, measured in US Dollars ("US\$"), at a high real rate over time. We invest in good businesses, partner with good management teams, and do so at good prices.

If we manage to achieve this, we will also generate good returns in other currencies, including the South African Rand ("rand"), in which many of our shareholders own their shares.

There is no restriction on geography, currency or type of investment in Astoria's mandate. We intend utilising the total flexibility of this mandate, but our experience, networks, history and understanding currently reside in South Africa and this shows in the composition of the investment portfolio as it stands.

OUR APPROACH

Our natural inclination leans toward being "value investors", but as our portfolio shows, we are not blind to opportunities which arise when investors extrapolate depressed conditions, underestimate future potential or neglect assets due to forced selling, high leverage or just plain investor fatigue. We respect the capital cycle, where high returns attract more capital, leading to lower returns, and also the other way around. Scarcity is always valuable.

PORTFOLIO

Astoria purchased a portfolio of assets from RAC on 1 December 2020 for \$19.3m. On conclusion of this transaction, Astoria's Net Asset Value ("NAV") per share was 40.1¢ (R6.12). This is the base from which we measure our efforts in growing the NAV per share of Astoria.

By 31 December 2020, the NAV per share had increased to 46.6¢ or R6.83. This uplift of 16% in US\$ (11% in rand) was due mainly to the increase in value of Trans Hex and Afrimat, combined with some rand strength over the month of December.

Shareholder's letter

continued

The NAV was made up as follows*:

Investment	% ownership	Directors' fair value \$(m)	Directors' fair value ZAR(m)	% of NAV
Core Investments		25.4	371.3	95.8
Outdoor Investment Holdings	33.0	7.7	113.0	29.1
Afrimat (JB Private Equity Partnership)	1.1	4.1	60.3	15.5
Trans Hex	35.5	3.7	53.5	14.0
RAC Preference shares (Equity swaps)	8.8	3.2	46.2	12.1
ISA Carstens	49.0	2.9	43.1	10.9
Vehicle Care Group	49.9	2.6	37.9	9.8
Astoria Treasury and Management	100.0	1.2	17.3	4.5
CNA Holdings	70.0	–	–	–
Cash and Equivalents		1.2	17.5	4.5
Liabilities		(0.1)	(1.3)	
Net Asset Value		26.5	387.5	100
Net Asset Value per share		46.6 ¢	R6.83	

* Equity and loan amounts are grouped according to investment to provide a better understanding of the amount of capital allocated to each opportunity.

Applicable currency exchange rates:

USD/ZAR Spot rate	USD/ZAR Average rate
31/12/2019: 13.98	
30/11/2020: 15.44	December 2020: 14.90
31/12/2020: 14.65	12-month period: 16.46

Outdoor Investment Holdings (“OIH”)

Astoria owns 33% of OIH, a group that started with a single store in Stellenbosch which focussed on photographic and hunting-related optical equipment. Today OIH holds investments in the niche hunting and outdoor retailer, **Safari & Outdoor** (“S&O”), hunting and outdoor wholesalers **Inyathi Supplies** (“Inyathi”) and **Formalito**, as well as the chain of mega pet stores, **Family Pet Centre** (“FPC”).

After the lifting of the initial lockdowns in South Africa, S&O experienced substantial growth in sales and margins, while the wholesalers Inyathi and Formalito experienced similar strong growth in sales with stable margins. This continued through December 2020. Timeous investment in key fast-moving inventory coupled with the team's hard work over many years and the resultant brand loyalty produced a strong result.

FPC experienced continued strong growth in both of its “older” shops in Centurion and Fourways. A third outlet opened in December in Silverlakes, Pretoria, with a fourth store already in construction with a planned opening during April 2021. The concept of a family destination mega pet centre is a viable business and the offering fulfils a need in society across a wide demography. FPC has grown to the point where it makes sense for it to be a stand-alone business, under its own management with its own growth strategy and sufficient capital to fund its ambitions. The separation is expected to happen at the end of March 2021. Astoria will then own OIH and FPC separately.

Shareholder's letter

continued

OIH's year-end is in February, and the business has outperformed all short and medium-term targets. For Astoria's December year-end valuation, the enterprise value of OIH was maintained at the level paid for it a month earlier, but adjusted to reflect the balance sheet movement for the month. Astoria's purchase of OIH was also ex a dividend of R4.1m, which RAC received.

For the financial year ended 29 February 2020, OIH generated Profit before Interest and Tax (PBIT) of R68m. The group is on track to achieve PBIT of more than R100m in the year ended 28 February 2021.

The future growth in value of our investment in OIH depends on their ability to grow sales and to maintain margins and reasonable stock turns over time. Growth into new store formats, fishing products, service centres, brand acquisitions and in-house product development have all progressed through the establishment phase but have yet to produce results. The business should continue its historical growth trajectory. FPC will pursue its national store roll-out.

The OIH management team has proven to be adept capital allocators as well as operators. They have grown shareholder value through acquisitions, new stores, organic sales growth, share buy-backs and dividends. We are pleased that this investment is the biggest asset in our portfolio.

Afrimat (JB Private Equity Investors Partnership)

Astoria has 90% of the Limited Partnership Interest in the JB Private Equity Investors Partnership. As of 31 December 2020, the partnership owned 1 558 701 Afrimat Ltd ("Afrimat") shares.

Afrimat is a JSE listed, leading black empowered open pit mining company providing industrial minerals and construction materials. It's management team is skilled at both operations and capital allocation. We like the fact that they are major shareholders in the business and that their remuneration, compared to their shareholding, is modest as far as listed companies go. Incentives here are in the right place – and it shows in their results. They have grown earnings per share by more than 22% per annum between 2016 and 2020, with cashflow to back it up. We think the business is well poised to build on this impressive performance.

We value our investment in JB Private Equity at the prevailing Afrimat share price.

Trans Hex

Trans Hex experienced a significant reduction in diamond prices and sales during the global COVID lockdowns of 2020. Mining activity was curtailed which allowed focus on restructuring. Towards the end of the year, the market for diamonds improved dramatically and Trans Hex benefited from the higher prices.

Trans Hex further participated in its first sale of production from the Somiluana mine, in which it is a 33% shareholder. The opportunity to manage an entire sales cycle was the first step within Trans Hex to expand into diamond trading. Management aims to develop this business during the course of this year.

We value our investment in Trans Hex at a 30% discount to its NAV. This value increased over the past year by 63%, as a number of assets were sold, liabilities were reduced and some impairments were reversed. The Somiluana mine was cash positive for the full year.

Being unlisted has enabled the management team to move fast and effectively to restructure the business and to return it to profitability. Trans Hex now has a healthy balance sheet, a clear strategy and an appropriately incentivised management team.

RACP Equity Swaps

The South African investment landscape has been typified in the recent past by a complete neglect of smaller listed companies and a general disdain towards investment holding companies. For evidence, one only has to look towards the large discounts to NAV at which investment companies trade and the recent spate of small cap delistings, normally executed by, or backed by owners and management of the various businesses. As a closed end investment vehicle, Astoria is positioned to take advantage of this phenomenon.

On 31 October 2020, Astoria purchased a fully-funded equity swap to gain exposure to 4.2m RAC preference shares at R8.50 per share. Astoria therefore has exposure to 8.8% of the participating preference shares in RAC, of which the intrinsic value is worth significantly more than double the price which Astoria paid for the swaps.

Through the distribution of Astoria shares from RAC, Astoria will obtain exposure to 7.4% of its own shares.

Shareholder's letter

continued

For our R8.50 purchase price, we effectively receive exposure of R6.83 in the form of our own assets and paid only R1.67 per RAC preference share, which has as its largest asset one of the best gaming assets in South Africa, with a conservative fair value of multiples of our "effective in" price.

Considered differently, Astoria obtained exposure to RAC for the fair value of its stake in Goldrush, and was **paid** R3.69 per share **to take** the rest of the assets.

ISA Carstens ("ISA")

Astoria owns 49% of ISA Carstens. ISA is a holding company for a private tertiary education institution which provides tuition in the health and wellness industry under the ISA Carstens brand. ISA has campuses in Stellenbosch and Pretoria. ISA has been meticulously built over the past 40 years by the founding family, and has established itself as the leading education institution in its field. Astoria is a partner to the founding family in the business. Our role is simple: to be as good an owner of the business as the founders have been.

ISA's economics revolves around its number of students. The business owns a strong brand with a fairly large, fixed cost base in the form of its campus infrastructure. When spread over all students, each additional student contributes higher marginal profitability, as courses have high gross margins.

ISA enrolls students once a year – and then only as first-year students or post-diploma students. Generally no new students join in their second or third year. The school therefore has to increase its aggregate student numbers by enrolling enough first-year and post-diploma students in any year to make up for the 2nd- and 3rd year leavers plus those students that graduate. ISA currently has capacity for 620 students.

We value ISA as a combination of the school, the properties and its investments. Our valuation for ISA as at 31 December 2020 carries the properties at an independent valuation that was done as at 31 March 2020, and the school is valued at 6 times 2020 after tax profits. ISA also held an investment in a start-up education business, which was sold prior to year-end, and for which payment was subsequently received.

For the 2020 financial year, ISA's students increased by 6% to 411 from 2019. This year, total students increased by 18% to 487. Given the impact of COVID on the economy, we think this is an exceptional achievement by management.

Pretoria is the younger campus and located in a more populous province, so it is experiencing higher student growth. 2021 is the first time ever that the Pretoria first year class is bigger than the Stellenbosch class. The higher student numbers increased occupancy in the residences in Pretoria to about 68%. The Stellenbosch campus is much older and more established, and the residence is full and has a waiting list.

The future growth for ISA's value will depend on management's ability to grow student numbers, and to use technology to increase the student capacity of its existing facilities thereafter. The business has developed a number of further courses to complement its existing curriculum, and has opportunities for brand extension in its field of health, wellness and beauty.

Vehicle Care Group ("VCG")

Astoria owns 49.9% of both VCG (Pty) Ltd and VCG Invest (Pty) Ltd, collectively referred to as "VCG". VCG provides a range of services to the second hand vehicle trade and related consumers in South Africa.

VCG Invest provides funding to second hand car dealers – in essence providing them with off balance sheet working capital for their businesses. VCG Invest's loan book contracted from a peak of R43m in March 2020 to R28m by December 2020. Bank finance to consumers for new and second hand vehicle purchases has dried up, which means that a larger portion of second hand cars are purchased for cash, reducing dealers incentive to use VCG financing. The reduction of new vehicle sales has also reduced second hand stock availability and created inflationary pressure on prices.

VCG Invest has granted loans of more than R250m over the past two years and has had to enforce security on loans of only R2.8m. These were resolved without any capital loss – a very good credit outcome.

The current economic climate creates an opportunity for **VCG Flexidrive**, which owns a fleet of passenger vehicles, which it rents out on a long term basis to individuals. As bank funding to consumers for vehicle purchases has dried up, VCG has been able to build its fleet fairly quickly – from a stand-still in August 2020, to a current fleet of over 150 vehicles. The economics of the vehicle rental business is similar to that of VCG Invest, while the credit profile of customers are entirely different, providing diversification to the group. The expansion of the rental book has offset the reduction in the loan book of VCG Invest.

Shareholder's letter

continued

VCG Finsure, which arranges Finance and Insurance for the customers of second hand car dealers, and **VCG Protect**, which provides warranties and insurance to the second hand vehicle trade had a very slow period, as vehicles that are purchased for cash do not require this service.

The value of our 49% interest in VCG is represented by shareholders loans, which we value at a discount to their face value. This early stage business has no equity value as it is not yet at break-even.

The future value of VCG will depend on the growth in the funding book, the growth in the vehicle rental fleet, and the level of activity in the second hand vehicle market. As motor vehicles represent durable items to consumers, we expect the second hand vehicle trade to be one of the lagging sectors of the SA economy to recover from the COVID-lockdown-induced economic slump. In the meantime, VCG has enough outside capital secured at affordable rates to be able to grow its business. While it cannot count on an economic tailwind currently, it is down to the management team's agility and ability to drive growth.

Astoria Treasury and Management ("Astoria Treasury")

Astoria owns 100% of Astoria Treasury, a South African domiciled company which makes fixed-income investments and provide loans to businesses in South Africa. Some of the loans are made to Astoria portfolio companies.

We value Astoria Treasury at its Net Asset Value, which is calculated after providing for expected credit losses to each loan outstanding.

At year-end the total loan book of Astoria Treasury was R112.9m, with provisions of R32.7m against those. Its largest loan was for an amount of R39.1m (capital and accrued interest) to Unicorn Capital Partners Ltd, against which a provision of R13.7m was made. Subsequent to year-end, this loan was repaid in full, together with accrued interest.

CNA

Astoria, together with the CNA management team, bought the business and assets of CNA in April 2020. This was done through the incorporation of CNA Holdings (Pty) Ltd in South Africa. The transaction became effective on 7 April 2020.

As at year-end 2020, the management team is firmly entrenched in establishing CNA as a stand-alone business, nine months after taking control. Despite having established its own physical infrastructure in the form of a head office and distribution capacity, trading has been difficult. As this is the first year of trading as a stand-alone business, and since a number of categories were discontinued, like-for-like comparisons are difficult to draw. Sales have fallen short of the pre-COVID business plan.

As with many other businesses, swift and dramatic cost cutting was required. The business is closing certain sites that do not make a positive contribution and, while efforts are made to save jobs wherever possible, staff numbers will inevitably be reduced. Landlords have been extremely helpful under current trading conditions. Paying suppliers in full and on time remains the top priority.

We paid R1.7m for our stake in CNA Holdings but at present hold it at zero value. It is unlikely that we will have to provide any further capital to the business.

PROSPECTS

Astoria is in a strong position. It owns a collection of well-managed businesses which have an opportunity to grow into their respective markets as well as optionality on the recovery of CNA. Over time, we expect a growing dividend stream from these businesses. Together with our ungeared balance sheet, this provides Astoria with a flexible opportunity set.

CORPORATE GOVERNANCE REPORT

for the year ended 31 December 2020

INTRODUCTION

Astoria Investments Ltd (“**Astoria**” or “**the Company**”) operates under corporate governance policies that comply with the principles and recommendations set out in The National Code of Corporate Governance for Mauritius (“**the Code**”).

The Company has primary listings on the Alternative Exchange (“**AltX**”) of the JSE Limited (“**JSE**”), as well as on the Stock Exchange of Mauritius (“**SEM**”), and therefore complies with the JSE Listings Requirements and best practice principles as contained in the King IV™ Report on Corporate Governance for South Africa (“**King IV**”).

Astoria strives to comply with all the King IV principles in the interests of good governance (specifically the mandatory corporate governance practices under section 3.84 (g), (h), (i), (j) and (k) of the JSE Listings Requirements), the JSE Listings Requirements, the Mauritian Companies Act 2001, the Company’s constitution as well as the principles under Part 5.3 ‘Governing Structures and Delegation’ of King IV.

King IV advocates an outcomes-based approach and defines corporate governance as the exercise of ethical and effective leadership towards the achievement of four governance outcomes, namely ethical culture, good performance, effective control and legitimacy. The desired governance outcomes, together with the practices implemented and progress made towards achieving the 16 principles in meeting those outcomes are achieved on an “apply and explain” basis, as recommended by King IV and the Code. King IV has a 17th principle which is not relevant to the Company. The Company complies with the 8 principles of the Code of Corporate Governance of Mauritius by complying with the principles of King IV.

COMPANY STRUCTURE AND SHAREHOLDING

Astoria is a company duly incorporated under the laws of Mauritius which holds a Global Business License issued by the Financial Services Commission of Mauritius. Please refer to the organogram of the Company on page 72 of this Integrated Annual Report.

As at 31 December 2020, the issued and fully paid up share capital of the Company was 56 770 357 (2019: 122 954 726). The change in issued shares was as a result of a share consolidation on a ratio of 2.16583 to 1 basis and the subsequent issue of 100 new Astoria shares to RAC Investment Holdings (Pty) Ltd (“**RAC IH**”) as consideration for the purchase of certain investments, as detailed in the circular to shareholders dated 1 December 2020.

As at 31 December 2020, the Company had one shareholder, being RAC IH who is therefore not considered to be a public shareholder. Subsequent to year-end, RECM and Calibre Limited (“**RAC**”), the holding company of RAC IH, announced that it will be distributing 51 150 000 Astoria shares to its shareholders.

During the current financial year, Livingstone Investments (Pty) Ltd finalised the buyout of the remaining shares that it did not already own as at 31 December 2019, subsequent to which it declared an in-specie dividend distribution of all the shares it owned in Astoria to RAC IH resulting in RAC IH becoming the 100% shareholder as at 28 October 2020.

DIRECTORS’ SERVICE CONTRACTS

The directors who served during the year were appointed in accordance with the terms of the Company’s constitution (and not subject to fixed terms of service) and the appointments were ratified by the shareholders. Letters of appointment between individual directors and the Company have been implemented as applicable. A consultancy agreement is in place between the Company and RAC Advisory (Mauritius) Limited (“**RACAM**” or “**the Investment Manager**”) for Dean Schweizer to provide Chief Financial Officer and director services to the Company and its group companies as from 17 December 2019.

Corporate governance report

for the year ended 31 December 2020

continued

CONTRACTS OF SIGNIFICANCE

Other than as stated below, no contracts of significance subsisted during the year to which the Company was a party or in which a director was materially interested, either directly or indirectly.

Mr. Christophe Du Mée, a former director of Astoria, is a director of Clermont Consultants (MU) Limited ("Clermont"). The Company has entered into service agreements with Clermont to provide secretarial, accounting and administrative services to the Company.

On 5 May 2020, the Company entered into an investment management agreement ("**the IM Agreement**") with RACAM. RACAM is a Mauritian-domiciled licenced Investment Adviser (Unrestricted), which is owned, *inter alia*, by associates of Messrs. Piet Viljoen and Jan van Niekerk, both of whom are directors of Astoria. The IM Agreement will be for a minimum period of ten years from 5 May 2020 ("**Initial Period**"), after which the Company may terminate the IM Agreement, provided the termination is supported by at least 75% of the voting rights exercised on a resolution of the shareholders of the Company at a general meeting.

RACAM will be paid one twelfth of 1% of the assets under management, measured and recorded in accordance with the International Financial Reporting Standards, on the last day of each month ("**Management Fee**"). The Management Fee is payable monthly in arrears, subject to a maximum amount of USD 5 million per annum, where the maximum amount is adjusted for official USD inflation from the date of appointment on an annual basis.

Moore Corporate Services Cape Town (Pty) Ltd, in its capacity as independent expert, advised that the terms of the IM Agreement and the Management Fee are fair to shareholders and a copy of such opinion can be found on the Company's website at the following link: <http://www.astoria.mu/publications/>.

On 28 August 2020, Astoria entered into a written agreement with RAC Investment Holdings Proprietary Limited ("RACIH"), a wholly-owned subsidiary of RECM and Calibre Limited, of which Messrs. Piet Viljoen and Jan van Niekerk are both executive directors. In terms of the agreement Astoria acquired:

- a portfolio of assets ("**the Investment Portfolio**") from RACIH in exchange for 83 new Astoria shares; and
- RACIH's interest in JB Private Equity Investors Partnership ("**the Partnership Interest**") in exchange for 17 new Astoria shares (collectively "**the Acquisition**").

The Acquisition resulted in Astoria being recapitalised with assets that meet Astoria's investment policy allowing Astoria to continue operating as an investment entity whilst retaining its primary listings on the SEM and on the AltX.

DIVIDEND POLICY

Whilst the Company is entitled to pay dividends to shareholders, dividend distributions are not likely in the near term as the objective of the Company is to achieve long-term capital growth. The amount of any dividend paid will be at the complete discretion of the Board and will depend on a number of factors, including available investment opportunities, capital requirements from investee companies, financial conditions, opportunities for buy backs, future prospects, laws relating to dividends, and other factors that the Board deems relevant.

No dividend may be declared and paid except out of profits and unless the directors determine that immediately after the payment of the dividend:

1. The Company shall be able to satisfy the solvency test in accordance with Section 6 of the Mauritius Companies Act 2001 ("**Companies Act**") and the Company is exempted from taking into consideration stated capital as it satisfies the definition of an investment company; and
2. The realisable value of the assets of the Company will not be less than the sum of its total liabilities, other than deferred taxes, as shown in the books of account.

Subject to the rights of holders of shares entitled to special rights as to dividends, all dividends shall be declared and paid equally on all shares in issue at the date of declaration of the dividend.

Corporate governance report

for the year ended 31 December 2020

continued

APPLICATION OF KING IV

Governance outcome: Ethical Culture

PRINCIPLE 1: The Board leads ethically and effectively.

Board of Directors

Astoria has a unitary Board which is responsible for setting the direction of the Company through the establishment of strategic objectives and key policies. The Board holds ultimate responsibility for and control over the Company's affairs and monitors the operational activities and decisions of the Investment Manager. The Board is responsible for the Company's corporate governance system and is ultimately accountable for its activities.

In particular, the Board:

- monitors operational performance;
- ensures compliance with laws and regulations, including the relevant listing rules and regulations of the SEM and the JSE; and
- reviews and approves financial statements and other announcements on the SEM and JSE.

The Board sets the standards of ethical conduct for the Company, which is set out in the approved Code of Ethics. The Code of Ethics along with the appointment of strong, independently minded directors to the Board and through the clear separation and definition of the roles and responsibilities of the Chairman and the Chief Financial Officer, Astoria has equipped the Board to make quality decisions using the correct procedures.

The Board has established procedures to enable the directors of Astoria to notify the Company of any actual or potential conflicting situation and to declare any significant interest in the Company or its contracts. These interests are declared at Directors meetings and a register is maintained by the Company.

The Board consisted of six members for most of the financial year out of which one was executive, three were independent non-executive and the remaining two were non-executive directors.

Director	Board		Corporate Governance and Remuneration Committee		Audit and Risk Committee	
	Appointment	Resignation	Appointment	Resignation	Appointment	Resignation
Catherine McLraith	19/08/2015	–	17/01/2020	–	17/01/2020	–
Dean Schweizer	10/01/2019	–	–	–	–	–
Christophe Du Mée	17/01/2020	16/11/2020	–	–	17/01/2020	16/11/2020
Jan van Niekerk	17/01/2020	–	17/01/2020	–	17/01/2020	05/05/2020
Piet Viljoen	17/01/2020	–	–	–	–	–
Nicolas Hardy	10/02/2020	–	–	–	05/05/2020	–
Casey Jorgensen	01/01/2021	–	01/01/2021	–	01/01/2021	–
Peter Armitage	19/08/2015	17/01/2020	29/09/2015	17/01/2020	–	–
Tiffany Purves	29/09/2015	17/01/2020	29/09/2015	17/01/2020	–	–
Peter Todd	31/01/2016	17/01/2020	29/09/2015	17/01/2020	–	–

Catherine is the Chairman of the Board and of the Corporate Governance and Remuneration Committee. Christophe was the Chairman of the Audit and Risk Committee up until 16 November 2020. Casey was appointed as the Chairman of the Audit and Risk Committee with effect from 1 January 2021.

Corporate governance report

for the year ended 31 December 2020
continued

During the year under review, the following directors were also directors of other companies listed on public stock exchanges:

- Catherine McIlraith:
 - SEM: CIEL Limited, Les Gaz Industriels Limited, MUA Ltd, Paradise Hospitality Group Ltd
 - SEM & LSE: Grit Real Estate Income Group Limited; and
 - Irish Stock Exchange (“ISE”): Barak Fund SPC/STF Limited
- Piet Viljoen:
 - JSE: RECM and Calibre Limited
- Jan van Niekerk:
 - JSE: RECM and Calibre Limited
- Nicolas Fabien Hardy:
 - ISE: Barak Fund SPC/STF Limited

DIRECTORS’ PROFILES

Dean Schweizer (38)

CA (SA)

Chief Financial Officer (“CFO”) as from 17 December 2019

Appointed as a Non-Executive Director from 10 January 2019 until 17 December 2019

(South African)

Dean is a Chartered Accountant registered with the South African Institute of Chartered Accountants. He held various managerial roles in the Cape Town office of Ernst & Young since 2009, with a specific focus on the Financial Services Sector. Dean joined Regarding Capital Management Proprietary Limited in 2015, where he oversaw both the operations and finance teams, while serving on the Executive Committee as Head of Finance. Dean has been the Financial Director of RAC Advisory (Mauritius) Limited since May 2018.

Catherine McIlraith (56)

CA (SA) B.Acc

Independent Non-Executive Director and Chairman of the Board

Appointed 19 August 2015

(Mauritian)

Catherine, a Mauritian citizen, holds a Bachelor of Accountancy degree from the University of the Witwatersrand, Johannesburg, South Africa and has been a member of the South African Institute of Chartered Accountants since 1992. After serving her articles at Ernst & Young in Johannesburg, Catherine then joined the Investment Banking industry and held senior positions in corporate and specialised finance for Ridge Corporate Finance, BoE NatWest and BoE Merchant Bank in Johannesburg. She returned to Mauritius in 2004 to join Investec Bank (Mauritius) Limited where she was Head of Banking until 2010.

Catherine is a Fellow Member of the Mauritius Institute of Directors (“MIoD”). She currently serves as an Independent Non-Executive Director and as a member of various committees of a number of public and private companies in Mauritius and UK. Catherine also served as a Director of MIoD for 5 years and as its Chairman for 2 years from 2014 to 2016.

Johannes Cornelis van Niekerk (“Jan”) (47)

Hons BCom (Maths), FIA, CFA

Non-executive Director

(South African)

Jan is a qualified actuary with more than 20 years of industry experience. He served as the Chief Investment Officer of Citadel, a South African wealth manager, after which he became CEO of Peregrine Holdings Limited, a JSE-listed financial services firm. Jan is an Executive Director of RECM and Calibre Limited.

Corporate governance report

for the year ended 31 December 2020

continued

Pieter Gerhardt Viljoen (“Piet”) (58)

BCom (Hons), CFA

Non-executive Director

Appointed 17 January 2020

(South African)

Piet started out as a lecturer at the University of Pretoria, and subsequently joined SARB as an economic analyst. He joined Allan Gray Investment Counsel in 1991 as a portfolio manager and later moved to Investec Asset Management in 1995. Piet founded Regarding Capital Management, a Cape Town-based asset manager, in 2003 and is currently Chairman of RECM and Calibre Limited.

Nicolas Fabien Hardy (45)

BSc (Maths), MBA

Independent Non-executive Director

Appointed 17 January 2020

(Mauritian)

Nicolas holds a BSc(Maths) and an MBA from UCT Business School and has gained over 15 years of international banking experience having worked for JP Morgan Fleming in the UK before returning to Mauritius in 2005 to work at Investec Bank (Mauritius) Limited. His responsibilities grew from treasurer to include the management of various committees, such as credit, risk, accounts and management. Nicolas also managed the strategic operation and technical development of the bank encompassing the on-line/digital banking system and the currency cards programme. Nicolas is currently the Chief Technology and Operations Officer at AfrAsia Bank Limited.

Casey Jane Jorgensen (41)

CA(SA)

Independent Non-executive Director

Appointed 1 January 2021

(South African)

Casey is a Chartered Accountant with Executive Director experience in businesses dealing in commodities across Africa. Casey has financial management experience with specific focus on treasury management for multinational businesses. Prior to Casey entering the corporate environment she lectured Financial Management, Auditing and Taxation.

BOARD APPOINTMENT AND RE-ELECTION PROCESS

Although members of the Board are appointed by the Company’s shareholders, the Board has the authority to appoint directors to fill any vacancy that may arise from time to time. These appointments are ratified by shareholders at the Annual General Meeting following their appointment.

The Corporate Governance and Remuneration Committee is tasked with identifying and recommending suitable Board candidates for the Board’s consideration through a formal and transparent process. Directors are appointed based on their specific skills set, industry expertise and experience as well as the overall level of contribution they can make to the activities of the Company. At Board level, there is a balance of power to ensure that no one director has unfettered powers in decision making.

In accordance with the Company’s Constitution, a third of the directors are subject to retirement by rotation and re-election by the Company’s shareholders annually.

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BOARD EVALUATION

The size and composition of the Board and its various committees are reviewed on an annual basis and the current size and composition are considered appropriate for the Company. The Board as well as the individual directors have their performance reviewed annually to identify areas for improvement in the discharge of individual director's and the Board's functions. These reviews will be undertaken by the Chairman and, if so determined by the Board, an independent service provider.

Nominations for the re-appointment of a director will only occur after the evaluation of the performance and attendance of the director at Board meetings. The Board evaluates the Chairman's performance and ability to add value to the Company on an annual or such other basis as the Board may determine. The Board ensures that the role and functions of the CFO and his performance is evaluated against specific criteria. The Corporate Governance and Remuneration Committee appraises the performance of the CFO at least annually.

BOARD TRAINING

New appointees are appropriately familiarised with the Company's business through a formal induction program which the Board has established. The program aims to familiarise incoming directors with the Company's operations, senior management and its business environment, and to induct them in their fiduciary duties and responsibilities, including but not limited to the SEM Listing Rules and the JSE Listings Requirements. As at the 31 December 2020, all Board members had attended the Directors Induction Program with the South African Institute of Directors. Casey Jorgensen is scheduled to attend the training during the 2021 calendar year.

Directors continue to receive ad hoc briefings from time to time on relevant new laws and regulations as well as on changing economic risks. The information needs of the Board are reviewed annually, and directors have unrestricted access to all Company information, records, documents and property to enable them to discharge their responsibilities effectively. Efficient and timely methods of informing and briefing board members prior to scheduled Board meetings are in place.

The Board has established a procedure for directors to obtain legal advice, if necessary, in the furtherance of their duties. The directors of the Company have unfettered access to the advice and services of the Company Secretary and may seek independent professional advice on the affairs of the Company in appropriate circumstances should they believe that such actions will best serve the interests of the Company. External advisors and executive directors, who are not members of specific committees are invited to attend committee meetings by invitation, if deemed appropriate by the relevant committee.

PRINCIPLE 2: The Board governs the ethics of Astoria in a way that supports the establishment of an ethical culture.

The Board has a fiduciary duty to act in good faith, with due care and diligence and in the best interests of the Company and its stakeholders. All major strategic decisions are taken by the Board as a whole. The Board constitutes the senior management of the Company and meets regularly to review the Company's operations and progress with the Company's investment strategy. Each Board meeting has a formal agenda and key items, such as portfolio performance and progress with acquisitions, are reviewed on a regular basis. The Board also monitors finance, risk and corporate responsibility matters.

All directors receive relevant reports and papers prior to each meeting. Additional meetings and discussions take place outside the Board's regular meeting schedule as the need arises. The CFO consults the non-executive directors on a regular basis. The non-executive directors may also hold discussions in the absence of the CFO where deemed appropriate.

The responsibilities of each director have been made clear to them and they are provided with written material on the Company's corporate governance arrangements, including the terms of reference of the Board's committees. All directors have access to the advice and services of the Company Secretary and also have access to independent professional advice at the Company's expense.

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CONFLICT OF INTEREST

Directors must avoid instances that may give rise to conflicts of interests or which may be perceived by others as conflicting situations. Full information on any conflict or potential conflict of interest must be made known to the Board and fellow directors and the onus will be on the directors to advise the Board of any change in their situation. On declaration of his interest, the concerned director shall not participate in the discussions and/or decision-making process on the matter in relation to which conflict arises. The matter may however be concluded and approved on fair market terms and conditions. Related party transactions will also be concluded and disclosed in accordance with the relevant Listing rules and regulations and the disclosure requirements and accounting policies and standards.

BOARD CHARTER

The Board has approved and adopted a Board Charter. The Board is satisfied that it has fulfilled its responsibilities in accordance with the Charter for the reporting period. Board members are the link between Astoria and its shareholders and are collectively responsible to lead and control the Company to enable it to attain its strategic objectives. In discharging its duties, the Board should be guided by the interests of the Company and its business and shall consider the interest of the stakeholders.

The broad responsibilities of the Board are to:

- set the Company's vision, mission and values;
- determine the strategy and policy of the Company and its subsidiaries to achieve those objectives;
- monitor and evaluate the implementation of strategies, policies and performance measurements;
- exercise leadership, enterprise, integrity and judgement in directing the Company;
- identify and assess key risk areas of the business and ensure that measures are taken to mitigate those risks;
- ensure that effective internal control systems are in place to safeguard the Company's assets;
- prepare annual financial statements that fairly present the state of affairs of the Company;
- ensure compliance with laws and regulations, including risk management and corporate governance practices and disclosure requirements;
- assess external auditors' work and independence;
- approve the annual report;
- evaluate performance and review compensation of senior management and directors;
- ensure adequate succession planning;
- ensure adoption of good corporate governance practices; and
- ensure effective communication with shareholders.

In order to meet all the legal and regulatory requirements and effectively discharge its duties, including the exercise of adequate oversight over the investment activities of the Company, the Board may delegate some of its functions to Board committees. From time to time, the Board may delegate specific assignments to directors or other parties to better guide the Board in important matters requiring significant expertise. Delegation however does not discharge the Board from its duties and responsibilities and while delegating authorities, the Board should bear in mind its fiduciary duties and responsibilities under the Companies Act of Mauritius.

The Board's Charter is reviewed at least once a year or as may be required with the introduction of or amendment to laws, regulations and practices.

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CODE OF ETHICS

The Company is committed to the highest standards of integrity and ethical conduct in dealing with all its shareholders and has approved and adopted a Code of Ethics. The Board regularly monitors and evaluates compliance with its Code of Ethics.

PRINCIPLE 3: The Board ensures that Astoria is, and is seen to be, a responsible corporate citizen.

The Board ensures that Astoria is and is seen as a responsible corporate citizen. The responsibility for monitoring the overall responsible corporate citizenship performance of the Company has been delegated to the Corporate Governance and Remuneration Committee by the Board and is set out in further detail below. The Board monitors the Company's effect on the workplace, economy, society and the environment.

GOVERNANCE OUTCOME: PERFORMANCE AND VALUE CREATION

PRINCIPLE 4: The Board appreciates that Astoria's core purpose, its risks and opportunities, strategy, business model, performance and sustainable development are all inseparable elements of the value creation process.

The Board's primary responsibility is to ensure that Astoria creates value for its shareholders. In doing so, it considers the legitimate interests and expectations of stakeholders, which include the present and potential future investors. The Board also has short, medium and long-term strategy formulation policies and procedures in place to give effect to strategy.

PRINCIPLE 5: The Board ensures that reports issued by Astoria enable stakeholders to make informed assessments of Astoria's performance and its short, medium and long-term prospects.

The Board is responsible for formulating its communication policy. This responsibility includes clear, transparent, balanced and truthful communication to shareholders and relevant stakeholders. The Board oversees the preparation of the Integrated Annual Report which includes the availability of these to all stakeholders through, inter alia, the Company's website, the SEM and the Stock Exchange News Service of the JSE.

GOVERNANCE OUTCOME: ADEQUATE AND EFFECTIVE CONTROL

PRINCIPLE 6: The Board serves as the focal point and custodian of corporate governance in Astoria.

The Board's role and responsibilities and the way that it executes its duties and decision-making are documented and set out in the Board Charter, which is reviewed regularly. There is an approved protocol to be followed should any director or Board committee require external, professional advice at the Company's expense. The Board meets once every quarter. Should an important matter arise between scheduled meetings, additional meetings are convened.

PRINCIPLE 7: The Board comprises the appropriate balance of knowledge, skills, experience, diversity and independence for it to discharge its governance role and responsibilities objectively and effectively.

BOARD COMPOSITION AND SUCCESSION PLANNING

The Board considers on an annual basis its composition in terms of balance of skills, experience, diversity, independence and knowledge and whether this enables it to effectively discharge its role and responsibilities. There shall at all times be a sufficient amount of non-executive directors on the Board. All members of the Board should be individuals of integrity and, collectively, should bring a blend of knowledge, skills, objectivity and experience to the Board to enable it to carry out its functions effectively.

Directors are recommended to the Board by the Corporate Governance and Remuneration Committee and may be appointed by the Board or by the Company in general meeting of shareholders. The Board has a Diversity Policy wherein it is stated that the Board's succession planning must promote diversity in accordance with the policies of the Company and in compliance with the JSE Listings Requirements specifically relating to the promotion of gender, race, culture, age diversity, field of knowledge, skills and experience. Future appointments to the Board will take cognisance of both the operational needs of the Company and the need for gender diversity at a Board level. Given the newly constituted Board, none of the members at present have any plans to resign as directors in the foreseeable future. Procedures and processes are being improved to ensure continuity in relation to the CFO role both from an emergency perspective as well as from a longer-term perspective.

The directors' profiles are provided on pages 10 and 11.

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PRINCIPLE 8: The Board ensures that its arrangements for delegation within its own structures promote independent judgement, and assist with balance of power and the effective discharge of its duties.

CHAIRMAN

The members of the Board have elected an Independent non-executive Chairman, who possesses demonstrated expertise and experience to provide firm and objective leadership. The Chairman is not involved in the day-to-day running of the business and is not a full-time employee of the Company.

The main roles of the Chairman are to:

- preside over meetings, encourage participation of directors in board matters and mediate differences of opinion;
- evaluate the performance of directors collectively and individually;
- guide the Board and senior management ensuring time for consultation, preparing of agenda and minutes and supervision of implementation of resolutions;
- ensure adequate succession planning for the directors and management;
- ensure that all relevant information on financial and operating matters is placed before the Board to enable directors to reach informed decisions;
- ensure adoption of good corporate governance practices; and
- maintain relations with the shareholders of the Company and ensure that information is clearly communicated to them through appropriate disclosure.

The Chairman has been appointed in accordance with the Company's Constitution and the Code.

PRINCIPLE 9: The Board ensures that the evaluation of its own performance and that of its committees, its Chairman and its individual members, support continued improvement in its performance and effectiveness.

COMMITTEES OF THE BOARD

In order to effectively address the needs of the Company and to further its commitment to best practice in corporate governance, the Board had two committees during the financial year ended 31 December 2020: the Corporate Governance and Remuneration Committee and the Audit and Risk Committee.

The Committees have adopted their relevant terms of reference as approved by the Board and are satisfied that they have fulfilled their responsibilities in accordance with its terms of reference for the reporting period. The charter of each committee is reviewed annually. Given the size and scale of operation of the Company, no Social and Ethics Committee has been set up.

Corporate Governance and Remuneration Committee – Duties

Corporate Governance

- Formulate and recommend for Board approval a set of best practice corporate governance principles supporting the Company's strategic priorities, in accordance with the applicable Code of Corporate Governance;
- Monitor the Company's compliance with its adopted corporate governance principles;
- Review the Company's compliance with all relevant legal and regulatory requirements within the jurisdictions in which the Company operates;
- Monitor potential changes in such legal and regulatory requirements to ensure that the Company is in a position to respond appropriately to their introduction;
- Ensure that the Company has in place adequate processes for reporting and responding to any material regulatory breaches and the findings of regulatory agencies;

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- Keep under review the Company's conduct and reputational risk profile, ensuring that the Company's reputation is considered as part of the key decision making process;
- Ensure that the Company has in place an adequate code of ethics and conduct regulating its dealings with investors, investees, advisers, employees and the public generally, monitoring the effectiveness of the code on an ongoing basis;
- Determine the level of non-executive and independent non-executive fees and recommend same to the Board for approval;
- Report formally to the Board on its proceedings and make recommendations to the Board on any area within its remit;
- Produce a statement on the Company's governance framework and its performance in relation to it for inclusion in the Company's annual report;
- At least annually, review its constitution and terms of reference to ensure that it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval;
- To monitor the Company's activities with regard to matters relating to:
 - social and economic development (including the UN Global Compact Principles and the OECD recommendations regarding corruption), to the extent that they would apply to the Company;
 - good corporate citizenship: including promotion of equality, prevention of unfair discrimination, reduction of corruption, contribution to the development of the communities in which its products or services are marketed, record of sponsorship, donations and charitable giving;
 - the environment, health and public safety, including the impact of the Company's activities; and
 - the Company's employment relationships, and its contribution toward the educational development of its employees (if applicable).

To report, through one of its members, to the shareholders at the Company's Annual General Meeting on the matters within its mandate and include a report in such regard in the Company's annual report.

Remuneration

The Committee ensures that the Company remunerates fairly, responsibly, and transparently so as to promote the achievement of strategic objectives and positive outcomes in the short, medium and long term. The Committee has the responsibility and authority to consider and make recommendations to the Board on, inter alia, the Company's Remuneration Policy.

The Committee will make use of external market surveys and benchmarks to determine executive directors' remuneration and benefits as well as non-executive directors' base and committee fees as and when necessary. The Corporate Governance and Remuneration Committee shall assess the collective effectiveness of the committees and the Board. In addition, the Chairman will individually appraise the performance of the directors. As set out above, the Corporate Governance and Remuneration Committee also includes social and ethics commitments and oversees and reports on organisational ethics, responsible corporate citizenship, sustainable development, and stakeholder relationships.

Audit and Risk Committee – Duties

- Monitor the integrity of the Company's financial statements, including reviewing the financial statements prior to approval, including the annual report and other periodic reports, results' announcements and statements relating to financial performance, focusing on significant financial reporting issues, major judgmental areas, significant audit adjustments, going concern and compliance with accounting standards and securities exchange and regulatory requirements;
- Monitor, and challenge where necessary, the consistency of and any changes to accounting policies, the selection of accounting methodology for significant transactions, the application of appropriate accounting standards and the clarity of disclosure in the Company's financial reports including all material supporting information;
- Monitor the independence and objectivity of the auditors and make recommendations to the Board, to be put to members for approval at the Annual General Meeting, in relation to the appointment, re-appointment and removal of the auditors and their remuneration and overseeing the selection process for new auditors as necessary;

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- Consider any issues arising from the audit and any matters the auditors wish to raise;
- Review the effectiveness of the audit, including the auditors' management letter and the response of management to its findings and recommendations;
- Develop and implement policy on the engagement of the external auditor to supply non-audit services, and approve the terms on which the auditor may be engaged to supply such services;
- Review audit planning process to ensure that the policies in place to combat financial crime, money-laundering activities, fraud and bribery are tested through the audit process;
- Review the internal procedures by which employees, advisors and contractors may raise concerns about possible improprieties in matters of financial reporting and other matters ("whistleblowing"), to ensure that arrangements are in place for the investigation of such matters and appropriate follow-up action;
- Advise the Board on the Company's overall risk profile, tolerance and strategy, taking account of the current and prospective macroeconomic and financial environment and drawing on financial stability assessments such as those published by relevant industry and regulatory authorities;
- Oversee and advise the Board on the current risk exposures of the Company and future risk strategy and prepare a risk matrix for the Company;
- Consider and approve the remit of the risk management function and ensuring that it has: (i) adequate resources and appropriate access to information to enable it to perform its function effectively and in accordance with the relevant professional standards; and (ii) adequate independence and is free from management and other restrictions;
- Review promptly all risk management reports on the Company and review and monitor management's responsiveness to findings and recommendations contained in such reports (whether formal or informal);
- Ensure that the risk management function is provided with unfettered direct access to the Committee and the Chairman of the Board;
- Report formally to the Board on its proceedings and make recommendations to the Board on any area within its remit;
- Produce an annual formal report on the Company's risk management objectives, policy and management framework for inclusion in the Company's annual report, including in relation to financial instruments;
- At least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the board for approval.
- Whilst there is currently no internal audit function in place due to the size of the Company, the Committee will continue to review the necessity for an internal audit function on an annual basis.

In terms of paragraph 3.84 (g) (i) (ii) & (iii) of the JSE Listings Requirements, the Audit and Risk Committee is satisfied with the expertise and experience of the Chief Financial Officer and that appropriate financial reporting procedures are in place and operating. The Audit and Risk Committee confirms that they have assessed the suitability of both the external audit firm and individual partners and are satisfied with their suitability for appointment, as well as their independence, specifically considering any information pursuant to paragraph 22.15 (h) of the JSE Listings Requirements.

The Committees submit the minutes of proceedings of their meetings to the Board.

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PRINCIPLE 10: The Board ensures that the appointment of, and delegation to, management contribute to role clarity and the effective exercise of authority and responsibilities.

EXECUTIVE DIRECTOR

The Company has received a dispensation from the JSE from appointing a Chief Executive Officer following the appointment of a Chief Financial Officer by the Board for the financial year ended 31 December 2020. The following functions, inter alia, were delegated to the Chief Financial Officer:

- manage all day-to-day operations of the Company;
- monitor the compliance of the Investment Manager with the terms of the Investment Management Agreement;
- consult with the Investment Manager on the investment opportunities for Astoria;
- due to the continuous responsibilities that typically accompany private equity investments, frequently consult with the Investment Manager in relation to the private equity investments; read through the due diligence and investment proposal reports prepared by the Investment Manager and outside service providers in relation to private equity investments and discuss the commercial transaction and financial models with the Investment Manager;
- provide the Investment Manager with comment on the merits of the investment proposal from the Board of Astoria;
- in terms of the operations of Astoria, ensure compliance with both Astoria's contractual and regulatory obligations, on both a corporate and business level; and
- liaise regularly with the Company Secretary and other administrators in relation to these contractual and regulatory obligations.
- manage the preparation of all financial reporting and adherence with relevant reporting requirements;
- manage and prepare internal control procedures and risk matrix analysis of all risks in the Company and establishing mitigating controls; and
- prepare the monthly management accounts.

COMPANY SECRETARY

To ensure that the smooth functioning of Board and Board Committee meetings, the Board has appointed a Company Secretary to:

- assist the Chairman of the Board with the agenda, information gathering and other logistics;
- maintain a register of interests in respect of Director's interest in contracts;
- devise induction and training programmes for the new directors; and
- keep minutes and records of the Board/Board Committee meetings.

The Board has considered and is satisfied that the Company Secretary has sufficient competence, qualifications and experience.

BOARD MEETINGS

The Board shall meet at least four times annually and meetings shall be convened by the Chairman, as scheduled or at the request of one or more directors. Meetings may be held by telephone or videoconference, provided that participants can hear each other clearly.

The meeting will be presided over by the Chairman or in her absence, by a director designated by the Chairman. The quorum shall be three directors. The Chairman of the meeting shall consult with the absent members by telephone or other means whenever possible.

Resolutions should be preferably passed by unanimous vote. The minutes of proceedings of each meeting shall be approved at the following meeting as evidence that the minutes have been adopted.

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PRINCIPLE 11: The Board governs risk in a way that supports Astoria in setting and achieving its strategic objectives.

RISK MANAGEMENT

The Board reviews the effectiveness of the Company's risk management framework against the principal risks facing the business on an annual basis, with the assistance of the Audit and Risk Committee.

The risks to the Company are the significant risks that would typically be associated with investing in global financial instruments. Set out below is a list of identified risks, and the mitigation strategies adopted by the Company:

Financial Risks

RISK	IMPACT	MITIGATION STRATEGIES
Liquidity Risk/ Failure to Raise Capital	<p>Inability to:</p> <ul style="list-style-type: none"> raise capital in the form of equity or third party debt financing which would limit the ability of the company to: <ul style="list-style-type: none"> increase its investments at the most opportune times; meet its financial obligations. receive dividend payments from investees due to unforeseen circumstances. 	<ul style="list-style-type: none"> Ensure investor confidence in the Company by effectively managing the portfolio of investments and making relevant and timely announcements to stakeholders. Forward cash flow management. Diversify sources of funding. Early engagement with financiers.
<p>Volatility of profits</p> <p>Given the need to carry investments at fair value, any revaluations may cause volatility in the statement of profit or loss and other comprehensive income from one year to the next.</p>	<ul style="list-style-type: none"> Returns to stakeholders, in terms of NAV per share growth are reliant on the profitability and growth of the underlying investments. Any volatility in the listed market or volatility in economies where investees operate will impact the carrying value of investments and therefore the financial results and financial position of Astoria. 	<ul style="list-style-type: none"> The Company has appointed an appropriately experienced Investment Manager as well as Board to manage the risks arising from investing globally. Volatility of revaluations of unlisted investments is managed through the application of consistent valuation methodologies.

Operational Risks

RISK	IMPACT	MITIGATION STRATEGIES
<p>Overall Market Risk</p> <ul style="list-style-type: none"> All investments represent a potential risk of loss of capital. 	<ul style="list-style-type: none"> Reduced profitability and returns to stakeholders. 	<ul style="list-style-type: none"> The Company has appointed an appropriately experienced Investment Manager as well as Board to manage the risks arising from investing globally.
<p>Portfolio Concentration</p> <ul style="list-style-type: none"> A portfolio that is concentrated in certain assets or assets in a certain region represents a higher risk to market fluctuations and potential loss of capital or income. 	<ul style="list-style-type: none"> Failure to maintain a well-diversified portfolio with a wide variety of assets, could result in a significant negative impact on shareholders' equity and therefore, the growth in NAV per share. 	<ul style="list-style-type: none"> The Company can invest in direct equity or debt instruments of companies on a global basis across all industries. <p>This enables the Company to achieve diversification where required as it is not restricted in building its investment pool. This risk is closely monitored by the Investment Manager and the Board.</p>

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Operational Risks continued

RISK	IMPACT	MITIGATION STRATEGIES
Corona virus	<ul style="list-style-type: none"> Market volatility Ability to manage and operate the Company due to staff not being in office. 	<ul style="list-style-type: none"> The Company has material investments as at year end, the management of which have all been able to adapt to meet the constantly changing requirements from lockdowns and the impact of the Corona virus on their businesses. The Company has no key day to day operational requirements and the executive director is able to work remotely as are staff at key service providers.

Regulatory and Compliance Risks

RISK	IMPACT	MITIGATION STRATEGIES
Regulatory risk – legal compliance <ul style="list-style-type: none"> The Company operates in a highly regulated environment. As has been the theme in the financial services industry since the global financial crisis of 2008, the regulatory environment is continuously subject to regulatory scrutiny and regulation, the outcomes of which are uncertain. 	<ul style="list-style-type: none"> Unintentional non-compliance with laws which can potentially have a negative impact on the Company or on the investment performance. 	<ul style="list-style-type: none"> The Board reviews the effectiveness of the Company's risk management framework against the principal risks facing the business on an annual basis, with the assistance of the Audit and Risk Committee and taking account of recommendations from the Company's auditors and other professional advisors. .
Regulatory risk – JSE and SEM compliance	<ul style="list-style-type: none"> Suspension or termination of the Company's listings. Fines and public censures if non-compliance occurs. Reputational risk 	<ul style="list-style-type: none"> Active monitoring by corporate sponsors and the Company Secretary. Monthly updates to the JSE in relation to the suspension of trading in the Astoria shares and the plan to have the suspension lifted. Completion of annual compliance checklists. Advice from Company's lawyers and other professional advisors.

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PRINCIPLE 12: The Board governs technology and information in a way that supports Astoria in setting and achieving its strategic objectives.

The Board is aware of the importance of technology and information as it is interrelated to the strategy, performance and sustainability of Astoria. Information management is an integral part of our risk management process.

The computer system used for storing all the Company information is kept backed up on a secure server and the Board relies on the management company's technology and information manager to ensure the safety and security of all its information on their server.

All software packages are password controlled and the Board all have up-to-date anti-virus software on their computers. The Astoria website and emails are maintained by reputable technology consultants.

PRINCIPLE 13: The Board governs compliance with applicable laws and adopted, non-binding rules, codes and standards in a way that supports Astoria being ethical and a good corporate citizen.

INTEGRATED SUSTAINABILITY REPORT

The Company recognises that its operations and investments are key elements of the communities in which they are located, in which economic, social and environmental issues are inter-related. The Company recognises the non-financial imperatives that this gives rise to, as set out below.

Ethical Approach to Business Conduct

The Company is committed to the highest standards of integrity and ethical conduct in dealing with all its stakeholders and requires the same approach from all who act on its behalf.

Environment

The Company complies with all environment protection legislation in all the jurisdictions in which it operates, including the Environment Protection Act 2002 (as amended) of Mauritius.

Corporate and Social Responsibility

The Company recognises that it has a responsibility to be involved in social issues which do not necessarily relate to the welfare of its own employees. For the financial year ended 31 December 2020, the Company has made no such disbursements.

REMUNERATION PHILOSOPHY

The aim of Astoria's remuneration philosophy is to ensure that it promotes the achievement of the Company's strategic objectives in the short, medium and long-term and the creation of value for its stakeholders. The Company also commits to remunerating its directors fairly, responsibly and transparently and to ensuring that remuneration is market related.

The Corporate Governance and Remuneration Committee of the Board determines the level of executive and non-executive fees and recommends same to the Board for approval.

Directors' remuneration consists solely of salary and there are no bonuses or share incentive scheme in place. The remuneration policy is not performance linked. There are no performance-based targets. The basis for the executive director's salary is on market industry norms for similar listed companies.

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REMUNERATION IMPLEMENTATION REPORT

DIRECTOR	REMUNERATION FOR THE YEAR ENDED 31 DECEMBER 2020 \$	REMUNERATION FOR THE YEAR ENDED 31 DECEMBER 2019 \$
Executive Directors		
Dean Schweizer **	150 000	–
Darryl Kaplan	–	245 562
Tiffany Purves	–	189 000
Non-executive Directors		
Catherine McLraith	15 000	15 000
Christophe Du Mée	13 875	–
Jan van Niekerk	–	–
Piet Viljoen	–	–
Nicolas Hardy	13 333	–
Casey Jorgensen	–	–
Dean Schweizer **	–	15 000
Peter Armitage	–	15 000
Peter Todd *	–	15 000
Tinesh Ramprasad *	–	8 000

* The remuneration of Peter Todd and Tinesh Ramprasad was paid by the Company to Osiris Corporate Solutions.

** The remuneration of Dean Schweizer was paid by the Company to RAC Advisory (Mauritius) Limited.

*** The remuneration of Christophe Du Mée was paid by the Company to Clermont Consultants (MU) Limited.

The Company's approach to the remuneration of its executive and non-executive directors is underpinned by its remuneration policy. The key principles of this policy are that:

- the remuneration of Astoria's directors should be consistent with market-related best practice and sufficient to attract talent to our Board and retain this talent; and
- the quantum and structure of the remuneration of our directors will be reviewed annually by the Corporate Governance and Remuneration Committee, who will make recommendations to the Board on any changes which they believe should be made to directors' remuneration.
- the executive directors' remuneration is not performance linked and there are no performance-based targets that have been set.

In the event that either the remuneration policy or the implementation report, or both, are voted against by 25% or more of the voting rights exercised at the upcoming annual general meeting, the Board will continue to engage with the relevant shareholders and the outcome thereof will be disclosed in the 2021 integrated annual report.

The Board will continue to encourage regular dialogue with shareholders in order to create and maintain a mutual understanding of the basis on which performance and value creation for the group is evaluated when determining the remuneration policy of the Company.

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BOARD ATTENDANCES

The table below shows directors' attendance at Board and Committee meetings during the reporting year whilst they were appointed as Directors:

Director	Board	Corporate Governance and Remuneration Committee	Audit and Risk Committee
Catherine McIlraith	7/7	1/1	6/6
Dean Schweizer	7/7	–	–
Christophe Du Mée	7/7	–	6/6
Jan van Niekerk	7/7	1/1	4/4
Piet Viljoen	7/7	–	–
Nicolas Hardy	4/4	–	2/2
Casey Jorgensen	–	–	–

The Board is of the view that the Committees have satisfied their responsibilities for the year, in compliance with their terms of reference.

PRINCIPLE 15: The Board ensures that assurance services and functions enable an effective control environment, and that these support the integrity of information for internal decision-making and of Astoria's external reports.

The Board is satisfied that there is an adequate and effective control environment, and that the integrity of reports makes for better decision-making.

There is no internal audit function currently in place. The size of the Company does not at present warrant a dedicated internal audit function, but the Board will review this on an annual basis.

RELATED PARTY TRANSACTIONS

Related party transactions are disclosed in Note 18 of the financial statements.

SHAREHOLDERS' AGREEMENT AFFECTING THE GOVERNANCE OF THE COMPANY

There was no such agreement during the reporting period.

THIRD PARTY MANAGEMENT AGREEMENT

On 5 May 2020, the Company appointed RACAM as the Investment Manager. RACAM was incorporated in Mauritius as a private company limited by shares in accordance with the Mauritius Companies Act on 25th July 2017. RACAM holds a Global Business Licence in accordance with the Companies Act 2001 and the Financial Services Act 2007 of Mauritius. It was granted an Investment Adviser (Unrestricted) Licence by the Financial Services Commission pursuant to Section 30 of the Securities Act 2005, Rule 5 of the Securities (Licensing) Rules 2007 and the Financial Services (Consolidated Licensing and Fees) Rules 2008 on the 26th July 2017. Dean Schweizer is an executive director of RACAM whilst Jan van Niekerk is a non-executive director of RACAM.

The Investment Manager is subject to the supervision of the Board and is subject to a defined investment policy as set-out by the Board. The Board may review the investment policy from time to time.

Corporate governance report

for the year ended 31 December 2020

continued

DONATIONS

The Company did not make any donations during the reporting period (2019: Nil).

GOVERNANCE OUTCOME: TRUST, GOOD REPUTATION AND LEGITIMACY

PRINCIPLE 16: In the execution of its governance role and responsibilities, the Board adopts a stakeholder- inclusive approach that balances the needs, interests and expectations of material stakeholders in the best interests of Astoria over time.

STAKEHOLDER RELATIONS AND COMMUNICATION

Subject always to regulatory restrictions, the Board aims to comprehensively understand and meet the information needs of all shareholders and places great importance on open and meaningful dialogue with all investors. The Board ensures that shareholders are kept informed on matters affecting the Company and open lines of communication are maintained as appropriate to ensure transparency and optimal disclosure. All Board members are requested to attend the Company's annual general meetings and special meetings.

The Company's annual general meeting and special meetings are duly convened in line with regulatory requirements with sufficient notice period and adequate papers being provided to the shareholders. Opportunities are given to the shareholders to communicate with the Board members at time of the meetings. The results of the votes at the annual general meeting and special meetings are published on the Company's website.

DIRECTORS' INDEMNITY AND INSURANCE

The Company indemnifies its directors in respect of their activities on behalf of the Company and procures appropriate directors' and officers' insurance cover.

DIRECTOR'S INTERESTS IN THE COMPANY'S SHARES

As at the reporting date, all the issued shares of Astoria are held by RAC IH which is controlled by Jan van Niekerk and Piet Viljoen.

The directors follow the principles of the model code on securities transactions as set out in Appendix 6 of the SEM Listing Rules and the JSE Listings Requirements.

AUDITORS' FEES

The fees payable to the auditors, for audit and other services during the year were:

Audit firm	2020 \$	2019 \$
Audit of the Company to EY	47 000	–
Reporting accountant fees of the Company to EY	8 905	–
Audit of the Company to KPMG	–	30 251
Audit of Astoria LP Holdings Ltd (subsidiary) to KPMG Mauritius	–	14 461
Audit of Astoria Investments (UK) Ltd (subsidiary) to Shipleys LLP	–	9 307

Corporate governance report

for the year ended 31 December 2020
continued

STATEMENT OF COMPLIANCE

(Section 75(3) of the Financial Services Act Circular Letter CL280218)

Name of Entity: Astoria Investments Ltd

Reporting Period: Year ended 31 December 2020

We, the directors of Astoria Investments Ltd, confirm that, to the best of our knowledge, the Company has not fully complied with the principles of The National Code of Corporate Governance for Mauritius and the King IV on Corporate Governance for South Africa for the reasons stated below:

PRINCIPLE 15: The Board ensures that assurance services and functions enable an effective control environment, and that these support the integrity of information for internal decision-making and of Astoria's external reports Areas of Non-Application of the Code:

Organisations should consider having an effective and independent internal audit function that has the respect, confidence and cooperation of both the Board and the management.

Explanation for Non-Application:

The Company has not established an internal audit function due to the Board having decided that the cost of this is not justified bearing in mind the Company's size and the relative simplicity of its business model. The Board will consider the need for an internal audit function on an annual basis, taking into account advice from the Audit and Risk Committee and the Company's auditors.



Catherine McIlraith

Director

31 March 2021

AUDIT AND RISK COMMITTEE REPORT

for the year ended 31 December 2020

The Audit and Risk Committee (“**the Committee**”) is an independent committee comprising of three independent non-executive directors as at the time of writing this report. The Committee has specific responsibilities to the shareholders in terms of the Code, King IV and the Companies Act 2001 of Mauritius. The role of the Committee is to ensure the integrity of financial reporting and the audit process. In pursuing these objectives, the Committee oversees relations with and independence of the external auditors. The Committee also assists the Board in discharging its duties relating to the safeguarding of assets, the operation of adequate systems and internal control processes, overseeing the preparation of accurate financial reports and statements in compliance with all applicable legal requirements and accounting standards, ensuring compliance with good governance practices and nomination of external auditors.

ROLE OF THE COMMITTEE

The primary objective of the Committee is to provide the Board with additional assurance regarding the efficacy and reliability of the financial information used by the directors to assist them in discharging their duties. The Committee is required to provide comfort to the Board that adequate and appropriate financial and operating controls are in place, that significant business, financial and other risks have been identified and are being suitably managed, that the Chief Financial Officer has the appropriate expertise and experience and that satisfactory standards of governance, reporting and compliance are in operation.

The Committee serves in an advisory capacity to the Board and assists the directors to discharge their duties relating to the safeguarding of assets, the operation of adequate systems, risk management and internal controls, the review of financial information and the preparation of the annual financial statements. This includes satisfying the Board that adequate internal, operating and financial controls are in place and that material risks have been identified and are being effectively managed and monitored. When required the Committee discusses the accounting principles and application of them with the external auditors. In addition to the above, the Committee also has its own statutory responsibilities.

MEETINGS HELD BY THE COMMITTEE

Meetings of the Committee are held as frequently as the Committee considers appropriate. During the year ended 31 December 2020, the Committee met 6 times, of which there was a quorum of Committee members at each meeting.

EXTERNAL AUDITORS

The designated auditors are EY Mauritius and EY SA in order to meet the requirements of the dual listing on the SEM and the JSE. The Committee continues to be satisfied that the external auditors are independent. The Committee further confirms that it assessed the suitability of the appointment of EY Mauritius and EY SA as well as Roger de Chazal and Cornea de Villiers in accordance with paragraph 3.84 (g) (iii) of the JSE Listings Requirements. Requisite assurance continues to be sought and continues to be provided so that internal governance processes within the firm support and demonstrate the claim to independence. The audit fee for the external audit has been considered and approved taking into consideration such factors as the timing of the audit, the extent of the work required and the scope. The provision of any non-audit services by the external auditor requires pre-approval by the Committee. The Committee did not meet with the external auditors without management being present during the current financial year.

ACCOUNTING PRACTICES AND INTERNAL CONTROL

The Board has ultimate responsibility for the internal, financial and operating systems of the Company and for monitoring of their effectiveness. These systems are designed to provide reasonable but not absolute assurance against material misstatement and loss and the integrity and reliability of the financial statements.

The systems, which are monitored by the Committee on an ongoing basis in order to adopt to changing business circumstances, are designed to provide reasonable safeguards regarding:

- Unauthorised disposal or use of Company’s assets;
- Risk of fraud and potential liability;
- Compliance with the relevant legislation and regulations; and
- The maintenance of proper accounting records.

The Committee accordingly confirms that Astoria has established appropriate financial reporting procedures and that those procedures are operating.

Audit and Risk Committee report

for the year ended 31 December 2020

continued

LEGAL AND REGULATORY COMPLIANCE

The Committee has complied with all applicable legal, regulatory and other responsibilities for the financial year.

CHIEF FINANCIAL OFFICER

As required by the SEM Listing Rules and the JSE Listings Requirements, the Committee confirms that the Company's Chief Financial Officer, being Dean Schweizer, has the necessary expertise and experience to carry out his duties.

INTERNAL AUDIT

Due to the size of the Company, no internal audit function has been established. The need for internal audit will be considered and assessed going forward.

TERMS OF ENGAGEMENT AND FEES PAID TO EXTERNAL AUDITOR

The Committee, in consultation, with the Board, agreed to the engagement letter, terms, audit plan and budgeted audit fees for the financial year ended 31 December 2020. The Committee considered the fee to be fair and appropriate. No amounts have been paid to the appointed external auditors for non-audit services during the financial year.

PURPOSE

From an oversight perspective, the Committee is primarily responsible for:

- Assessing the independence of and recommending the appointment of the external auditors;
- Evaluating the performance of the external auditors;
- Reviewing the scope and effectiveness of the external audit functions;
- Determining the fees paid to the auditors and the auditor's terms of reference;
- Ensuring that the appointment of the auditor complies with the provision of the Companies Act of Mauritius 2001 and any other legislation relating to the appointment of auditors, the rotation of Audit Firms as well as designated audit partners;
- Agreeing to the timing and nature of reports from the external auditor;
- Considering any problems identified in the going concern or internal control statements;
- Ensuring that adequate books and records have been maintained;
- Ensuring the integrity, reliability and efficiency of the Company's risk management strategy/ policy and portfolios;
- Ensuring that the Company adheres to the requirements of the relevant regulatory bodies including the Mauritius Financial Services Commission, SEM and the JSE;
- Resolving and dealing with any complaints concerning the accounting policies, the content and audit of financial statements and related matters; and
- Ensuring the expertise and experience of the financial director are appropriate.

ANNUAL FINANCIAL STATEMENTS

The fair value of unlisted financial instruments held by Astoria are determined using a variety of valuation techniques which require significant management judgement. The Committee therefore considers the fair value of the unlisted investments as a key area of focus when reviewing the annual financial statements. As part of the review, the Committee has satisfied itself that the methodologies and inputs applied in determining the fair values are acceptable methodologies in terms of industry norms. Going forward the Committee will continue to focus on the determination of the fair values of the unlisted financial instruments.

Following our review of the financial statements for the year ended 31 December 2020, the Committee is of the opinion that, in all material respects, they comply with the relevant provisions of the Mauritian Companies Act 2001 and International Financial Reporting Standards ("IFRS") and that they show a true and fair view of the financial position as at 31 December 2020 for Astoria and of its financial performance and cash flows for the year then ended.

AUDITED ANNUAL FINANCIAL STATEMENTS

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STATEMENT OF DIRECTORS' RESPONSIBILITIES

for the year ended 31 December 2020

The directors acknowledge their responsibilities for and report that:

- a) the annual financial statements set out on pages 40 to 71, fairly present in all material respects the financial position, financial performance and cash flows of the issuer in terms of IFRS and the Mauritius Companies Act 2001;
- b) no facts have been omitted or untrue statements made that would make the annual financial statements false or misleading;
- c) internal financial controls have been put in place to ensure that material information relating to the issuer have been provided to effectively prepare the financial statements of the issuer;
- d) the internal financial controls are adequate and effective and can be relied upon in compiling the annual financial statements, having fulfilled our role and function within the combined assurance model pursuant to principle 15 of the King Code. Where we are not satisfied, we have disclosed to the audit committee and the auditors the deficiencies in design and operational effectiveness of the internal financial controls and any fraud that involves directors, and have taken the necessary remedial action;
- e) the Company's ability to continue as a going concern has been assessed and there is no reason to believe that it will not be a going concern in the year ahead; and
- f) the National Code of Corporate Governance for Mauritius has been applied and reasons for non-compliance have been provided where applicable.

The external auditors are responsible for reporting on whether the financial statements are fairly presented, and their report can be located on page 32.

Signed on behalf of the Board



Dean Schweizer
Director

31 March 2021



Catherine McIlraith
Director

31 March 2021

STATEMENT OF RESPONSIBILITY BY CHIEF FINANCIAL OFFICER

I, Dean Schweizer, hereby confirm that:

- (a) the annual financial statements set out on pages 40 to 71, fairly present in all material respects the financial position, financial performance and cash flows of Astoria in terms of International Financial Reporting Standards;
- (b) no facts have been omitted or untrue statements made that would make the annual financial statements false or misleading;
- (c) internal financial controls have been put in place to ensure that material information relating to Astoria have been provided to effectively prepare its financial statements; and
- (d) the internal financial controls are adequate and effective and can be relied upon in compiling the annual financial statements, having fulfilled my role and function within the combined assurance model pursuant to principle 15 of the King Code.

Where I am not satisfied, I have disclosed to the audit committee and the auditors the deficiencies in design and operational effectiveness of the internal financial controls and any fraud that involves directors and have taken the necessary remedial action.



Signed by the CFO

SECRETARY'S CERTIFICATION

As Per Section 166(D) Of The Mauritius Companies Act 2001

We certify to the best of our knowledge and belief that we have filed with the Registrar of Companies all such returns as are required of Astoria Investments Ltd under the Mauritius Companies Act 2001 for the year ended 31 December 2020.



For Clermont Consultants (MU) Limited

Secretary

31 March 2021

INDEPENDENT AUDITOR'S REPORT



INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF ASTORIA INVESTMENTS LTD

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the financial statements of Astoria Investments Ltd (the "Company") set out on pages 40 to 71 which comprise the statement of financial position as at 31 December 2020, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including significant accounting policies.

In our opinion, the financial statements give a true and fair view of the financial position of the Company as at 31 December 2020, and of its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards and comply with the Companies Act 2001.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and other independence requirements applicable to performing audits of financial statements of the Company in Mauritius. We have fulfilled our other ethical responsibilities in accordance with the IESBA Code and in accordance with other ethical requirements applicable to performing audits of the Company in Mauritius. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

The Key Audit Matters applies to the audit of the financial statements.

Independent auditor's report

continued

Key Audit Matter	How the matter was addressed in the audit
Fair value estimation of level 3 financial assets carried at fair value	
<p>Astoria acquired a portfolio of investment assets from RAC Investment Holdings (Pty) Ltd during the current financial year, of these investments, unlisted financial instruments account for the amount of \$ 19 376 714. As at 31 December 2020, the Company's investments in unlisted financial instruments amounts to \$22 197 471 (PY: \$1 000) which is 87% of the total investment value (2019: 100%).</p> <p>The Company measures financial instruments at fair value through profit and loss in accordance with IFRS 9 Financial Instruments. The unlisted financial instruments are considered to be level 3 investments in terms of the fair value hierarchy.</p> <p>Financial instruments that are classified as a level 3 in the fair value hierarchy will have a significant element of estimation uncertainty inherent in their value, which by their nature are unobservable.</p> <p>Management determines the fair value of the level 3 financial instruments using various valuation techniques, including market multiples and discounted cash flow (DCF) method, both which required significant management judgements regarding the estimation and assumptions of inputs used in these valuation techniques.</p> <p>The valuation techniques include assumptions, such as peer group, multiple adjustments and marketability discounts; and future cash flow forecasts and discount rates and amongst others, that are based on market conditions existing at the end of the financial year.</p> <p>We considered this to be a key audit matter due to the extent of our procedures performed over the individual investments, the inputs and assumptions into their valuation, and the sensitivity to the assumptions of these financial instruments which required the involvement of our internal valuation specialists.</p> <p>The disclosures relating to the valuation of the financial instruments are presented in <i>Note 3.4 - Accounting Policy for financial instruments</i>, <i>Note 2.1 – Significant judgements and sources of estimation uncertainty</i> and <i>Note 6 – Financial assets at fair value through profit or loss</i>.</p>	<p>Our audit included the following procedures, with assistance from our valuation specialists:</p> <ul style="list-style-type: none"> • We assessed the appropriateness of the valuation methodologies against accounting standards and generally accepted industry principles; • We evaluated the judgement applied by management in their selection of valuation techniques and methods; • Where market multiples were used as the valuation technique: <ul style="list-style-type: none"> – We evaluated the peer group applied by management by considering the size, industry, geography, accounting policies, capital structure of the underlying entities against the entities in the peer group; – We compared the market and financial data of the peer group used by management to externally data; – We compared peer multiples at the valuation date to the final multiple used by management and evaluated the rationale supporting adjustments (such as marketability discounts) applied by management; • Where the discounted cash flow (DCF) method was used as the valuation technique: <ul style="list-style-type: none"> – We assessed the appropriateness of the significant inputs and assumptions used in the DCF model for the operations of the underlying entity such as the cashflow projections and discount rate used by comparing with the respective information to historical trends of the underlying operations, the underlying entity's approved management business plans, and external market data (where available) based on our industry knowledge; – Based on our judgement, we performed sensitivity analyses to assess the impact of the changes to the inputs on the valuation of the financial instruments; • We recalculated the mathematical accuracy of the valuation models used and compared the recalculated fair value to the valuation determined by management; • We assessed whether the financial statement disclosures related to the accounting estimates, including the description of estimation uncertainty and management's significant judgments are in accordance with the requirements of IFRS13 Fair Value Measurement, IFRS 9 Financial Instruments Financial Instruments: Disclosures, and that the sensitivity to key inputs appropriately reflect the Company's exposure to financial instrument valuation risk.

Independent auditor's report

continued

Other information

The directors are responsible for the other information. The other information comprises the information included in the document titled "Astoria Integrated Annual Report", which includes Corporate data, the Shareholder's Letter, Corporate Governance Report, the Audit and Risk Committee Report, Statement of Directors' Responsibilities, Statement of Responsibility by Chief Financial Officer, Group Structure, the Notice of AGM, the Form of Proxy and the Secretary's Certification as required by the Companies Act 2001. The other information does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Corporate Governance Report

The Directors are responsible for preparing the Corporate Governance Report. Our responsibility under the Financial Services Commission's Circular Letter CL280218 is to report on the compliance with the Code of Corporate Governance (the "Code") disclosed in the Corporate Governance Report and assess the explanations given for non-compliance with any requirement of the Code. From our assessment of the disclosures made on corporate governance in the Corporate Governance Report, the Company has complied with the requirements of the Code

Responsibilities of the Directors for the Financial Statements

The directors are responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards and the requirements of the Companies Act 2001, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intends to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the director's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Independent auditor's report

continued

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Use of our report

This report is made solely to the Company's members, as a body, in accordance with Section 205 of the Companies Act 2001. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

Other matter

The financial statements of Astoria Investments Ltd (the "Company") for the year ended 31 December 2019 were audited by another auditor who expressed an unmodified opinion on those financial statements on 31 March 2020.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

Companies Act 2001

We have no relationship with or interests in the Company other than in our capacity as auditor and dealings in the ordinary course of business.

We have obtained all the information and explanations we have required.

In our opinion, proper accounting records have been kept by the Company as far as it appears from our examination of those records.



ERNST & YOUNG INC.
Ebène, Mauritius

31 March 2021



ROGER DE CHAZAL, A.C.A.
Licensed by FRC

Independent auditor's report

continued



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INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDER OF ASTORIA INVESTMENTS LTD

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the financial statements of Astoria Investments Ltd (the "Company") set out on pages 40 to 71 which comprise the statement of financial position as at 31 December 2020, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including significant accounting policies.

In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as at 31 December 2020, and of its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the company in accordance with the Independent Regulatory Board for Auditors' Code of Professional Conduct for Registered Auditors (IRBA Code) and other independence requirements applicable to performing audits of financial statements of the company and in South Africa. We have fulfilled our other ethical responsibilities in accordance with the IRBA Code and in accordance with other ethical requirements applicable to performing audits of the company and in South Africa. The IRBA Code is consistent with the corresponding sections of the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (including International Independence Standards). We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

The Key Audit Matters applies to the audit of the financial statements.

Independent auditor's report

continued

Key Audit Matter	How the matter was addressed in the audit
Fair value estimation of level 3 financial assets carried at fair value	
<p>Astoria Investments Ltd acquired a portfolio of investment assets from RAC Investment Holdings (Pty) Ltd during the current financial year. Of these investments, unlisted financial instruments account for the amount of \$ 19 376 714. As at 31 December 2020, the Company's investments in unlisted financial instruments amounts to \$22 197 471 (PY: \$1 000) which is 87% of the total investment value (2019: 100%).</p> <p>The Company measures financial instruments at fair value through profit and loss in accordance with IFRS 9 Financial Instruments. The unlisted financial instruments are considered to be level 3 investments in terms of the fair value hierarchy.</p> <p>Financial instruments that are classified as a level 3 in the fair value hierarchy will have a significant element of estimation uncertainty inherent in their value, which by their nature are unobservable.</p> <p>Management determines the fair value of the level 3 financial instruments using various valuation techniques, including market multiples and the discounted cash flow (DCF) method, both which required significant management judgements regarding the estimation and assumptions of inputs used in these valuation techniques.</p> <p>The valuation techniques include assumptions, such as peer group, multiple adjustments and marketability discounts; as well as future cash flow forecasts and discount rates amongst others, that are based on market conditions existing at the end of the financial year.</p> <p>We considered this to be a key audit matter due to the extent of our procedures performed over the individual investments, the inputs and assumptions into their valuation, and the sensitivity to the assumptions of these financial instruments which required the involvement of our internal valuation specialists.</p> <p>The disclosures relating to the valuation of the financial instruments are presented in <i>Note 3.4 - Accounting Policy for financial instruments</i>, <i>Note 2.1 – Significant judgements and sources of estimation uncertainty</i> and <i>Note 6 – Financial assets at fair value through profit or loss</i>.</p>	<p>Our audit included the following procedures, with assistance from our valuation specialists:</p> <ul style="list-style-type: none"> • We assessed the appropriateness of the valuation methodologies against accounting standards and generally accepted industry principles; • We evaluated the judgement applied by management in their selection of valuation techniques and methods; • Where market multiples were used as the valuation technique: <ul style="list-style-type: none"> – We evaluated the peer group applied by management by considering the size, industry, geography, accounting policies, capital structure of the underlying entities against the entities in the peer group; – We compared the market and financial data of the peer group used by management to externally data; – We compared peer multiples at the valuation date to the final multiple used by management and evaluated the rationale supporting adjustments (such as marketability discounts) applied by management. • Where the discounted cash flow (DCF) method was used as the valuation technique: <ul style="list-style-type: none"> – We assessed the appropriateness of the significant inputs and assumptions used in the DCF model for the operations of the underlying entity such as the cashflow projections and discount rate used by comparing the respective information to historical trends of the underlying operations, the underlying entity's approved management business plans, and external market data (where available) based on our industry knowledge; – Based on our judgement, we performed sensitivity analyses to assess the impact of the changes to the inputs on the valuation of the financial instruments. • We recalculated the mathematical accuracy of the valuation models used and compared the recalculated fair value to the valuation determined by management; • We assessed whether the financial statement disclosures related to the accounting estimates, including the description of estimation uncertainty and management's significant judgements are in accordance with the requirements of IFRS13 <i>Fair Value Measurement</i>, IFRS 9 <i>Financial Instruments</i> and IFRS 7 <i>Financial Instruments: Disclosures</i>, and that the sensitivity to key inputs appropriately reflect the Company's exposure to financial instrument valuation risk.

Independent auditor's report

continued

Other matter

The financial statements of Astoria Investments Limited (the "Company") for the year ended 31 December 2019 were audited by another auditor who expressed an unmodified opinion on those statements on 31 March 2020.

Other information

The directors are responsible for the other information. The other information comprises the information included in the 80-page document titled "Astoria Integrated Annual Report 2020", which includes the Corporate Data, the Shareholder's Letter, the Corporate Governance Report, the Audit and Risk Committee Report, the Statement of Directors' Responsibilities, the Statement of Responsibility by Chief Financial Officer, the Secretary's Certification, the Group Structure, the Notice of AGM and the Form of Proxy. The other information does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Statements

The directors are responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intends to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Independent auditor's report

continued

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or related safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

In terms of the IRBA Rule published in Government Gazette Number 39475 dated 4 December 2015, we report that Ernst & Young Incorporated has been the auditor of Astoria Investments Limited for 1 year.

Ernst & Young Inc.

Ernst & Young Inc.

Director: J C de Villiers

Registered Auditor

Chartered Accountant (SA)

3rd Floor Waterway House

3 Dock Road

V&A Waterfront

Cape Town

31 March 2021

STATEMENT OF FINANCIAL POSITION

at 31 December 2020

2019 R	2020 R		Notes	2020 \$	2019 \$
		ASSETS			
13 980	371 360 095	Non-current assets		25 351 373	1 000
13 980	371 360 095	Financial assets at fair value through profit or loss	6	25 351 373	1 000
290 506 036	17 531 729	Current assets		1 196 826	20 780 117
37 466	18 237	Prepayments and other receivables	7	1 245	2 680
290 468 570	17 513 492	Cash and cash equivalents	8	1 195 581	20 777 437
290 520 016	388 891 824	Total assets		26 548 199	20 781 117
		EQUITY AND LIABILITIES			
289 845 522	387 617 315	Equity and reserves		26 461 193	20 732 870
72 916 324	278 955 357	Stated capital	9	19 425 028	6 110 661
(438 313)	–	Treasury shares reserve	9	–	(17 408)
77 006 318	–	Non-distributable reserve	9	–	6 315 347
25 474 438	17 052 537	Translation reserve	9	–	–
114 886 755	91 609 421	Retained earnings	9	7 036 165	8 324 270
		Liabilities			
674 494	1 274 509	Current liabilities		87 006	48 247
674 494	1 274 509	Trade payables and accruals	10	87 006	48 247
290 520 016	388 891 824	Total equity and liabilities		26 548 199	20 781 117
		Net Asset Value (“NAV”) per share			
235,73	682,78	NAV per ordinary share (cents)	14	46,61	16,86

Approved and authorised for issue by the Board of Directors on 31 March 2021 and signed on its behalf by:



Dean Schweizer
Director



Catherine McIlraith
Director

STATEMENT OF COMPREHENSIVE INCOME

for the year ended 31 December 2020

2019 R	2020 R		Notes	2020 \$	2019 \$
22 396 002	1 702 348	Income		103 395	1 550 256
4 379 328	–	Dividend income		–	303 138
18 016 674	1 702 348	Interest income using effective interest rate		103 395	1 247 118
92 715 012	56 761 325	Net gain from financial assets at fair value through profit or loss		3 810 292	6 417 753
117 217 508	36 708 758	– Fair value movements in underlying investments *		2 464 197	8 113 821
(24 502 496)	20 052 567	– Exchange rate movements on underlying investments *		1 346 095	(1 696 068)
(62 162 795)	4 912 367	Reversal of impairment/(impairment) of loan advances and write off #	11	298 361	(4 302 922)
52 948 219	63 376 040	Total income		4 212 048	3 665 087
–	(21 690)	Finance costs		(1 395)	–
(75 876 564)	(689 056)	Investment management fees #		(41 851)	(5 252 192)
(14 972 737)	(8 737 532)	General administrative expenses #	12	(530 689)	(1 036 416)
168 015	(145 052)	Foreign exchange (loss)/gain excluding on investments		(8 810)	11 630
(37 733 067)	53 782 710	Profit/(loss) before taxation		3 629 303	(2 611 891)
(1 249 649)	–	Taxation	13	–	(86 501)
(38 982 716)	53 782 710	Net profit/(loss) after taxation		3 629 303	(2 698 392)
		Other comprehensive income			
		Items that are or may be reclassified subsequently to profit or loss:			
5 108 520	(8 421 901)	Gain arising on foreign currency translation difference		–	–
(33 874 196)	45 360 809	Total comprehensive income		3 629 303	(2 698 392)
		* additional split of information disclosed on the face of the statement of comprehensive income which was not previously disclosed.			
		# an amount of \$'000 (1,472) was disclosed on the face of the statement of comprehensive income in the prior year and no investment management fees were disclosed on the face of the statement of comprehensive income. The comparative amounts have been reclassified to show the write off of loan to Astoria (UK) amounting to \$'000 2,831 as part of the "Impairment of loan advances and write off total" amounting to (\$ 4 302 922) and investment management fees of (\$5 252 192). These changes have resulted in "general administrative expenses" decreasing from \$'000 9,119 as previously disclosed to \$1 036 416 as disclosed above.			
		The reclassifications above have had no impact on the Total comprehensive income amount of (\$2 698 392) for 2019.			
		Earnings per share			
(68,67)	94,74	Basic and diluted earnings/(loss) per share (cents)	15	6,39	(4,75)

Prior year EPS amount of \$ cents (2.19) has been restated as required by IAS 33 to account for the share consolidation that was completed during the current financial year.

STATEMENT OF CHANGES IN EQUITY

for the year ended 31 December 2020

	Stated capital \$	Treasury shares reserve \$	Non-distributable reserve \$	Retained earnings \$	Total equity \$
Balance at 1 January 2019	121 110 661	(17 408)	–	11 022 662	132 115 915
Transfer of funds	(115 000 000)	–	115 000 000	–	–
Capital payment to shareholders	–	–	(108 684 653)	–	(108 684 653)
Loss for the year	–	–	–	(2 698 392)	(2 698 392)
Balance 31 December 2019	6 110 661	(17 408)	6 315 347	8 324 270	20 732 870
Transfer of funds	(6 000 000)	17 408	6 000 000	(17 408)	–
Capital payment to shareholders	–	–	(12 315 347)	–	(12 315 347)
Dividends declared and paid	–	–	–	(4 900 000)	(4 900 000)
Share issue	19 314 367	–	–	–	19 314 367
Profit for the year	–	–	–	3 629 303	3 629 303
Balance at 31 December 2020	19 425 028	–	–	7 036 165	26 461 193
Note	9	9	9	9	

	Stated capital R	Treasury shares reserve R	Non-distributable reserve R	Retained earnings R	Translation reserve R	Total equity R
Balance at 1 January 2019	1 726 729 369	(438 313)	–	153 869 471	20 365 918	1 900 526 445
Transfer of funds	(1 653 813 045)	–	1 653 813 045	–	–	–
Capital payment to shareholders	–	–	(1 576 806 727)	–	–	(1 576 806 727)
Movement in translation reserve	–	–	–	–	5 108 520	5 108 520
Loss for the year	–	–	–	(38 982 716)	–	(38 982 716)
Balance 31 December 2019	72 916 324	(438 313)	77 006 318	114 886 755	25 474 438	289 845 522
Transfer of funds	(92 117 700)	438 313	92 117 700	(438 313)	–	–
Capital payment to shareholders	–	–	(192 583 002)	–	–	(192 583 002)
Dividends declared and paid	–	–	–	(76 621 731)	–	(76 621 731)
Share issue	298 156 733	–	–	–	–	298 156 733
Profit for the year	–	–	–	53 782 710	–	53 782 710
Movement in translation reserve	–	–	23 458 984	–	(8 421 901)	15 037 083
Balance at 31 December 2020	278 955 357	–	–	91 609 421	17 052 537	387 617 315
Note	9	9	9	9	9	

STATEMENT OF CASH FLOWS

for the year ended 31 December 2020

2019 R	2020 R		Notes	2020 \$	2019 \$
		Cash flows from operating activities			
(91 240 741)	(8 837 806)	Cash utilised in operations	16	(532 346)	(6 316 608)
15 905 758	1 702 348	Interest income		103 395	1 101 000
–	(21 690)	Finance costs		(1 395)	–
(1 040 159)	–	Tax paid		–	(72 000)
(76 375 142)	(7 157 148)	Net cash outflow from operating activities		(430 346)	(5 287 608)
		Cash flows from investing activities			
4 379 328	–	Dividends received		–	303 138
(31 489 862)	–	Loans issued to related parties		–	(2 179 735)
149 306 097	4 912 367	Loans repaid by related parties		298 361	10 335 000
1 027 900 719	349 327	Proceeds on realisation of investments		21 217	71 130 603
–	(36 938 067)	Purchase of investments		(2 246 931)	–
1 150 096 282	(31 676 373)	Net cash (outflow)/inflow from investing activities		(1 927 353)	79 589 006
		Cash flows from financing activities			
(1 576 806 727)	(269 204 733)	Dividends and capital payments to shareholders		(17 215 347)	(108 684 653)
(1 576 806 727)	(269 204 733)	Net cash outflow from financing activities		(17 215 347)	(108 684 653)
(503 085 587)	(308 038 254)	Total cash and cash equivalents movement for the year		(19 573 046)	(34 383 255)
795 341 878	290 468 570	Cash and cash equivalents at 1 January		20 777 437	55 288 569
(1 787 721)	35 083 176	Effect of exchange rate fluctuations on cash and cash equivalents		(8 810)	(127 877)
290 468 570	17 513 492	Cash and cash equivalents at 31 December		1 195 581	20 777 437

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

for the year ended 31 December 2020

1. GENERAL INFORMATION

Astoria Investments Ltd (“the Company” or “Astoria”) was incorporated in the Republic of Mauritius on 20 April 2015 as a public company limited by shares and has its registered office address at Block 7, Unicity Office Park, Black River Road, Bambous, Republic of Mauritius. The Company holds a Global Business Licence issued by the Financial Services Commission in terms of the Financial Services Act 2007. The Company has its primary listings on the Stock Exchange of Mauritius (“SEM”) and on the JSE Alternative Exchange (“AltX”). The principal objective of the Company is that of investment holding.

2. BASIS OF PREPARATION

Statement of compliance

The separate annual financial statements have been prepared on the going concern basis in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and in compliance with the requirements of the Mauritius Companies Act, Listing Requirements of the JSE Limited and Listing Requirements of the Stock Exchange of Mauritius (“SEM”). The separate annual financial statements have been prepared on the historical cost basis, except as set out below, and incorporate the principal accounting policies set out below. The separate annual financial statements are presented in the Functional Currency of the Company being United States Dollar (“USD” or “\$”) as well as in a presentation currency of South African Rands (“R” or “ZAR”).

These accounting policies have been applied consistently to all periods presented in these financial statements, unless otherwise disclosed. The adoption of the new accounting standards and amendments to IFRS had no material impact on the results of either the current or prior year. Refer to note 4.

Given the significant changes that the Company has undergone in the last 2 years and it now having been recapitalised, some of the prior year disclosed amounts have been reclassified, grouped together or split out in order to align with the 2020 financial disclosures. None of these changes resulted from errors and therefore no prior period error note has been included in the annual financial statements. The prior year financial statements were disclosed in \$'000, whereas the current financial statements have been disclosed in \$ and therefore the comparative amounts have been updated.

Functional and presentation currencies

The separate annual financial statements are prepared and presented in United States Dollars (“USD” or “\$”) which is the Company’s functional currency. The financial statements are also presented in South African Rands (“R”) given the primary listing on the JSE Limited Stock Exchange. The Company has recorded a foreign currency translation reserve on conversion from \$ to R.

	31 December		
	2020	2019	2018
Exchange rates used in the conversion from \$ to R			
Average exchange rate used for the year ended	16,46	14,45	13,24
Average exchange rate used for the month of December (FV movement of investments purchased from RAC IH)	14,90	–	–
Exchange rate at which investments purchased from RAC IH were recognised at	15,44	–	–
Closing exchange rate used for the year ended	14,65	13,98	14,39

Given this is the first year that the separate annual financial statements have been presented in Rands, the comparative 2019 Rand amounts were not disclosed in the 2019 published annual financial statements.

Notes to the annual financial statements

for the year ended 31 December 2020

continued

2.1 Significant judgements and sources of estimation uncertainty

In preparing the financial statements, management is required to make estimates, judgements and assumptions that affect the amounts represented in the financial statements and related disclosures. Use of available information and the application of judgement is inherent in the formation of estimates. Actual results in the future could differ from these estimates which may have a material impact to the financial statements.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements:

Assessment as an investment entity

Astoria, from a Group perspective, has in the past always recognised its direct investments at fair value and consolidated its investments in 100% held "holding subsidiaries" (subsidiaries that were purposefully incorporated to own underlying investments). Where investments were made by 100% held holding subsidiaries of Astoria, the underlying investments were recognised at fair value by consolidating these holding subsidiaries as these holding subsidiaries recognised the investments at fair value. As at 31 December 2019, the investments in these "holding subsidiaries" were carried at their fair value, being \$Nil in the separate financial statements of Astoria. During the current year, Astoria no longer has holding subsidiaries as they have been deregistered. It does however hold investments which are considered to be subsidiaries, joint ventures or associates and the Board considered the following when applying IFRS 10:

An investment entity can be defined as follows:

- an entity that obtains funds from one or more investors for the purpose of providing those investors with investment services;
- an entity that commits to its investors that its business purpose is to invest funds solely for returns from capital appreciation, investment income or both; and
- an entity that measures and evaluates the performance of substantially all its investments on a fair value basis (refer to note 6 for additional disclosures relating to fair value).

Whilst the Company does not currently receive funds from more than one investor as it is 100% owned, it is and always has been the intention for the public spread of shareholders to be reinstated post the finalisation of the asset purchase which took place during the current financial year. The holding company of Astoria does receive funds from more than one investor and it is considered to be an investment entity.

Based on the above, the Company is considered to meet all three conditions of the definition and, hence, qualifies as an investment entity. Consolidated Financial Statements are therefore, not prepared and any investment made with the sole purpose of generating returns from capital appreciation, investment income or both and where Astoria evaluates the performance of the investment on a fair value basis, will not be consolidated and will be measured at fair value. Astoria also applies the exemption in IAS 28 to carry any interests in associates and joint ventures at fair value through profit or loss.

The Board has also concluded that the Company meets the additional characteristics of an investment entity, in that it has exposure, directly or indirectly, to more than one investment; the investments are predominantly in the form of equities and similar securities; its ultimate beneficial investors are not related parties and exit strategies are considered for investments when evaluating their fair values. Should any of these criteria or characteristics change, the conclusions will be reassessed on an annual basis.

Notes to the annual financial statements

for the year ended 31 December 2020
continued

Fair value estimation

The fair value of financial instruments traded in active markets is based on quoted market prices at the end of the reporting period. The quoted market price used for financial assets held by the Company is the current bid price.

The Company uses valuation techniques for unlisted financial instruments that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

The Directors are of the opinion that the carrying value of trade and other payables approximates their fair values due to their short-term nature.

Although estimates are based on management's best knowledge and judgement of current facts as at the reporting date, the actual outcome may differ from the estimates, possibly significantly.

Functional currency

Functional currency is the currency of the primary economic environment in which the Company operates. Given the Company targets a USD capital growth and return, the functional currency is determined to be USD. If indicators of the primary economic environment are mixed, then management uses its judgement to determine the functional currency that most faithfully represents the economic effect of the underlying transactions, events and conditions. The majority of the Company's ongoing transactions are denominated in USD and therefore USD has been used as the functional currency as it is aligned with the Company's regulatory environment and ongoing business strategy of providing a USD based growth.

Segmental analysis

The directors considered the implications of IFRS 8 – Operating Segments and are of the opinion that the operations of the Company are substantially similar and that the risks and returns of these operations are likewise similar. Disclosure is made on an investment level which all form part of the same operating segment.

Resource allocation and the management of the operations are performed on an aggregated basis, and as such the Company is considered to be a single aggregated business and therefore there is no additional reporting requirements in terms of IFRS 8.

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to the whole period presented in these financial statements.

3.1 Income and expenses recognition

Dividend income is recognised when the right to receive income is established. Usually this is the ex-dividend date for equity securities. Dividend income from equity securities measured at fair value through profit or loss is recognised in the "dividend income" line in the Statement of Comprehensive Income.

Net gain or loss on financial assets at fair value through profit or loss measures all realised and unrealised fair value changes and foreign exchange differences related to financial assets at fair value through profit or loss, but excludes interest and dividend income.

Realised gain or loss on disposal of financial assets at fair value through profit or loss is calculated using the weighted average cost method.

Interest income is recognised on receivables and cash balances using the effective interest method.

Expenses are recognised in the Statement of Comprehensive Income on an accrual basis.

Notes to the annual financial statements

for the year ended 31 December 2020
continued

3.2 Taxation

Income tax

Taxation expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the period. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax also includes any tax arising from dividends.

Deferred taxation

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is not recognised for

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss; and
- temporary differences related to investments in subsidiaries to the extent that the Group and the Company are able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity.

3.3 Foreign currency transactions

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates, which has been determined to be USD (the "functional currency").

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary items that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign currency differences are recognised in profit or loss.

For the translation into the presentation currency of ZAR, non-monetary assets and liabilities are translated from the functional currency at the closing exchange rate on the date of the statement of financial position. Non-monetary items that are measured based on historical cost are translated at the exchange rate at the date of the transaction. Income and expenses are translated at the average exchange rate for the period as are the cash flows. Translation differences are recognised in the translation reserve in equity.

Notes to the annual financial statements

for the year ended 31 December 2020

continued

3.4 Financial instruments

Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, and subsequently measured at amortised cost or fair value through profit or loss ("FVTPL").

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient, the Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at FVTPL, transaction costs. Transaction costs for financial assets at FVTPL are recognised as an expense when incurred. Trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient are measured at the transaction price.

For a financial asset to be classified and measured at amortised cost, it needs to give rise to cash flows that are 'solely payments of principal and interest ("SPPI")' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified into one of two categories:

- Financial assets at amortised cost;
- Financial assets at FVTPL.

Financial assets at amortised cost

The Company measures financial assets at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest rate ("EIR") method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

The Company's financial assets at amortised cost includes cash and cash equivalents which comprise of cash at bank and demand deposits.

Financial assets at FVTPL

Financial assets at FVTPL include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not SPPI are classified and measured at FVTPL, irrespective of the business model.

Financial assets at FVTPL are carried in the statement of financial position at fair value with net changes in fair value recognised in profit or loss.

The Company's financial assets at FVTPL includes all investments.

Notes to the annual financial statements

for the year ended 31 December 2020

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Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised when:

- the rights to receive cash flows from the asset have expired; or
- the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without a material delay to a third party under a 'passthrough' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of its continuing involvement. In that case, the Company also recognises an associated liability.

The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

The Company recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at FVTPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at the original EIR. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised for those credit exposures for which there has been a significant increase in credit risk since initial recognition, over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

The Company considers a financial asset in default when contractual payments are past due. However, in certain cases, the Company may also consider a financial asset to be in default when internal or external information indicates that the Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Company. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at FVTPL, loans and borrowings or payables as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade payables and accruals.

Subsequent measurement

Trade payables and accruals are subsequently measured at amortised cost, using the effective interest method.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in profit or loss.

Notes to the annual financial statements

for the year ended 31 December 2020

continued

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Fair value determination

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

3.5 Stated capital

Shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds. Any movement in stated capital such as share issues and cancellations are recorded directly in equity.

3.6 Earnings per share and headline earnings per share

Basic and diluted earnings or loss per share is calculated by dividing the profit or loss by the weighted average number of ordinary shares in issue during the year. In the case of diluted earnings or loss per share, the profit or loss and weighted average number of ordinary shares in issue are adjusted for the effect of all dilutive potential equity shares.

Headline earnings or loss per share is calculated by dividing headline profit or loss by the weighted average number of ordinary shares in issue during the year.

Notes to the annual financial statements

for the year ended 31 December 2020

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4. NEW AND REVISED STANDARDS AND INTERPRETATIONS

4.1 Standards and interpretations effective or early adopted in the current year

The following new standards and interpretations became effective during the current financial year, which were relevant to the Company's operations:

Standard/ Interpretation	Effective date: Years beginning on or after	Impact
Conceptual framework for financial reporting	1 January 2020	The amendments include a new chapter on measurement, guidance on reporting financial performance, improved definitions of an asset and a liability as well as clarification on areas such as roles of stewardship, prudence and measurement uncertainty in financial reporting. The amendments did not have a significant impact on the Company.
IAS 1 and IAS 8 – Definition of material	1 January 2020	The amendments update the definition of material to read as "Information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity. This update of the definition is a clarification in our view and therefore did not have a significant impact on the Company.

4.2 Standards and interpretations not yet effective

The following new and revised IFRS statements, interpretations and amendments applicable to the Company have been issued but are not yet effective. The Company plans to adopt these statements when they become effective.

Standard/ Interpretation	Effective date: Years beginning on or after	Impact
IAS 1 – Amendments to IAS 1 Classification of liabilities as current and non-current	1 January 2023	<p>The amendments specify the requirements for classifying liabilities as current and non-current. The amendments clarify:</p> <ul style="list-style-type: none"> • What is meant by a right to defer settlement • That a right to defer must exist at the end of the reporting period • That classification is unaffected by the likelihood that an entity will exercise its deferral right • That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification. <p>The changes are not expected to have a significant impact on the Company.</p>

Notes to the annual financial statements

for the year ended 31 December 2020

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2019 R	2020 R		2020 \$	2019 \$
		5. CLASSIFICATION OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES		
		Financial assets designated/mandatorily at FVTPL		
13 980	371 360 095	– Financial assets at FVTPL	25 351 373	1 000
290 485 136	17 517 447	Financial assets at amortised cost	1 195 851	20 778 622
16 566	3 955	– Other receivables	270	1 185
290 468 570	17 513 492	– Cash and cash equivalents	1 195 581	20 777 437
		Financial liabilities at amortised cost		
674 494	586 029	– Trade payables	40 006	48 247
		6. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS		
		Fair value hierarchy of financial assets		
		Level 2		
–	46 199 997	Class 2 – financial assets linked to listed instruments (ZAR denominated)	3 153 902	–
–	46 199 997		3 153 902	–
		Level 3		
13 980	–	Class 3 – Unlisted investments (USD denominated)	–	1 000
–	325 160 098	Class 3 – Unlisted investments (ZAR denominated)	22 197 471	–
13 980	325 160 098		22 197 471	1 000
13 980	371 360 095	Total financial assets at fair value	25 351 373	1 000
		Management classifies cash as current and other investments as non-current.		
		Level 3 reconciliation		
14 385	13 980	Opening balance	1 000	1 000
–	299 323 400	Purchases	19 376 714	–
–	(3 519 871)	Sales	(236 283)	–
–	45 525 351	Gains on investments recognised in profit or loss	3 056 040	–
–	29 707 212	– Fair value movements in underlying investments	1 994 195	–
–	15 818 139	– Exchange rate movements on underlying investments	1 061 845	–
(405)	(16 182 762)	Foreign exchange differential between SCI and SFP on translation to presentation currency	–	–
13 980	325 160 098	Closing balance	22 197 471	1 000

Notes to the annual financial statements

for the year ended 31 December 2020
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2019 R	2020 R		2020 \$	2019 \$
		6. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS continued		
		Summary of investments purchased		
–	298 156 733	From RAC Investment Holdings (Pty) Ltd	19 314 367	–
–	112 960 872	– Outdoor Investment Holdings	7 317 520	–
–	28 174 792	– ISA Carstens	1 825 142	–
–	–	– Vehicle Care Group	–	–
–	36 474 989	– Trans Hex Group	2 362 822	–
–	51 063 047	– JB Private Equity Investors Partnership	3 307 825	–
–	69 483 033	– Astoria Treasury and Management	4 501 058	–
		Directly		
–	1 166 667	– CNA Holdings	62 347	–
–	299 323 400	Total level 3 investments purchased	19 376 714	–

The investments purchased from RAC IH were settled through the issue of 100 shares in Astoria to RAC IH which were listed on the JSE on 21 December 2020. The investments were recognised at their fair value on initial recognition. Refer to note 21 for further details.

Level 1

Class 1 financial assets are valued at the listed price per the exchange on which they trade.

Level 2

Class 2 financial assets are valued based on the listed price to which the instrument is linked.

Level 3

Class 3 unlisted investments are valued using a number of valuation techniques based on the following unobservable market data for each investment as applicable:

- Net profit of investee
- Equity and net debt of investee
- Return on capital
- Price/Earnings ratio
- Expected cash flows
- NAV of the investee if it recognises its assets and liabilities at fair value

Management uses the above information in multiple valuation techniques by comparing the investee information to similar type entities in the listed market. The nature of the fair value calculations means that fair values range greatly and are sensitive to indirect and direct quantifiable and unquantifiable inputs. Management is responsible for preparing the valuations which are reviewed by the Audit and Risk Committee and approved by the Board.

Notes to the annual financial statements

for the year ended 31 December 2020

continued

6. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS continued

Description of significant unobservable inputs and their sensitivities

31 December 2020

	Valuation technique	Fair value \$	Fair value R	Significant unobservable inputs	Input value	Sensitivity
Outdoor Investment Holdings	Multiple	7 711 419	112 960 872	PBIT	6	A change in multiple by 1 would result in a change in fair value of approximately R22,3m which equates to \$1,5m at the year end closing exchange rate.
Astoria Treasury and Management	NAV	4 789 961	70 165 837	Expected credit losses on the outstanding loan balances	29%	A change in the credit losses of 10% would result in a change in net asset value of ATAM of approximately R11,3m which equates to \$0,77m at the year end closing exchange rate.
JB Private Equity Investors Partnership	NAV	4 119 855	60 349 785	N/A	N/A	The NAV of the JB Private Equity Investors Partnership is directly linked to the underlying investment in Afrimat Limited (which is listed on the JSE) and it is not currently significantly impacted by any fair value adjustment to trade and other payables and therefore NAV of the JB Private Equity Investors Partnership is considered to be fair value. A 10% upward or downward movement in the Afrimat share price would have a R6m impact on the Partnership NAV which equates to \$0,4m at the year end closing exchange rate.
Trans Hex	NAV	3 652 847	53 508 812	Discount to NAV	30%	We have valued our stake in Trans Hex on a 30% discount to its NAV as at 31 December 2020 to account for a cash flow and liquidity discount. A 10% movement in the discount applied to NAV would have a \$0,5m impact on the fair value of our investment in Trans Hex which equates to R7,6m at the closing exchange rate.
	Discounted cash flow			Discount rate	26%	A change in the discount rate by 2% would result in a change in fair value of approximately \$340k which equates to R5m.
				Carats produced per cubic meter of ground mined	0,18	A 10% change in yield of carats per cubic meter of ground mined, would result in a change in fair value of approximately \$1,9m which equates to R27,7m.

Notes to the annual financial statements

for the year ended 31 December 2020
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6. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS continued

Description of significant unobservable inputs and their sensitivities

31 December 2020 continued

	Valuation technique	Fair value \$	Fair value R	Significant unobservable inputs	Input value	Sensitivity
ISA Carstens (excluding non equity investments)	Multiple	1 923 389	28 174 792	PAT	6	A change in multiple up or down by 1 would result in a change in fair value of approximately R0,9m.
	Capitalisation rate			Rent received	9%	An increase in the capitalisation rate by 1% would result in a decrease in fair value of approximately R6m which equates to \$0,4m at the year end closing exchange rate. A decrease in the capitalisation rate by 1% would result in an increase in fair value of approximately R7,5m which equates to \$0,5m at the year end closing exchange rate.
Other level 3 investments		–	–			
TOTAL		22 197 471	325 160 098			

Factors that are taken into account by the investment manager when determining valuations include current market conditions, invested market segment and economic certainty. The market for these investments often has significant barriers to entry, making the comparison pool of similar entities very narrow. Specifically, the hunting equipment industry has few market entrants with little reliable comparative data. The nature of the fair value calculations means that the range of calculated fair values could vary greatly and are sensitive to indirect and direct quantifiable and unquantifiable inputs.

Notes to the annual financial statements

for the year ended 31 December 2020

continued

6. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS continued

Outdoor Investment Holdings (“OIH”)

During the six months post the initial lockdown in South Africa, OIH experienced favorable trading conditions which meant that it was able to repay a portion of its debt during the calendar year ended 31 December 2020. We have valued OIH on a multiple of 6 x PBIT (profit before interest and tax), the same multiple on which the purchase price was set when negotiating the purchase agreement with RAC IH. Given the specialist nature of OIH and there not being much reliable comparative data for such a business in South Africa, our multiple is based on our best estimate of the long-term growth prospects of the business taking into account the overall economy and the ALSI. It takes into account that Safari and Outdoor has matured as well as the potential for the likes of the Family Pet Centre to experience faster growth given it is growing off a relatively small base. Whilst COVID-19 had an initial impact on OIH through stores needing to be closed, the ongoing effects have been less severe than businesses that operate in the food and entertainment industries.

Astoria Treasury and Management (“ATAM”)

ATAM is valued based on its NAV, given that it currently has loans receivable against which it has recognised expected credit losses (“ECL”). In essence, the loan balances less ECL are the fair values of the loans receivable. The ECL are constantly reviewed by management of ATAM and updated where required. ECL are set for each loan receivable based on the specific circumstances relating to each counterparty. For each specific reasonable possible ECL, a probability weighting is applied. This process results in an overall ECL for each loan receivable, which ranges anything up to 35% of the loan balance receivable. COVID-19 has had no operational impact on the business but it has resulted in an increase in the ECL from pre-COVID levels by 150%.

Trans Hex

The main driver of the valuation of Trans Hex is its investment into the Somiluana Mine in Angola. Trans Hex's 33% share in the Somiluana mine is valued on a discounted cash flow basis using a discount rate of 26% in US\$ and an expected yield of 0,18 carats per cubic meter mined. The cash flows are based on the average price of diamonds in 2019, being the latest available stable information given the various lockdowns experienced in 2020. We apply a 30% discount to this NAV in calculating the fair value of our ownership stake in Trans Hex to reflect the fact that Astoria's holds a minority stake and the inherent risk associated with repatriating dividends from Angola.

ISA Carstens

The two main valuation drivers of the ISA Carstens Group are the Education Services it provides as well as the properties that it owns. For the valuation of the properties, independent specialist property valuers were appointed to determine the values of the properties. ISA Carstens last undertook this process as at 31 March 2020. The capitalisation rates used for the valuation of the properties of between 8,5% and 9,5% are within the industry norms and therefore we felt no need to make any change to the values of properties as determined by the specialists. Given the undeterminable impact COVID-19 will have on the South African property sector in the long-term, we continue to hold the properties at the same values as at 31 March 2020 as we believe these to be the most appropriate valuations at present.

We have deducted the actual value of the mortgages as at 31 December 2020 off against the value of the properties. For the valuation of the Education Services, we applied a multiple of 6 to PAT (profit after tax). As with OIH, our multiple for ISA Carstens is based on our best estimate of the long-term growth prospects of the business taking into account the overall economy and our required returns on capital.

Notes to the annual financial statements

for the year ended 31 December 2020

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2019 R	2020 R		2020 \$	2019 \$
		7. PREPAYMENTS AND OTHER RECEIVABLES		
20 900	14 282	Prepayments	975	1 495
16 566	3 955	Other receivables	270	1 185
37 466	18 237		1 245	2 680
		8. CASH AND CASH EQUIVALENTS		
261 364 922	9 981 897	Bank balances: Mauritius	681 427	18 695 631
261 357 708	9 970 413	– USD denominated	680 643	18 695 115
–	9 536	– MUR denominated	651	–
7 214	1 948	– GBP denominated	133	516
1 188 300	6 098 091	Bank balances: South Africa (R denominated)	416 294	85 000
27 915 348	1 433 504	Bank balances: Other	97 860	1 996 806
1 002 436	1 356 131	– USD denominated	92 578	71 705
26 841 446	–	– EUR denominated	–	1 919 989
71 466	77 373	– GBP denominated	5 282	5 112
290 468 570	17 513 492	Total cash and cash equivalents	1 195 581	20 777 437
		The credit quality of cash at bank and short-term deposits can be assessed by reference to external ratings (if available) or historical information about counterparty default rates.		
		Credit rating		
		Fitch – B (as at year end)		
		9. STATED CAPITAL		
1 726 729 369	72 916 324	56 770 357 (2019: 122 954 726) opening issued shares	6 110 661	121 110 661
–	–	Share consolidation on a ratio of 2.16583 to 1	–	–
(1 653 813 045)	(92 117 700)	Transfer of funds to non-distributable reserve	(6 000 000)	(115 000 000)
–	298 156 733	Share issue of 100 (2019: Nil) shares	19 314 367	–
72 916 324	278 955 357	Closing balance	19 425 028	6 110 661

Notes to the annual financial statements

for the year ended 31 December 2020
continued

9. STATED CAPITAL continued

The holders of ordinary shares shall be entitled to cast one vote for each ordinary share held with respect to all matters subject to approval of the shareholders under the Constitution. Each shareholder is entitled to dividends as and when they may be declared by the Directors. As per Section 73 of the Mauritius Companies Act, the rights and obligations attaching to a share that a company holds in itself pursuant to section 72 (treasury shares) shall not be exercised by or against a company while it holds the share. While a company holds a share in itself pursuant to section 72, the Company shall not exercise any voting rights attaching to the share; or make or receive any distribution authorised or payable in respect of the share. The stated capital is fully paid. As at year end, all issued shares were owned by RAC Investment Holdings (Pty) Ltd, which is controlled by Messrs Piet Viljoen and Jan van Niekerk and therefore RAC IH is considered to be a non-public shareholder. During the current year, the company completed a share consolidation on a ratio of 2.16583 to 1.

The treasury shares reserve relates to the costs from when the Company repurchased shares in prior years. Due to the Company no longer holding treasury shares, the reserve was transferred to retained income during the current year.

The non-distributable reserve arose through the transfer of USD 6 million (2019: USD 115 million) from stated capital when shareholders approved a capital repayment. During the current financial year, the full balance of the non-distributable reserve was repaid to shareholders as a capital repayment.

The translation reserve arises on translation of the functional currency amounts to the presentation currency.

Retained earnings comprise of all accumulated profits of the Company.

2019 R	2020 R		2020 \$	2019 \$
		10. TRADE PAYABLES AND ACCRUALS		
12 219	586 029	Trade payables	40 006	874
662 275	688 480	Accrued expenses	47 000	47 373
674 494	1 274 509		87 006	48 247
		11. REVERSAL OF IMPAIRMENT/ (IMPAIRMENT) OF LOAN ADVANCES AND WRITE OFF		
(21 260 971)	4 912 367	Reversal of impairment/(impairment of) loan advances	298 361	(1 471 689)
(40 901 824)	–	Write off of loan to Astoria (UK)	–	(2 831 233)
(62 162 795)	4 912 367		298 361	(4 302 922)
		Astoria LP Holdings sold its investment in Apollo Natural Resources during November 2019 which resulted in the purchaser withholding tax in terms of the United States of America (“USA”) Tax rules. During the current financial year, the purchaser received confirmation from the Internal Revenue Services of the USA that the withholding tax was not required and therefore it was paid to Astoria LP Holdings who in turn repaid a portion of the loan owing to Astoria. Given the loan to Astoria LP Holdings had been fully impaired as at 31 December 2019, the receipt of funds has resulted in the reversal of loan impairment.		

Notes to the annual financial statements

for the year ended 31 December 2020
continued

2019 R	2020 R		2020 \$	2019 \$
12. GENERAL ADMINISTRATIVE EXPENSES				
492 472	593 842	Accounting and administration fees	36 068	34 089
437 026	742 467	Audit fees	45 095	30 251
7 297 103	3 164 610	Director fees	192 208	505 107
1 332 920	755 704	General expenses	45 899	92 265
500 894	1 107 205	Listing and related fees	67 248	34 672
4 912 322	2 373 704	Professional Fees	144 171	340 032
14 972 737	8 737 532		530 689	1 036 416

13. TAXATION

Under the applicable laws, the Company is liable for income tax in Mauritius on its chargeable income at the rate of 15 %. The Company is however entitled to a foreign tax credit equivalent to the higher of 80% of its foreign sourced chargeable income attributable to its investment holding activities and foreign tax suffered on the totality of its activities subject to the below. Effective from 1 January 2019 and subject to the following transitional provisions, credit in respect of the 80% presumed foreign tax has been abolished:

Due to Astoria having been issued with a Global Business Licence on or before 16 October 2017, it can claim credit in respect of 80% presumed foreign tax available up to 30 June 2021.

Effective 1 January 2019, an 80% partial exemption has been introduced. The partial exemption is available on following specified income, and as applicable, is conditional on the Company satisfying the conditions relating to the substance of its transactions, as prescribed by the Financial Services Commission.

- Foreign source dividend
- Interest income
- Income attributable to a permanent establishment which a resident company has in a foreign country
- Income derived by a collective investment scheme (CIS), closed end fund, CIS Manager, CIS Administrator, Investment Advisor or Asset Manager
- Income derived by companies engaged in ship and aircraft leasing
- Leasing and provision of international fibre capacity
- Reinsurance and reinsurance brokering activities
- Sale, financing arrangement, asset management of aircraft and its spare parts and aviation related advisory services

Gains or profits from the sale of units, securities or debt obligations are exempt from tax in Mauritius. The Company has been issued with a GBC 1 Licence on 24 April 2015 and was therefore eligible for the credit in respect of the 80% presumed foreign tax for the year ended 31 December 2020. At the reporting date, the Company had tax losses of \$1 899 644 (2019: \$2 213 495) and is therefore not liable for income tax. The tax losses are available for set off against future tax profits of the Company up to the year of assessment 2023/2024. The Company was liable for withholding tax of NIL (2019: \$86 501) during the financial year.

Notes to the annual financial statements

for the year ended 31 December 2020
continued

13. TAXATION (continued)

Tax losses can be carried forward up to a maximum of five years. The tax losses available for set off against future taxable profits of the Company will expire as follows:

Financial year-end	Loss/ (Tax losses utilised)	Year of expiry
31 December 2016	5 367 394	31 December 2021
31 December 2017	(1 257 394)	31 December 2022
31 December 2018	(2 571 986)	31 December 2023
31 December 2019	326 323	31 December 2024
31 December 2020	35 307	31 December 2025
	1 899 644	

2019 R	2020 R		2020 \$	2019 \$
		Reconciliation between the tax expense and the tax calculated at the effective rate of 15% is as follows:		
(37 733 067)	53 782 710	Profit/(loss) before taxation	3 629 303	(2 611 891)
(5 659 960)	8 067 407	Income tax at 15%	544 395	(391 784)
12 966 906	1 329 871	Expenses relating to exempt income not deductible	80 772	897 572
(1 991 961)	(229 828)	Exempt interest income	(13 959)	(137 884)
9 323 982	(736 853)	(Reversal of impairment)/Impairment of loan advances and write off	(44 754)	645 408
(13 932 447)	(8 514 202)	– Net gain from financial assets at FVTPL	(571 544)	(964 407)
(565 211)	–	Foreign tax credit	–	(39 124)
(141 309)	83 605	Tax losses not recognised/(utilised)	5 090	(9 781)
(1 249 649)	–	Withholding tax levied on dividend income	–	(86 501)
(1 249 649)	–	Income tax charge for the year	–	(86 501)

Unused tax losses carried forward are available to set-off against future income derived in the following five income years. The time limit of five years shall not apply for the carry forward of any amount of losses attributable to annual allowance claimed in respect of capital expenditure. The Company has not recognised a deferred tax asset in respect of tax losses carried forward since the directors are of the opinion that no taxable profits will be available against which tax losses may be utilised within the next 5 years.

Notes to the annual financial statements

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2019 R	2020 R		2020 \$	2019 \$
		14. NET ASSET VALUE PER SHARE		
		Net asset value per share is calculated by dividing the net asset value attributable to ordinary shareholders by the number of shares in issue as at year-end.		
122 954 726	56 770 357	Number of shares in issue at year-end	56 770 357	122 954 726
289 845 522	387 617 315	Net asset value attributable to ordinary shareholders	26 461 193	20 732 870
235,73	682,78	Net asset value per ordinary share (cents)	46,61	16,86
		15. EARNINGS PER SHARE		
		Basic earnings per share is calculated by dividing the profit attributable to ordinary shareholders by the weighted-average number of ordinary shares in issue as at 31 December. Headline earnings per share is calculated by dividing the headline profit attributable to ordinary shareholders by the weighted-average number of ordinary shares in issue as at 31 December. Prior year EPS amount of (2.19) has been restated as required by IAS 33 to account for the share consolidation that was completed during the current financial year weighted average number of shares of 56 770 257 instead of the amount of 122 954 726 as per the prior year annual financial statements.		
56 770 257	56 770 257	Opening balance of shares in issue	56 770 257	56 770 257
-	9	Share issue	9	-
56 770 257	56 770 266	Weighted average number of shares in issue	56 770 266	56 770 257
(38 982 716)	53 782 710	Earnings/(loss) after tax	3 629 303	(2 698 392)
(38 982 716)	53 782 710	Headline earnings/(loss) after tax	3 629 303	(2 698 392)
(68,67)	94,74	Basic and diluted earnings/(loss) per share (cents)	6,39	(4,75)
(68,67)	94,74	Basic and diluted headline earnings/(loss) per share (cents)	6,39	(4,75)
		The Company does not have any dilutionary instruments in issue.		
		The Company declared a dividend of \$4,9m which equated to an amount of \$0,0398 per share (2019: NIL).		

Notes to the annual financial statements

for the year ended 31 December 2020
continued

2019 R	2020 R		2020 \$	2019 \$
		16. CASH UTILISED IN OPERATIONS		
(38 982 716)	53 782 710	Profit/(loss) after tax	3 629 303	(2 698 392)
		Adjustments for:		
1 249 649	–	Taxation	–	86 501
(18 016 674)	(1 702 348)	Interest income	(103 395)	(1 247 118)
(4 379 328)	–	Dividend income	–	(303 138)
(92 715 012)	(56 761 326)	Net gain from financial assets at FVTPL	(3 810 292)	(6 417 753)
(168 015)	145 052	Net foreign exchange loss/(gain) other than on investments	8 810	(11 630)
–	21 690	Finance costs	1 395	–
62 162 795	(4 912 367)	(Reversal of impairment)/impairment of loan advances and write off	(298 361)	4 302 922
		Changes in Working Capital		
3 578 880	21 021	– Trade and other receivables	1 435	256 000
(3 970 320)	567 762	– Trade and other payables	38 759	(284 000)
(91 240 741)	(8 837 806)	Cash utilised in operations	(532 346)	(6 316 608)

17. INVESTMENTS IN SUBSIDIARIES AND ASSOCIATES

Subsidiaries

As at year-end Astoria has a 70% (2019: 0%) interest in CNA Holdings (Pty) Ltd (“CNA”). CNA operates 165 retail stores across South Africa, which specialise in the supply of books, stationary, magazines, board games and gifting and related items. CNA is incorporated in South Africa and given the shareholding, CNA is considered to be a subsidiary.

As at year-end Astoria has a 90% (2019: 0%) interest in the JB Private Equity Investors Partnership. The partnership holds 1% of the issued shares in Afrimat Limited (“Afrimat”). Afrimat is a mining company providing industrial minerals and construction materials across Southern Africa. Afrimat is incorporated in South Africa and is listed on the JSE. Given the holding structure, JB Private Equity Investors Partnership is considered to be a subsidiary.

As at year-end Astoria has a 100% (2019: 0%) interest in Astoria Treasury and Management (Pty) Ltd (“Astoria Treasury”). Astoria Treasury, which is incorporated in South Africa, operates as a treasury and management company with its business being to provide loan funding to businesses in South Africa, including loans to investees of Astoria. Given the 100% ownership, Astoria Treasury is considered to be a subsidiary.

During the current financial year, the 100% held subsidiaries Astoria LP Holdings, Astoria (UK) and Astoria Property were deregistered and are no longer subsidiaries of Astoria.

Notes to the annual financial statements

for the year ended 31 December 2020
continued

17. INVESTMENTS IN SUBSIDIARIES AND ASSOCIATES (continued)

Associates

As at year-end, Astoria has a 33% (2019: 0%) interest in Outdoor Investment Holdings (Pty) Ltd ("OIH"). OIH is the largest hunting and safari related chain in South Africa with a wide range of products catering for all hunting requirements. Given the holding, Astoria is considered to have significant influence over OIH and it is therefore considered to be an associate.

As at year-end, Astoria has a 49% (2019: 0%) interest in ISA Carstens (Pty) Ltd ("ISA Carstens"). ISA Carstens is a private tertiary education institution which provides tuition for students who wish to follow a career in the health and wellness industry. ISA Carstens is domiciled in South Africa with campuses in Stellenbosch and Pretoria. Astoria has 49% of the voting rights under its control and therefore ISA Carstens is considered to be an associate as at year-end.

As at year-end, Astoria has a 49,9% (2019: 0%) interest in Vehicle Care Group ("VCG"). VCG provides insurance, warranties and service plans to the vehicle trade (VCG Protect), acting as an intermediary for obtaining finance and insurance for customers of its group of dealer clients (VCG Finsure) and providing long-term motor vehicle rentals to individuals (VCG Flexidrive). VCG is domiciled in South Africa. Astoria has 49,9% of the voting rights under its control and therefore VCG is considered to be an associate as at year-end.

As at year-end, Astoria has a 36% (2019: 0%) interest in Trans Hex Group (Pty) Ltd ("Transhex"). Transhex is an integrated, international company engaged directly and through associated companies and joint-venture agreements with others in the exploration for, mining and marketing of high-quality diamonds from land and marine alluvial deposits in South Africa and Angola. Given the 36% holding and therefore voting rights, Transhex is considered to be an associate at year-end.

18. RELATED PARTY TRANSACTIONS AND BALANCES

Relationships

Shareholders with significant influence

RAC Investment Holdings (Pty) Ltd ("RAC IH")
RECM and Calibre Limited ("RAC") (ultimate holding company)
Livingstone Investments (Pty) Ltd (prior year)

Subsidiaries

CNA Holdings (Pty) Ltd
JB Private Equity Investors Partnership
Astoria Treasury and Management (Pty) Ltd
Astoria LP Holdings Ltd
Astoria Investments (UK) Limited
Astoria Property Investment Ltd

Associates

Outdoor Investment Holdings (Pty) Ltd
ISA Carstens (Pty) Ltd
Vehicle Care Group (Pty) Ltd
Trans Hex Group (Pty) Ltd

Key members of management

Dean Schweizer

Common directorships

RAC Advisory (Mauritius) Limited ("RACAM") (Investment Manager)
RAC Investment Holdings (Pty) Ltd
RECM and Calibre Limited

Notes to the annual financial statements

for the year ended 31 December 2020

continued

2019 R	2020 R		2020 \$	2019 \$
		18. RELATED PARTY TRANSACTIONS AND BALANCES (continued)		
		Related party transactions		
461 178 717	192 583 002	Repayment of capital to Livingstone Investments (Pty) Ltd	12 315 347	31 787 696
–	76 621 731	Dividend paid to Livingstone Investments (Pty) Ltd	4 900 000	–
–	298 156 733	Purchase of investments from RAC IH	19 314 367	–
–	689 056	Investment management fees paid to RACAM	41 851	–
4 221 195	–	Investment management fees paid to Anchor Capital (Mauritius) Ltd	–	292 192
71 655 369	–	Termination fees paid to Anchor Capital (Mauritius) Ltd	–	4 960 000
1 935 851	167 510	Secretarial and administration services – Osiris Corporate Solutions (Mauritius) Limited	10 174	134 000
–	323 116	Secretarial and administration services – Clermont (Mauritius) Limited	19 625	–
7 260 337	3 164 610	Directors fees	192 208	502 562
216 700	2 469 676	Dean Schweizer *	150 000	15 000
216 700	246 968	Catherine McIlraith	15 000	15 000
–	219 521	Nicolas Hardy	13 333	–
–	228 445	Christophe Du Mée	13 875	–
–	–	Jan van Niekerk	–	–
–	–	Piet Viljoen	–	–
3 547 548	–	Darryl Kaplan	–	245 562
2 730 416	–	Tiffany Purves	–	189 000
216 700	–	Peter Armitage	–	15 000
216 700	–	Peter Todd	–	15 000
115 573	–	Tinesh Ramprasad	–	8 000
		Messrs Piet Viljoen and Jan van Niekerk do not receive any directors' emoluments from Astoria or from any other Company in relation to their directorships of Astoria.		
		* <i>The remuneration of Dean Schweizer is paid by the Company to RAC Advisory (Mauritius) Limited, which is his employer.</i>		
		Related party balances		
		Loans to subsidiaries		
28 220 811	–	– Astoria LP Holdings Ltd	–	2 018 656
(28 220 811)	–	– Expected credit loss	–	(2 018 656)
–	(381 570)	Investment management fees payable to RACAM	(27 294)	–

The advances to the 100% owned subsidiary, Astoria LP Holdings Ltd, were to assist it in purchasing investments in private equity funds. The loan was secured against the assets of the subsidiary, subject to interest at 1.4% and repayable on demand. During the prior year, the Company provided additional advances to Astoria LP Holdings Ltd of \$1.6 million, accrued interest of \$ 0,1 million and received payments totalling \$6,3 million. During the current year no advances were made, no interest was accrued and payments totalling \$298 361 were received. There were indications of impairment during the prior year and therefore the remaining balance of the loan as at 31 December 2019 was fully impaired. The carrying value of the advances to subsidiaries approximates fair value. The loan was written off during the current financial year when the decision was taken to deregister Astoria LP Holdings.

Notes to the annual financial statements

for the year ended 31 December 2020
continued

19. EVENTS AFTER THE REPORTING DATE

The following events were noted after the reporting date:

On 24 March 2021, RAC announced that it would be distributing 51 150 000 Astoria shares that it currently owns to its shareholders. The Distribution is expected to be finalised on Monday, 19 April 2021, and will result in Astoria meeting the public shareholder spread required for AltX companies in terms of the JSE Listings Requirements.

20. GOING CONCERN

The Company made a profit of \$3.6 million (R53.7m) (2019: loss of \$2.69 million (R38,9m)).

Despite the ongoing impact of COVID-19, the directors are of the opinion that the Company has adequate resources to continue operating for the foreseeable future in its current form as the Company has a positive net asset and net current asset position. The Directors continue to investigate various options which will allow the Company to expand its asset base going forward. Given the current financial position and forecasted cash flows, the Directors are of the view that it is appropriate to adopt the going concern basis in preparing the Company's financial statements. As at the year end and at the date of approval of these financial statements, the Company had a healthy cash position and no significant liabilities. The directors have therefore satisfied themselves that the Company is in sound financial position and it has access to sufficient liquid assets to meet its foreseeable cash requirements.

21. NON-CASH TRANSACTIONS

On 28 August 2020, Astoria entered into a written agreement with RAC IH, a wholly-owned subsidiary of RECM and Calibre Limited, of which Messrs. Piet Viljoen and Jan van Niekerk are both executive directors. In terms of the agreement Astoria acquired:

- a portfolio of assets ("the Investment Portfolio") from RAC IH in exchange for 83 new Astoria shares; and
- RAC IH's interest in JB Private Equity Investors Partnership ("the Partnership Interest") in exchange for 17 new Astoria shares (collectively "the Acquisition").

The Acquisition resulted in Astoria being recapitalised with assets that meet Astoria's investment policy allowing Astoria to operate as an investment entity whilst retaining its primary listings on the SEM and on the Alternative Exchange of the JSE.

Notes to the annual financial statements

for the year ended 31 December 2020
continued

22. FINANCIAL RISK MANAGEMENT

The Company has exposure to the following risks from its use of financial instruments:

- **credit risk**
- **liquidity risk**
- **market risk**

This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the the Company's management of capital. Further quantitative disclosures are included throughout these financial statements.

The Board of Directors have overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company has appointed an Investment Manager to manage their investments along with advising on the different investment risks.

Credit risk

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. Credit risk arises from cash and cash equivalents and trade and other receivables (excluding prepayments).

The Company manages credit risks by banking with reputable institutions and dealing with renowned custodians and brokers for their listed investment purposes.

The maximum exposure the Company to credit risk at the reporting date was:

2019 R	2020 R		2020 \$	2019 \$
290 468 570	17 513 492	Cash and cash equivalents	1 195 581	20 777 437
		Loan to subsidiaries		
28 220 811	-	- face value of loan receivable	-	2 018 656
(28 220 811)	-	- ECL	-	(2 018 656)
16 566	3 955	Other receivables	270	1 185
290 485 136	17 517 447	Total	1 195 851	20 778 622

Financial assets exclude prepayments. There are no ECL recognised on cash and cash equivalents and trade and other receivables.

Notes to the annual financial statements

for the year ended 31 December 2020
continued

22. FINANCIAL RISK MANAGEMENT (continued)

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure that it will always have sufficient liquidity to meet its liabilities when they become due without incurring unacceptable losses or risking damage to the Company's reputation. The Company's liquidity risk is managed in accordance with policies and procedures in place. Whilst the Investment Manager manages the day to day liquidity requirements of the portfolio, the Board has the overall responsibility of overseeing that the Company remains liquid and is able to meet its liabilities and expenses in the ordinary course of business. Given this, the Investment Manager and Chief Financial Officer communicate regularly on cash requirements.

The following are the contractual maturities of financial assets and (financial liabilities). The amounts are gross and undiscounted except for financial assets at fair value through the profit or loss. Undiscounted cash flows in respect of balances due within 12 months generally equal their carrying amounts in the statement of financial position as the impact of discounting is not significant.

2019 R	2020 R		2020 \$	2019 \$
		Due on demand		
290 468 570	17 513 492	– Cash and cash equivalents	1 195 581	20 777 437
		3 to 12 months		
16 566	3 955	– Other receivables	270	1 185
(674 494)	(586 029)	– Trade payables	(40 006)	(48 247)
(657 928)	(582 074)	Net position	(39 736)	(47 062)
		More than 12 months		
13 980	371 360 095	– Financial assets at fair value through profit or loss	25 351 373	1 000

Financial assets exclude prepayments.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Currency risk

The Company is exposed to currency risk as some of its financial assets are denominated in currencies other than USD. The company is primarily exposed to South African Rand ("ZAR"), Mauritian rupees ("MUR"), Great British Pound ("GBP") and the Euro ("EUR") for the reporting period.

The Company does not currently hedge its foreign exchange positions. The board of directors monitors the foreign currency exposure on an ongoing basis.

Notes to the annual financial statements

for the year ended 31 December 2020
continued

22. FINANCIAL RISK MANAGEMENT (continued)

The currency profile of the Company's financial assets and liabilities is summarised as follows:

2019 R	2020 R		2020 \$	2019 \$
		Financial assets		
262 360 144	11 326 544	– USD	773 221	18 767 742
1 188 300	377 462 141	– ZAR	25 767 937	85 079
–	9 536	– MUR	651	–
78 680	79 321	– GBP	5 415	5 112
26 841 446	–	– EUR	–	1 919 989
290 468 570	388 877 542		26 547 224	20 777 922
		Financial liabilities		
(574 270)	(573 094)	– USD	(39 123)	(41 078)
(87 990)	(10 723)	– ZAR	(732)	(6 294)
–	(2 212)	– MUR	(151)	–
(7 899)	–	– Other	–	(565)
(670 159)	(586 029)		(40 006)	(47 937)
		Sensitivity analysis		
		Any reasonably possible strengthening or weakening of the USD against all other currencies as at 31 December 2020 would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes all variables to remain constant.		
11 014	3 774 514	– ZAR: 1 % movement	257 672	788
–	73	– MUR: 1 % movement	5	–
268 414	–	– EUR: 1% movement	–	19 200

The sensitivity analysis has been determined assuming that the change in foreign exchange rates had occurred at the reporting date and had been applied to the Company's exposure to currency risk for financial instruments in existence at that date, and that all other variables, in particular interest rates, remain constant.

The stated changes represent management's assessment of reasonably possible changes in foreign exchange rates over the period until the next annual reporting date. Results of the analysis as presented in the above table represent the effects on the Company's profits/reserves measured in foreign currencies, translated into USD at the exchange rate ruling at the reporting date.

Notes to the annual financial statements

for the year ended 31 December 2020
continued

22. FINANCIAL RISK MANAGEMENT (continued)

Interest rate risk

The Company's income and operating cash flows are substantially independent of changes in market interest rates. The Company's interest-bearing financial assets at year-end are cash at bank. Interest income may fluctuate in amount, in particular due to changes in interest rates but this is monitored on an ongoing basis. The interest rates are in the range from 0.50 to 1.5%. The impact of interest rate risk is considered to be immaterial and therefore no sensitivity has been prepared.

Other market price risk

2019 R	2020 R		2020 \$	2019 \$
419	11 140 803	The Company is subject to the risk of adverse movements in the market price of listed securities and unlisted quoted securities in which it has invested. This market risk is managed by the Investment Manager by buying assets below their expected value. These investments are monitored on an ongoing basis by the Investment Manager and reported on to the directors of the Company. A decrease or increase of 3% in the market price would have an estimated impact on the Statement of Comprehensive Income and therefore NAV of the Company.	760 541	30

The board of directors monitors the Company's overall market positions on an ongoing basis. The investment manager moderates the risk through careful selection of securities.

Notes to the annual financial statements

for the year ended 31 December 2020

continued

2018 R	2019 R	2020 R		2020 \$	2019 \$	2018 \$
			23. FINANCIAL SUMMARY			
			Separate statement of profit or loss and other comprehensive income			
(123 482 549)	52 948 219	63 376 040	Total income/(loss)	4 212 048	3 665 087	(9 325 089)
(176 510 084)	(37 733 067)	53 782 710	Profit/(loss) before taxation	3 629 303	(2 611 891)	(13 329 594)
(7 556 252)	(1 249 649)	–	Taxation	–	(86 501)	(570 629)
(184 072 957)	(38 982 716)	53 782 710	Profit/(loss) after taxation	3 629 303	(2 698 392)	(13 900 723)
(184 072 957)	(33 874 196)	45 360 809	Total comprehensive income for the year	3 629 303	(2 698 392)	(13 900 723)
(150,00)	(68,67)	94,74	Basic earnings/(loss) per share (cents)	6,39	(4,75)	(11,31)
(150,00)	(68,67)	94,74	Headline earnings/(loss) per share (cents)	6,39	(4,75)	(11,31)
			Separate statement of financial position			
930 969 519	13 980	371 360 095	Non-current assets	25 351 373	1 000	64 716 789
974 317 061	290 506 036	17 531 729	Current assets	1 196 826	20 780 117	67 730 114
1 905 286 580	290 520 016	388 891 824	Total assets	26 548 199	20 781 117	132 446 903
1 746 656 974	174 958 767	296 007 894	Stated capital and other reserves	19 425 028	12 408 600	121 093 592
153 869 471	114 886 755	91 609 421	Retained income	7 036 165	8 324 270	11 021 787
1 900 526 445	289 845 522	387 617 315	Total equity	26 461 193	20 732 870	132 115 379
4 760 135	674 494	1 274 509	Current liabilities	87 006	48 247	331 524
1 905 286 580	290 520 016	388 891 824	Total equity and liabilities	26 548 199	20 781 117	132 446 903

Notes to the annual financial statements

for the year ended 31 December 2020

continued

2019 R		2019 \$
	24. GROUP STATEMENT OF FINANCIAL POSITION FOR COMPARATIVE YEAR-END	
	ASSETS	
13 980	Non-current assets	1 000
13 980	Financial assets at fair value through profit or loss	1 000
290 570 022	Current assets	20 784 694
49 699	Prepayments and other receivables	3 555
290 520 323	Cash and cash equivalents	20 781 139
290 584 002	Total assets	20 785 694
	EQUITY AND LIABILITIES	
289 582 796	Equity and reserves	20 714 077
72 916 324	Stated capital	6 110 661
(438 313)	Treasury shares reserve	(17 408)
77 006 318	Non-distributable reserve	6 315 347
30 622 407	Translation reserve	373 246
109 476 060	Retained earnings	7 932 231
	Liabilities	
1 001 206	Current liabilities	71 617
1 001 206	Trade payables and accruals	71 617
290 584 002	Total equity and liabilities	20 785 694
	Net asset value ("NAV") per share	
235,52	Net asset value per ordinary share (cents)	16,85

Application of Investment Entity accounting in terms of IFRS 10

Astoria has applied the Investment Entity accounting principles as from the 2020 financial year given it is now holding larger ownership stakes in the companies that it is investing into, and which it manages and reports on a fair value basis. The change to fair value accounting for subsidiaries and associates instead of consolidating them aligns the reporting to the way in which the portfolio of investments is managed and will therefore result in disclosures that are more appropriate for the users of the financial statements.

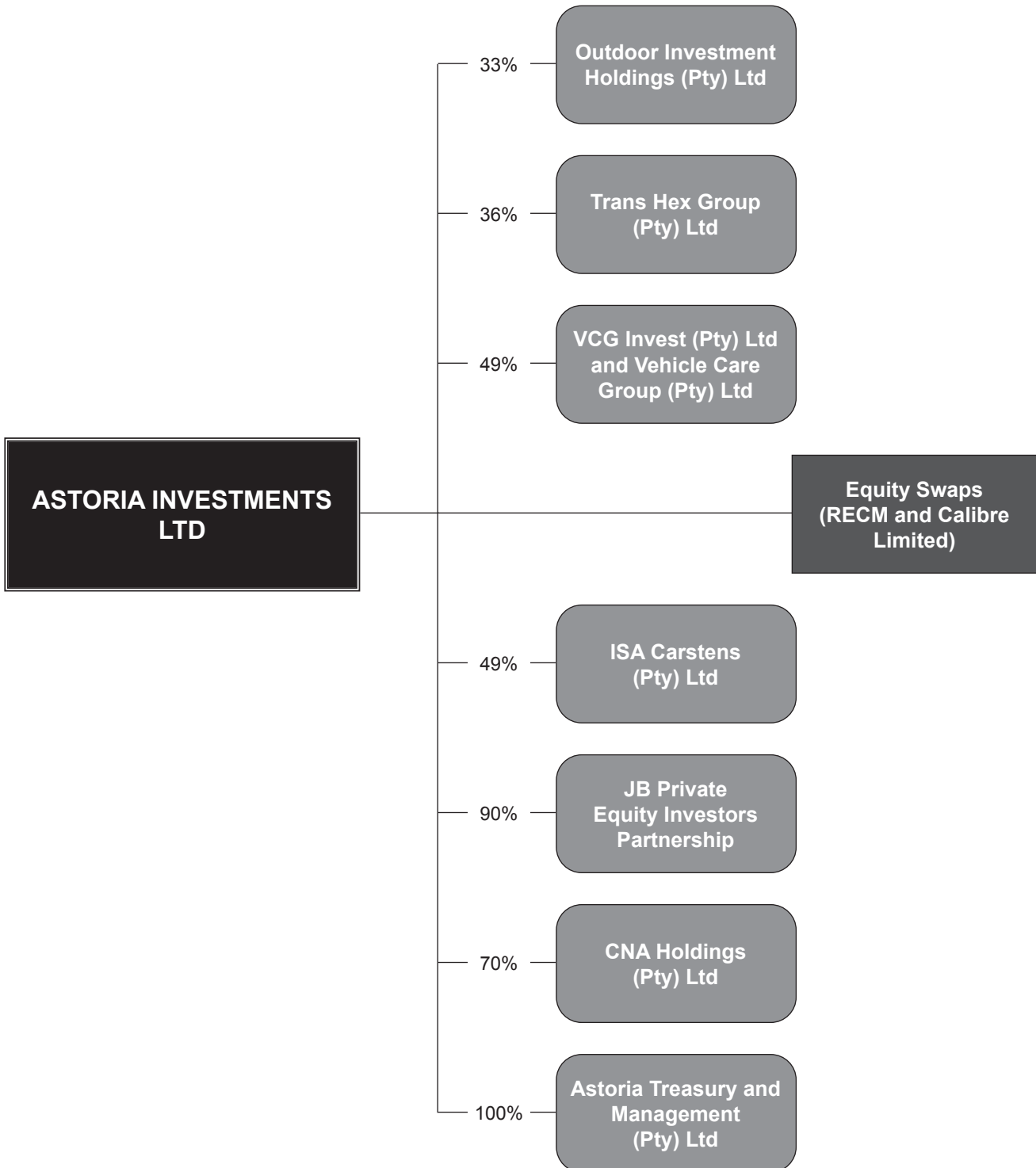
As a result of applying the exemption in IFRS 10 relating to Investment Entities, Astoria is no longer consolidating its subsidiaries, but rather accounting for them in terms of IFRS 9.

Astoria's subsidiaries, Astoria LP Holdings, Astoria UK and Astoria Property (collectively referred to as the "holding subsidiaries"), were valued at \$Nil as at 31 December 2019 in the separate financial statements and accounted for \$4 577 out of the Group current assets of \$20 784 694 and \$23 369 out of the Group current liabilities of \$71 617.

Astoria recognised expenses in its separate financial statements totalling \$26 348 in relation to the finalisation of the 2019 audits and deregistration of the holding subsidiaries. Of this, the Group had already accrued for \$23 369 as at 31 December 2019. This means that if Astoria was not considered to be an investment entity and consolidated annual financial statements had been prepared for the year ended 31 December 2020 the holding subsidiaries would have contributed a loss of \$7 556 towards the Group profit of around \$2,2m.

Given the holding subsidiaries have been deregistered and Astoria is an investment entity, in compliance with IFRS 10, consolidated financial statements are no longer prepared.

GROUP STRUCTURE



NOTICE OF ANNUAL GENERAL MEETING

This document is important and requires your immediate attention.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser.

If you have sold or otherwise transferred all of your shares, please send this document, but not the accompanying personalised proxy form, at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

ASTORIA INVESTMENTS LTD

(Incorporated in the Republic of Mauritius)

Registration number: 129785 C1/GBL

Registered address: Block 7, Unicity Office Park, Black River Road, Bambous, Mauritius

SEM share code: ATIL.N0000

JSE share code: ARA

ISIN: MU0499N00015

("Astoria" or "the Company")

Notice of annual general meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Astoria will be held at Block 7, Unicity Office Park, Black River Road, Bambous, on Wednesday 19 May 2021 at 12:00 Mauritian Time (10:00 South African Time) for the purpose of:

- a. presenting the audited annual financial statements of the Company as well as the statement of directors' responsibilities, corporate governance report and independent auditors' report for the year ended 31 December 2020; and
- b. considering and if deemed fit adopting with or without modification, the shareholder resolutions set out below.

Terms defined in the Annual Report to which this Notice of Annual General Meeting is attached ("Annual Report") shall, unless the context indicates otherwise, have the meanings ascribed to them in the Annual Report.

Resolutions 1, 2, 3, 4, 5, 6 and 10 will be proposed as ordinary resolutions which require at least 50% (fifty percent) of the votes cast to be in favour in order for the resolutions to be passed. Resolution 7 will be proposed as an ordinary resolution which will require at least 75% (seventy five percent) of the votes cast to be in favour in order for the resolution to be passed. Resolution 11 will be proposed as a special resolution which require at least 75% (seventy five percent) of the votes cast to be in favour in order for the resolutions to be passed. Resolutions 8 and 9 are of a non-binding advisory nature and should these resolutions be voted against by 25% (twenty five percent) or more of the voting rights exercised, the Board undertakes to engage with dissenting shareholders in order to address their objections or concerns.

For those who are unable to attend the Annual General Meeting, please complete the hard copy proxy form enclosed and return it to the Company Secretary by 12:00 Mauritian Time (10:00 South African Time) on Tuesday, 18 May 2021.

TIMETABLE OF EVENTS

Event	Date
Record date for shareholders to be recorded in the register in order to receive the notice of AGM	Friday, 19 March 2021
Notice of AGM distributed to shareholders on	Wednesday, 31 March 2021
Last day to trade in order to be recorded in the register to vote at the AGM	Tuesday, 4 May 2021
Record date to be recorded in the register in order to be entitled to vote at the AGM	Friday, 7 May 2021
Last date to lodge forms of proxy for the AGM by 12:00 Mauritian Time (10:00 South African time)	Monday, 17 May 2021
Annual General Meeting held at 12:00 Mauritian Time (10:00 South African time)	Wednesday, 19 May 2021
Results of AGM to be published on SENS and on the SEM website on or about	Wednesday, 19 May 2021

Notice of annual general meeting

continued

ORDINARY RESOLUTIONS

Resolution 1: Approval of accounts

To receive and adopt the audited financial statements of the Company for the year ended 31 December 2020, together with the Statement of Directors' Responsibilities, Corporate Governance Report, and independent auditors' report thereon.

The complete audited annual financial statements of the Company are set out on pages 40 to 71 of the Integrated Annual Report of which this Annual General Meeting forms part, copies of the Integrated Annual Report having been distributed to all shareholders who have requested copies thereof. The Integrated Report is also available on the company's website:

<http://www.astoria.mu/wp-content/uploads/2021/03/Astoria-Annual-Report-2020.pdf>

Resolution 2.1: Re-election of Director

To re-elect Ms Catherine McLraith as an independent non-executive director.

Resolution 2.2: Re-election of Director

To re-elect Mr Jan van Niekerk as a non-executive director.

The board has considered the contribution and past performance of the above directors and recommends that each director be re-elected to the Board as proposed.

Brief curricula vitae of the directors standing for re-election are to be found on page 10 of the Integrated Annual Report of which this notice of Annual General Meeting forms part.

Resolution 3: Appointment of auditors

To reappoint Ernst & Young Mauritius, as the independent auditor of the Company and Mr. Roger de Chazal, as the designated lead audit partner, to hold office until the conclusion of the Company's next Annual General Meeting in 2022. Mr Roger de Chazal from Ernst & Young Mauritius will be the designated lead partner and Ms Joline Allison from Ernst & Young South Africa will be the designated partner to act on JSE matters. The Audit and Risk Committee has assessed and confirms the suitability of Ernst & Young Mauritius, Ernst & Young South Africa, Mr Roger de Chazal and Ms Joline Allison for appointment in accordance with paragraph 3.84(g)(iii) of the JSE Listings Requirements.

Resolution 4: Remuneration of Auditors

To authorise the directors to determine the remuneration of the auditors of the Company.

Resolution 5: Remuneration of Non-executive Directors

To approve the remuneration of each of the non-executive directors, as follows: the sum of \$15,000 per non-executive director for 4 meetings per annum with non-executive directors each being paid \$500 for every additional meeting held.

Resolution 6: Issue of shares

To authorise the Board, in terms of paragraph 5.1 of the Constitution, to issue a further number of shares, at any time to any person and in any number as it thinks fit pursuant to section 52 of the Companies Act 2001, and if applicable, to the provisions of the SEM Listing Rules and the JSE Listings Requirements provided that such authority shall only be valid until the next Annual General Meeting of the Company.

Notice of annual general meeting

continued

Resolution 7: General authority to issue shares for cash

To authorise the directors of the Company by way of a general authority to issue shares in the capital of the Company for cash, as and when they in their discretion deem fit, subject to the Companies Act 2001, the Constitution, the SEM Listing Rules and the JSE Listings Requirements, when applicable, and subject to the following limitations, namely that:

- a. the shares which are the subject of the issue for cash must be of a class already in issue, or where this is not the case, must be limited to such securities or rights that are convertible into a class already in issue;
- b. any such issue will be made to “public shareholders” and not “related parties”, all as defined in the JSE Listings Requirements, unless the JSE otherwise agrees;
- c. the total aggregate number of shares which may be issued for cash in terms of this authority may not exceed 28,385,178 shares, being 50% (fifty percent) of the Company’s issued shares as at the date of this notice of Annual General Meeting. Accordingly, any shares issued under this authority prior to this authority lapsing shall be deducted from the 28,385,178 shares the Company is authorised to issue in terms of this authority for the purpose of determining the remaining number of shares that may be issued in terms of this authority;
- d. in the event of a sub-division or consolidation of shares prior to this authority lapsing, the existing authority shall be adjusted accordingly to represent the same allocation ratio;
- e. in determining the price at which an issue of shares may be made in terms of this authority, the maximum discount permitted will be 10% (five percent) of the weighted average traded price on the JSE of those shares over the 30 (thirty) business days prior to the date that the price of the issue is determined or agreed to by the directors of the Company;
- f. an announcement containing full details of the issue, including the number of shares issued, the average discount to the weighted average traded price of the shares over the 30 (thirty) days prior to the date that the issue is agreed in writing and an explanation, including supporting documentation (if any), of the intended use of the funds will be published at the time of any issue representing, on a cumulative basis within 1 (one) financial year, 5% (five percent) of the number of shares in issue prior to the issue; and
- g. this authority shall be valid until the Company’s next annual general meeting, provided that it shall not extend beyond 15 (fifteen) months from the date that this authority is given.

Resolution 8: Non-binding advisory vote on remuneration implementation policy

To endorse by way of a non-binding advisory vote, in accordance with the JSE Listings Requirements and the King IV Report on Corporate Governance, the Company’s remuneration policy, as further detailed on page 21 of the Annual Report.

Resolution 9: Non-binding advisory vote on remuneration implementation report

To endorse by way of a non-binding advisory vote, in accordance with the JSE Listings Requirements and the King IV Report on Corporate Governance, the Company’s remuneration implementation report with regard to the remuneration of executive directors for the year ended 31 December 2020, as set out on page 22 of the Annual Report.

Should either of resolutions 8 and 9, which are of an advisory nature, be voted against by 25% or more of the voting rights exercised, the board of directors undertakes to engage with those shareholders who voted against resolutions 8 and/or 9 in order to ascertain the reasons therefore and to address legitimate and reasonable objections or concerns.

Resolution 10: General authority of the Company

To authorise any Director of the Company or Company Secretary to take all actions necessary or desirable and sign all documents required to give effect to all the resolutions adopted at the Annual General Meeting of the Company.

Notice of annual general meeting

continued

SPECIAL RESOLUTION

Resolution 11: Waiver Of Pre-emption Rights

To authorise the Board, in terms of paragraph 4.8 of the Constitution, to issue any further shares proposed to be issued wholly for cash consideration (which shall include a cheque received in good faith or a release of a liability of the Company for a liquidated sum or an undertaking to pay cash to the Company at a further date), without having to first offer such shares to the shareholders in proportion as nearly as may be to the number of the existing shares held by them respectively, provided that such authority shall only be valid until the next Annual General Meeting of the Company.

Explanation of Resolutions:

Resolutions 2.1 – 2.2: In accordance with paragraph 13.4(a) of the Constitution, a third of the non-executive directors appointed under paragraph 13.1 shall hold office only until the following Annual General Meeting and shall then retire but shall be eligible for appointment at that meeting.

Resolution 3: Pursuant to the Mauritian Companies Act 2001, the auditors will be appointed by a resolution of the shareholders.

Resolution 4: Pursuant to the Mauritian Companies Act 2001, where the auditor is appointed at a meeting of the Company, the fees and expenses of an auditor of a company shall be fixed by the Company at the meeting or in such manner as the Company may determine at the meeting.

Resolution 5: The Mauritian Companies Act 2001 requires the remuneration of the non-executive directors to be approved by a resolution of shareholders.

Resolution 6: Shareholders' authority is required for the directors to issue shares to investors. In terms of paragraph 5.1 of the Constitution, to issue a further number of shares at any time to any person and in any number as it thinks fit pursuant to section 52 of the Companies Act 2001, and if applicable, to the provisions of the JSE Listings Requirements provided that such authority shall only be valid until the next Annual General Meeting of the Company. Accordingly, the Directors consider that it is in the best interests of the Company if such authority is granted and the directors are authorised to issue, as they think fit, a further number of shares.

Resolution 7: In terms of the JSE Listings Requirements, shareholder authority is required for directors to issue shares for cash to investors. As a company with a primary listing on the AltX of the JSE, such authority, if granted, allows the Company to issue up to 50% of its issued share capital, subject to the limitations set out in the resolution. The authority shall expire at the annual general meeting to be held in 2022.

Resolutions 8 and 9: In terms of the JSE Listings Requirements and pursuant to the practices of the King IV Report on Corporate Governance, the Company hereby tables the remuneration policy and the remuneration implementation report for a non-binding, advisory vote of shareholders in order to promote fair, responsible and transparent remuneration. Should resolutions 6 and/or 7 be voted against by 25% or more of the voting rights exercised, the board undertakes to engage with the dissenting shareholders to ascertain the reasons therefore and to address legitimate and reasonable objections and concerns.

Resolution 10: This resolution is to authorise any Director of the Company or Company Secretary to take all actions necessary or desirable and sign all documents required to give effect to all the resolutions adopted at the Annual General Meeting of the Company.

Resolution 11: Paragraph 5.8 of the Constitution of the Company requires shares issued for cash to be offered to existing shareholders pro rata to their respective shareholdings in the Company, unless the shareholders by special resolution and the Board by resolution otherwise direct. Accordingly, the Directors consider that it is in the best interests of the Company to seek authority of the shareholders to waive pre-emption rights in order to enable the Company to issue shares for cash without a rights issue. Such authority will apply for a period expiring at the Annual General Meeting to be held in 2022.

Notice of annual general meeting

continued

Recommendations

The directors consider that the passing of Resolutions 1 to 11 is in the best interests of the Company and its shareholders as a whole and accordingly recommend that you vote in favour of all the resolutions to be proposed at this year's Annual General Meeting.

Quorum

The quorum for the Annual General Meeting shall be at least 3 shareholders present in person or by proxy should the Company have at least 3 shareholders.

In addition –

the Annual General Meeting may not begin until sufficient persons are present at the Annual General Meeting to exercise, in aggregate, at least 25% (twenty five percent) of the voting rights that are entitled to be exercised in respect of at least one matter to be decided at the Annual General Meeting; and a matter to be decided at the Annual General Meeting may not begin to be considered unless sufficient persons are present at the Annual General Meeting to exercise, in aggregate, at least 25% (twenty five percent) of all of the voting rights that are entitled to be exercised in respect of that matter at the time the matter is called on the agenda. After a quorum has been established for the Annual General Meeting, or for a matter to be considered at a meeting, all the Shareholders forming part of the quorum must be present at the meeting for the matter to be considered at the meeting.

ELECTRONIC PARTICIPATION AT THE ANNUAL GENERAL MEETING

The Company intends to make provision for shareholders and their proxies to participate in the Annual General Meeting by way of telephone conference call. Shareholders wishing to do so:

- must contact Dean Schweizer, the Chief Financial Officer at +230 460 0536 (or by email to info@astoria.mu), by no later than 12:00 Mauritian Time (10:00 South Africa Time) on Tuesday, 18 May 2021, to obtain the dial-in details for the conference call;
- will be required to provide reasonably satisfactory identification;
- will be billed separately by their own telephone service providers for the telephone call to participate in the meeting;
- must submit their voting proxies by no later than 12:00 Mauritian Time (10:00 South Africa Time) on Tuesday, 18 May 2021. No changes to voting instructions after this time and date can be accepted unless the Chairman of the meeting is satisfied as to the identification of the electronic participant.

Registered Office:

Block 7, Unicity Office Park
Black River Road
Bambous
Mauritius

By order of the Board



Clermont Consultants (MU) Limited, Company Secretary

Dated this 31 March 2021

Notice of annual general meeting

continued

NOTES

As at the date of notice of AGM, the Company's issued share capital consisted of 56,770,357 ordinary shares, carrying one vote each. No shares are currently held in treasury. Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with the Constitution, at a meeting of the Company –

- a. every person present and entitled to exercise voting rights shall be entitled to 1 (one) vote on a show of hands, irrespective of the number of voting rights that person would otherwise be entitled to exercise;
- b. on a poll any person who is present at the meeting, whether as a shareholder or as proxy for a shareholder, has the number of votes determined in accordance with the voting rights associated with the securities held by that shareholder.

A shareholder may be represented at a meeting of shareholders by a proxy who may speak and vote on behalf of the shareholder.

A Form of Proxy is enclosed for your use if desired. To be valid, the proxy form must be completed and reach the Company Secretary at the Company's registered office, at Block 7, Unicity Office Park, Black River Road, Bambous, Mauritius (or by email to info@astoria.mu), for shareholders on the Mauritian Register, or the South African transfer secretaries, JSE Investor Services (Pty) Ltd, 19 Ameshoff Street, Braamfontein, 2001, Johannesburg, South Africa (or by email to meelfax@jseinvestorservices.co.za) so as to arrive by 12:00 Mauritian Time (10:00 South African Time) on Tuesday, 18 May 2021, being not less than 24 hours before the time of holding the meeting.

In the case of joint holders of shares,

- a. if two or more persons hold shares jointly each of them may be present in person or by proxy at a meeting of shareholders and may speak as a shareholder;
- b. if only one of the joint owners is present in person or by proxy he may vote on behalf of all joint owners; and
- c. if two or more of the joint owners are present in person or by proxy they must vote as one.

To direct your proxy how to vote on the resolutions mark the appropriate box on your proxy form with an 'X'. To abstain from voting on a resolution, select the relevant 'Vote withheld' box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

Any Power of Attorney or any other authority under which your proxy form is signed (or a duly certified copy of such power or authority) must be included with your proxy form. In the case of a shareholder which is a company, your proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer of the company or an attorney for the company. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

All beneficial owners whose shares have been dematerialised through a Central Securities Depository Participant ("CSDP"), the Central Depository and Settlement Company Limited ("CDS") or broker other than with "own-name" registration, must provide the CSDP, CDS or broker with their voting instructions in terms of their custody agreement should they wish to vote at the Annual General Meeting. Alternatively, they may request the CSDP, CDS or broker to provide them with a letter of representation, in terms of their custody agreements, should they wish to attend the Annual General Meeting. Such shareholder must not complete the attached form of proxy. Any shareholder attending the meeting has the right to ask questions. The Company has to answer any questions raised by shareholders at the meeting which relate to the business being dealt with at the meeting unless:

1. to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
2. the answer has already been given on a website in the form of an answer to a question, or
3. it is undesirable in the interests of the Company or the good order of the meeting to answer the question.

FORM OF PROXY



ASTORIA INVESTMENTS LTD
(Incorporated in the Republic of Mauritius)
Registration number: 129785 C1/GBL
Registered address: Block 7, Unicity Office Park, Black River Road, Bambous, Mauritius
SEM share code: ATIL.N0000
JSE share code: ARA
ISIN: MU0499N00015
("Astoria" or "the Company")

ANNUAL GENERAL MEETING

For use by shareholders of the Company holding certificated shares and/or dematerialised shareholders who have elected "own-name" registration, nominee companies of CSDPs, CDSs and brokers' nominee companies, registered as such at the close of business on Friday, 7 May 2021 (the "voting record date"), at the Annual General Meeting to be held at Block 7, Unicity Office Park, Black River Road, Bambous, Mauritius on Wednesday, 19 May 2021 at 12:00 Mauritian Time and 10:00 South African Time (the "Annual General Meeting") or postponement or adjournment thereof.

If you are a dematerialised shareholder, other than with "own-name" registration, do not use this form. Dematerialised shareholders, other than with "own-name" registration should provide instructions to their appointed CSDP, CDS or broker in the form as stipulated in the agreement entered into between the shareholder and the CSDP, CDS or broker.

I/We (name in block letters)

of (address)

being the registered holder of

shares,

hereby appoint

1. _____ or failing him/her,

2. _____ or failing him/her

3. the chairman of the Annual General Meeting

as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company and at any adjournment or postponement thereof.

Please mark 'X' to indicate how you wish to vote.

RESOLUTIONS	For	Against	Vote withheld
ORDINARY RESOLUTIONS			
1 To receive and adopt the audited annual financial statements for the period ended 31 December 2020, together with the directors' report and independent auditor's report thereon			
2.1 To re-elect Ms Catherine McLraith as an independent non-executive director			
2.2 To re-elect Mr Jan van Niekerk as a non-executive director			
3 To appoint Ernst and Young Mauritius and Ernst and Young Inc (South Africa) as auditors			
4 To approve the remuneration of the auditors			
5 To approve the remuneration of non-executive directors			
6 To authorise the Board to issue shares			
7 General authority to issue shares for cash			
8 To endorse the remuneration policy by way of a non-binding advisory vote			
9 To endorse the remuneration implementation report by way of a non-binding advisory vote			
10 To authorise any director or the Company Secretary to sign documentation			
SPECIAL RESOLUTION			
11 Waiver of pre-emptive rights			

Signature

Date

Please read the notes on the reverse side hereof.

Notes to the form of proxy

1. Every shareholder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see over). If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
2. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
4. Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the register of shareholders of the Company on Friday, 7 May 2021. Changes to entries on the register of shareholders after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
5. The completion and return of this form will not preclude a shareholder from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
6. The Form of Proxy overleaf must arrive at the Company Secretary, Clermont Consultants (MU) Limited at the Company's registered office, Block 7, Uniciti Office Park, Black River Road, Bambous, Mauritius, or by email to info@astoria.mu, for shareholders on the Mauritian Register, or the South African transfer secretaries, JSE Investor Services (Pty) Ltd, 19 Ameshoff Street, Braamfontein, 2001, Johannesburg, South Africa (or by email to meetfax@jseinvestorservices.co.za, accompanied by any Power of Attorney under which it is executed (if applicable), no later than 12:00 Mauritian Time (10:00 South African Time) on Tuesday, 18 May 2021. Any forms of proxy not submitted by this time can still be lodged by email to info@astoria.mu prior to the commencement of the meeting.

