



REVIEWED CONDENSED CONSOLIDATED RESULTS

For the year ended 30 September 2022



OCEANA GROUP

— POSITIVELY IMPACTING LIVES —

HIGHLIGHTS

FOR THE YEAR ENDED 30 SEPTEMBER 2022

	CONTINUING OPERATIONS*	TOTAL OPERATIONS
REVENUE	↑12%	↑11%
OPERATING PROFIT BEFORE OTHER OPERATING ITEMS	↑11%	↑6%
PROFIT BEFORE TAX	↑14%	↑5%
EARNINGS PER SHARE	↑16%	↑6%
HEADLINE EARNINGS PER SHARE	↑17%	↑10%

TOTAL DIVIDENDS DECLARED

346

CENTS PER SHARE

(2021: 358 CENTS PER SHARE)

NET DEBT TO EBITDA

1.7x

(2021: 1.5x)

Comments

GROUP OVERVIEW

The Group delivered excellent results for the year, recovering strongly in the second half after a first half impacted by low inventory levels carried forward into the year. There was continued strong demand and price improvements for most of our products, particularly fishmeal and fish oil. The canned fish business recovered well in the second half after supply was normalised following global supply chain disruptions and civil unrest the previous year. Favourable fishing conditions in the United States resulted in good landings by Westbank Fishing LLC (Westbank) contributing to Daybrook Fisheries Inc. (Daybrook) delivering record second half earnings.

All comparative information has been restated for (i) the reversion in the accounting treatment of the Group's 25% investment in Westbank to that of an associate as opposed to a joint operation and (ii) the treatment of the Commercial Cold Storage (CCS Logistics) business as a discontinued operation for reporting purposes following the announcement on SENS on 4 October relating to the disposal of this business. Refer to the prior-period restatements paragraph below for further detail.

Group revenue from continuing operations grew by 12% to R8 148 million (2021: R7 296 million) as a result of higher fishmeal and fish oil sales, positive pricing across most products and the benefit of a weaker exchange rate on export and US-dollar-translated revenue. Group revenue from total operations including CCS Logistics increased by 11% to R8 438 million (2021: R7 633 million).

Group operating profit before other operating items from continuing operations increased by 11% to R1 250 million (2021: R1 128 million). Total Group operating profit before other operating items, from total operations increased by 6% to R1 256 million (2021: R1 183 million).

Joint ventures and associate profit/(loss) of R18 million (2021: loss of R10 million) was largely due to increased landings by our associate, Westbank Fishing.

The Group's gross margin from continuing operations increased to 30.8% (2021: 30.0%) as a result of strong fishmeal and fish oil pricing in US dollar terms as well as the weaker currency benefitting export revenue.

Sales and distribution expenditure from continuing operations increased by 31% to R479 million (2021: R365 million) mainly due to increased freight and container costs and the effect of a weaker exchange rate on US-dollar translated costs.

Overhead expenditure from continuing operations increased by 10% to R816 million (2021: R740 million) and included additional legal, audit and other related costs of R50 million related to the delay in the completion of the September 2021 year end audit. Excluding the effect of these costs, overhead expenditure increased by 4%.

Insurance proceeds of R87 million, recognised in other income, include claims in respect of Hurricane Ida (R63 million) and the civil unrest in KwaZulu-Natal (R14 million), both events occurring in the prior year. (2021: included insurance claims for business interruption following engine damage to the Desert Diamond (R28 million) and Covid-19 costs (R30 million)).

Net interest expense from continuing operations reduced to R180 million (2021: R181 million) with further debt repayment on term debt of R235 million (2021: R282 million). Unhedged interest rate increases, the translation of US-dollar interest at a weaker exchange rate and lower cash balances due to increased working capital levels mitigated the reduction in the net interest expense during the year.

The effective tax rate from continuing operations reduced to 25.6% (2021: 27.8%) due to the improved performance of the US fishmeal and fish oil business, which is taxed at a lower rate.

Headline earnings from continuing operations increased by 20% to R760 million (2021: R635 million) and headline earnings per share improved 17% to 626.0 cents per share (2021: 536.2 cents per share). Headline earnings from total operations were up 13% to R736 million (2021: R652 million) and headline earnings per share improved 10% to 606.2 cents per share (2021: 550.0 cents per share).

The weighted average number of shares in issue increased to 121.4 million (2021: 118.5 million shares) following the unwinding of the Oceana Empowerment Trust. Diluted headline earnings per share from continuing operations increased 25% to 625.6 cents per share (2021: 499.5 cents per share) and from total operations increased 18% to 605.8 cents per share (2021: 512.3 cents per share).

CASH FLOW AND FINANCIAL POSITION

Cash generated from operations decreased by 33% to R990 million (2021: R1 484 million), largely the result of increased canned fish and fishmeal inventory levels to ensure continuity of supply to meet market demand.

Total capital expenditure decreased 12% to R259 million (2021: R295 million) relating mainly to replacement capex. The prior year included capital expenditure relating to the CCS Epping expansion of R60 million.

The Group ended the year with net debt of R2 573 million (2021: R2 127 million) mainly due to the effect of higher working capital requirements and the translation of US-dollar debt at a weaker exchange rate, resulting in an increase in the Net Debt to EBITDA ratio of 1.7x (2021: 1.5x).

Gross debt reduced by 6% in South Africa and in the US reduced by 7% in US dollar terms. US dollar-denominated debt increased on translation due to a weaker exchange rate. The Group complied with all lender covenant requirements relating to both its SA and US debt.

REVIEW OF OPERATIONS

Segmental Results	Revenue			Operating profit		
	2022	2021 restated	%	2022	2021 restated	%
	R'000	R'000	change	R'000	R'000	change
Canned fish and fishmeal (Africa)	4 610 597	4 101 484	12	475 394	463 477	3
Fishmeal and fish oil (USA)	1 945 817	1 533 380	27	583 821	234 882	149
Horse mackerel, hake, lobster and squid	1 592 052	1 661 022	(4)	150 188	391 518	(62)
Total continuing operations¹	8 148 466	7 295 886	12	1 209 403	1 089 877	11
Commercial cold storage and logistics ¹	289 652	337 530	(14)	38 849	109 711	(65)
Total	8 438 118	7 633 416	11	1 248 252	1 199 588	4

¹ Operating profit for total continued operations as well as Commercial cold storage and logistics is before the respective elimination of intercompany revenue and support services expenditure between continuing and discontinued operations of R34.3 million (2021: R27.5m). Refer to note 4 for further detail.

CANNED FISH AND FISHMEAL (AFRICA)

Consumer demand for affordable protein and the relative value that Lucky Star provides compared to competing proteins ensured a strong recovery in sales in the second half, after stock constraints hampered the first-half performance. Sales volumes in the second half increased by 8%, notwithstanding an effective 8% price increase.

Total canned fish sales volumes for the year were down by 1% to 8.8 million cartons (2021: 8.9 million cartons), impacted by stock availability in the first half.

Cost pressures, particularly freight and tin-can costs as well as a weaker rand, made it more expensive to import frozen fish, and contributed to reduced margins. A 45% increase in local canning production to 4.6 million cartons (2021: 3.2 million cartons) partially mitigated these rising costs per can.

Procurement of frozen fish increased by 45% during the year to replenish low opening stock levels resulting from global supply chain disruptions and stock lost during the KwaZulu-Natal unrest in the previous year. Canned fish inventory levels closed 72% higher than the prior year, planned to ensure continuity of supply to meet ongoing demand into the new year.

African fishmeal and fish oil sales volumes were up by 6% to 26 691 tons (2021: 25 174 tons) driven by an increase in anchovy landings, increased pilchard offal volumes resulting from higher local canning production, and an improved oil yield offset by low opening inventory levels.

Global feed ingredient shortages and lower Peruvian production output drove prices up by an average 30% in US dollar terms. Inventory levels closed marginally higher than in the prior year due to unfavourable weather conditions impeding late-season landings.

FISHMEAL AND FISH OIL (USA)

Favourable fishing and weather conditions in the United States resulted in Westbank increasing its landings by 55% to 704 million fish (2021: 454 million fish). However, sales volumes were down by 10% to 54 117 tons (2021: 60 106 tons) due to low opening inventory levels. This was a result of the prior year's poor fishing and weather events (most notably Hurricane Ida in August 2021).

Inventory levels closed 207% higher than the previous year ensuring customer requirements will be better served into the new year, before the new fishing season begins in April 2023.

On average, fishmeal prices improved by 8% and fish oil prices by 49% (in US dollars terms) given global supply and demand dynamics. Rising US inflation, however, together with higher fuel and gas prices, put pressure on operating costs.

The Hurricane Ida business-interruption insurance claim of R63 million was recognised in this year's results, partially mitigating its adverse effect on opening stock levels.

The translation of US dollar earnings at the weaker exchange rate further contributed to Daybrook's strong performance and the increase in its operating margin to 30.0% (2021: 15.4%), its best performance since the business was acquired in 2015.

HORSE MACKEREL, HAKE, LOBSTER AND SQUID

Horse mackerel performance benefitted from continued strong demand for affordable protein, good prices and a weaker rand against the US dollar. Sales volumes, however, declined 16% due to lower catch rates in both Namibia and South Africa, and scheduled vessel maintenance in Namibia.

Significantly higher fuel and Namibian quota costs increased operating costs, with fuel costs increasing by R100 million.

In the hake business, poor vessel utilisation as a result of breakdowns, together with a R30 million increase in fuel costs, contributed to a decline in performance. The 7% decrease in sales volumes was partially offset by a 4% improvement in European pricing. This was offset by a weaker Euro.

REVIEW OF OPERATIONS continued

The West Coast Rock Lobster total allowable catch ("TAC") was reduced further given the impact of poaching on the resource. Oceana continues to actively work with the authorities to protect this valuable resource by monitoring and reporting poaching. Poor industry-wide fishing saw squid catch rates decline by 64%. Demand and pricing remained strong for both lobster and squid.

COMMERCIAL COLD STORAGE AND LOGISTICS

Occupancy levels declined to 77% (2021: 83%) mainly due to reduced imports in the Western Cape and lower chicken volumes in Gauteng.

Pricing pressure in the Western Cape resulting from increased competition and reduced pallet capacity after exiting two cold stores in the prior year, further affected performance. Several cost-saving initiatives were implemented to mitigate the impact of lower occupancy levels.

The Namibian cold store continued to perform well.

On 4 October 2022 the Group announced that it had entered transaction agreements to dispose of its interest in CCS Logistics for R760 million. The transaction remains subject to regulatory and commercial suspensive conditions being fulfilled by no later than 28 February 2023. The intent of the Board to discontinue the operation was taken prior to the reporting date, and as a result CCS Logistics has been treated as a discontinued operation for reporting purposes having met the IFRS 5: Non-current Assets Held for Sale and Discontinued Operations, reporting conditions. Refer to note 9: Assets held for Sale, in the condensed consolidated financial statements for further detail.

PRIOR PERIOD RESTATEMENTS

In the previous year, the Group communicated the process it had undergone with the 2021 appointed external auditors (PwC) and various external advisors on the accounting treatment of Westbank (a 25% investment held via Daybrook), which had been re-visited during the finalisation of the 2021 financial statements. The Board explained the difference in opinion they had with the accounting treatment concluded on by PwC, and that the Board had adopted the treatment due to their assessment of the impact to the financial statements, as a whole. This was weighed against the risk of further delays to the financial statements which would have caused a suspension of the Group's JSE listing, resulting in further potential consequences to the Group. In addition, and as highlighted in the audit committee report for 30 September 2021, specifically in respect of auditor effectiveness, the Board did have concerns around IFRS interpretation and application of the standards, where evidence relating to the business and operational practice in relation to matters of significant judgement might support different approaches.

In the current year, and as part of the process of assessing the classification, the Board took a decision to obtain two independent accounting opinions on the matter, and these two experts i.e. Kim Bromfield (IFRS Advisory Services) and Garth Coppin, independently concluded that the appropriate accounting treatment was to classify Westbank as an associate. This aligns with the Group's assessment and conclusion on the matter.

The Board deliberated the various views obtained at length, paying attention to the specific factors that impact the accounting assessment and the complex, subjective nature of the overall conclusions. The Board does not treat an adjustment of this nature lightly. In the previous year, the significant challenges experienced by the Group which resulted in a delay in the publication of the results and the risk to the company's JSE listing, together with the further potential consequences thereof, played a critical role in the acceptance of the accounting treatment, which change had no impact on either headline earnings or net asset value per share.

Based on the original intent of the contractual relationship with Westbank, the previous accounting treatment for the investment, the various independent accounting views which corroborate the treatment concluded on by the external auditors, Deloitte, at the time of the transaction, together with PwC's view on proportionate consolidation not being shared by the other professionals who had been consulted by the Group, the Board has resolved to change the accounting treatment of the 25% investment in Westbank back to an associate, and apply equity accounting as a result.

As part of their review of the provisional results for the current year, Mazars (the Group's new external auditors who were appointed after a comprehensive independent tender process during 2022), evaluated the evidence provided by the Group in support of the above accounting treatment and have issued an unmodified review conclusion in respect of the condensed consolidated results for the year ended 30 September 2022. Please refer to Note 2 of the condensed consolidated financial statements for a detailed explanation of the assessment factors and the judgment applied in reaching this conclusion and note 14 for the financial impact of the adjustment. The change has not had any effect on headline earnings or net asset value per share, nor the continuing fishing licences held by Westbank.

DIVIDENDS

The Board declared a final dividend of 291 cents (2021: 248 cents) per share, which together with the interim dividend, brings the total dividend for the year to 346 cents (2021: 358 cents) per share. The increase in the dividend cover from 1.5 times to 1.75 times reflects the increase in the Group's focus on prudent cash management given the requirement for optimal working capital levels and appropriate capital investment.

OUTLOOK

Higher opening inventory levels of canned fish, fishmeal and oil will benefit 2023 first half performance. A continued weaker rand will support the export and US-dollar denominated businesses, while higher fuel costs will negatively affect the performance of the deep-sea and midwater trawling units.

Demand for low-cost protein is expected to continue to drive sales volumes of canned fish despite the constrained consumer environment. Cost pressures, most notably the effect of the weaker exchange rate on imported raw materials, will put pressure on canned fish margins, which may necessitate further price increases.

Positively, freight costs are normalizing, and the Group will continue to drive efficiencies and cost improvements to maintain relative affordability of canned fish. Growing the Lucky Star brand into new canned food categories remains a key focus area.

In the US, projects to enhance raw fish storage capacity and fish oil production technology will be undertaken during the closed season which commenced on 1st November.

Maximising available fishing days in the hake and horse mackerel fleet will be a key operational focus area. Market demand and pricing is expected to remain firm in both our African and European markets.

These condensed consolidated Annual Financial Statements (AFS) were reviewed by the Group's auditors, Mazars.

Forward-looking statements set out in this announcement have not been reviewed or reported on by the Group's auditors.

CHANGES TO THE BOARD AND COMMITTEES

As previously advised and in line with Board and Committee succession planning, shareholders are advised that Ms Z Bassa will retire from the Board as an independent non-executive director at the Company's upcoming Annual General Meeting. Ms Z Bassa will simultaneously retire as Chairman of the Audit Committee, and as a member of the: Risk Committee and the Nominations and Governance Committee following the upcoming Annual General Meeting.

Ms Z Bassa has served Oceana with distinction since her appointment as independent non-executive director in 2011. The Board wishes to thank Ms Z Bassa for her commitment and extensive contribution to the Oceana Group over the years, and, in particular, demonstrating her outstanding leadership as Chairman of the Audit Committee during a difficult period for the Group over the past 14 months.

As previously advised, Mr A Jakoet (independent non-executive director) has succeeded Ms Z Bassa as the Chairman of the Risk Committee on 15 August 2022. Mr P Golesworthy (independent non-executive director) will succeed Ms Z Bassa as Chairman of the Audit Committee immediately after the Company's upcoming Annual General Meeting.

On behalf of the Board.



Mr MA Brey
Chairperson
Cape Town
4 December 2022



Mr N Brink
Chief Executive Officer

DECLARATION OF FINAL DIVIDEND

Notice is hereby given of dividend number 157. A gross final dividend amounting to 291 cents per share, in respect of the year ended 30 September 2022 is declared out of current earnings. Where applicable, the deduction of dividends withholding tax at a rate of 20% will result in a net dividend amounting to 232.8 cents per share.

The number of ordinary shares in issue at the date of this declaration is 130 431 804. The Company's tax reference number is 9675/139/71/2.

Relevant dates are as follows:

Last day to trade <i>cum</i> dividend	Tuesday, 20 December 2022
Commence trading ex-dividend	Wednesday, 21 December 2022
Record date	Friday, 23 December 2022
Dividend payment date	Tuesday, 27 December 2022

Share certificates may not be dematerialised or rematerialised between Wednesday, 21 December 2022 and Friday, 23 December 2022, both dates inclusive.

By order of the Board



N Morgan
Company Secretary
5 December 2022

Independent auditor's review report to the shareholders of Oceana Group Limited

OCEANA GROUP LIMITED

INDEPENDENT AUDITOR'S REVIEW REPORT ON THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

30 September 2022

To the Shareholders of Oceana Group Limited

We have reviewed the condensed consolidated financial statements of Oceana Group Limited, contained in the accompanying provisional report, which comprise the condensed consolidated statement of financial position as at 30 September 2022 and the condensed consolidated statements of comprehensive income, changes in equity and cash flows for the year then ended, and selected explanatory notes.

DIRECTORS' RESPONSIBILITY FOR THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation and presentation of these condensed consolidated financial statements in accordance with the requirements of the JSE Limited Listings Requirements for provisional reports, as set out in note 1 to the condensed consolidated financial statements, and the requirements of the Companies Act of South Africa, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

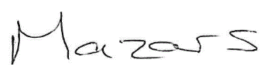
Our responsibility is to express a conclusion on these financial statements. We conducted our review in accordance with International Standard on Review Engagements (ISRE) 2410, which applies to a review of historical information performed by the independent auditor of the entity. ISRE 2410 requires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

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

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

CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the condensed consolidated financial statements of Oceana Group Limited for the year ended 30 September 2022 are not prepared, in all material respects, in accordance with the requirements of the JSE Limited Listings Requirements for provisional reports, as set out in note 1 to the condensed consolidated financial statements, and the requirements of the Companies Act of South Africa.



Mazars

Marc Edelberg

Registered Auditor

Date: 04 December 2022

Cape Town

Condensed consolidated statement of comprehensive income

for the year ended 30 September 2022

	Notes	Reviewed 2022 R'000	Reviewed Restated ¹ 2021 R'000
Revenue	3	8 148 466	7 295 886
Cost of sales		(5 641 145)	(5 110 735)
Gross profit		2 507 321	2 185 151
Sales and distribution expenditure		(478 674)	(364 527)
Marketing expenditure		(46 222)	(43 107)
Overhead expenditure		(815 904)	(739 520)
Other income		88 677	73 488
Net foreign exchange (loss)/gain		(23 448)	20 690
Net impairment reversal on financial assets		617	6 259
Operating profit before joint ventures and associate profit/(loss)		1 232 367	1 138 434
Joint ventures and associate profit/(loss)		17 865	(10 247)
Operating profit before other operating items		1 250 232	1 128 187
Other operating items	5	(6 444)	(10 849)
Operating profit		1 243 788	1 117 338
Interest income		22 340	18 295
Interest expense		(202 179)	(199 559)
Profit before taxation		1 063 949	936 074
Taxation expense		(272 712)	(260 489)
Profit after taxation from continuing operations		791 237	675 585
(Loss)/profit from discontinued operations	9	(22 498)	42 915
Profit for the year		768 739	718 500
Other comprehensive income from continuing operations			
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Movement on foreign currency translation reserve		960 340	(552 069)
Movement on foreign currency translation reserve on joint ventures and associate		64 061	164
Movement on cash flow hedging reserve		125 931	51 097
Income tax related to gain recognised in other comprehensive income		(24 359)	(6 738)
Other comprehensive income/(loss), net of taxation		1 125 973	(507 546)
Other comprehensive income/(loss) from discontinued operations			
Movement on foreign currency translation reserve		394	(280)
Other comprehensive income/(loss), net of taxation		394	(280)
Total comprehensive income for the year		1 895 106	210 674
Profit for the year attributable to:			
Shareholders of Oceana Group Limited		732 318	676 280
Non-controlling interests		36 421	42 220
		768 739	718 500
Total comprehensive income for the year attributable to:			
Shareholders of Oceana Group Limited		1 858 685	168 540
Non-controlling interests		36 421	42 134
		1 895 106	210 674
Total comprehensive income attributable to shareholders of Oceana Group Limited arises from:			
Continuing operations		1 882 438	130 643
Discontinued operations		(23 753)	37 897
Total comprehensive income		1 858 685	168 540

Condensed consolidated statement of comprehensive income continued

for the year ended 30 September 2022

	Notes	Reviewed 2022	Reviewed Restated ¹ 2021
Earnings per share (cents)			
– Basic		603.0	570.7
Total basic earnings per share from continuing operations		622.9	538.5
Total basic earnings per share from discontinued operations		(19.9)	32.2
– Diluted		602.6	531.6
Total diluted earnings per share from continuing operations		622.5	501.6
Total diluted earnings per share from discontinued operations		(19.9)	30.0

¹ Refer to note 14 for further detail of reclassifications and prior period errors.

Condensed consolidated statement of financial position

at 30 September 2022

	Notes	Reviewed 2022 R'000	Reviewed Restated ¹ 2021 R'000	Reviewed Restated ¹ 2020 R'000
ASSETS				
Non-current assets		8 396 164	7 328 456	7 861 194
Property, plant and equipment	6	1 865 386	1 876 934	1 835 473
Right-of-use assets		84 008	201 282	175 815
Goodwill and intangible assets	7	5 846 044	4 901 110	5 438 294
Interest in joint ventures and associate		305 638	248 092	305 909
Deferred taxation		13 649	6 661	20 793
Investments and loans		177 870	94 377	84 910
Derivative asset		103 569	-	-
Current assets		4 420 400	3 341 934	3 978 543
Inventories		2 270 759	1 021 957	1 689 743
Trade and other receivables		1 593 932	1 443 499	1 064 569
Taxation receivable		69 247	48 682	23 663
Cash and cash equivalents		486 462	827 796	1 200 568
Assets held for sale	9	378 967	-	19 420
Total assets		13 195 531	10 670 390	11 859 157
EQUITY AND LIABILITIES				
Capital and reserves		7 033 268	5 503 115	5 945 995
Share capital		1 224 849	1 222 388	1 200 493
Foreign currency translation reserve		1 740 086	715 291	1 268 554
Cash flow hedging reserve		69 794	(31 778)	(76 223)
Share-based payment reserve		88 120	61 179	99 066
Distributable reserve		3 690 452	3 336 527	3 271 309
Interest of own shareholders		6 813 301	5 303 607	5 763 199
Non-controlling interests		219 967	199 508	182 796
Non-current liabilities		3 461 310	3 463 759	3 895 532
Liability for share-based payments		7 564	14 329	7 919
Provisions		27 838	39 925	24 745
Borrowings	8	2 686 000	2 663 792	3 039 810
Lease liabilities		97 754	224 635	204 239
Derivative liabilities		-	20 856	84 790
Deferred taxation		642 154	500 222	534 029
Current liabilities		2 518 666	1 703 516	2 017 630
Trade and other payables		2 099 046	1 335 225	1 542 110
Provisions		8 467	5 180	12 092
Borrowings	8	298 357	199 779	382 057
Lease liabilities		28 801	45 635	44 776
Short-term banking facility		76 000	91 000	-
Derivative liabilities		-	7 194	-
Taxation payable		7 995	19 503	36 595
Liabilities held for sale	9	182 287	-	-
Total equity and liabilities		13 195 531	10 670 390	11 859 157

¹ Refer to note 14 for further detail of reclassifications and prior period errors.

Condensed consolidated statement of changes in equity

for the year ended 30 September 2022

	Share capital	Foreign currency translation reserve	Cash flow hedging reserve	Share-based payment reserve	Distributable reserve	Interest of own shareholders	Non-controlling interests	Total
	R'000	R'000	R'000	R'000	R'000	R'000	R'000	R'000
Reviewed restated as at the beginning of 1 October 2020¹	1 200 493	1 268 554	(76 223)	99 066	3 271 309	5 763 199	182 796	5 945 995
Total comprehensive income for the year ¹	-	(552 185)	44 445	-	676 280	168 540	42 134	210 674
Movement on foreign currency translation reserve – restated ¹	-	(552 349)	-	-	-	(552 349)	-	(552 349)
Movement on foreign currency translation reserve on joint ventures and associate	-	164	-	-	-	164	-	164
Movement on cash flow hedging reserve	-	-	51 183	-	-	51 183	(86)	51 097
Income tax related to gain recognised in equity	-	-	(6 738)	-	-	(6 738)	-	(6 738)
Profit for the year	-	-	-	-	676 280	676 280	42 220	718 500
Transfers between reserves	-	(1 078)	-	(68 969)	66 116	(3 931)	3 931	-
Decrease in treasury shares held by share trusts	30 672	-	-	-	40 051	70 723	-	70 723
Loss on settlement of treasury shares	-	-	-	-	(311 904)	(311 904)	-	(311 904)
Share-based payment expense	-	-	-	33 346	-	33 346	-	33 346
Share-based payment exercised	(8 777)	-	-	(7 253)	-	(16 030)	-	(16 030)
Allocation of elective deferral restricted shares	-	-	-	4 989	-	4 989	-	4 989
Gain on disposal of treasury shares – Oceana Empowerment Trust (“OET”) wind up	-	-	-	-	85 929	85 929	-	85 929
Gain on disposal of shares distributed to deceased employee beneficiaries of OET	-	-	-	-	2 360	2 360	-	2 360
Distribution to OET beneficiaries	-	-	-	-	(19 608)	(19 608)	-	(19 608)
Dividends	-	-	-	-	(474 006)	(474 006)	(29 353)	(503 359)
Reviewed restated balance as at 30 September 2021¹	1 222 388	715 291	(31 778)	61 179	3 336 527	5 303 607	199 508	5 503 115
Total comprehensive income for the year	-	1 024 795	101 572	-	732 318	1 858 685	36 421	1 895 106
Movement on foreign currency translation reserve	-	960 734	-	-	-	960 734	-	960 734
Movement on foreign currency translation reserve on joint ventures and associate	-	64 061	-	-	-	64 061	-	64 061
Movement on cash flow hedging reserve	-	-	125 931	-	-	125 931	-	125 931
Income tax related to gain recognised in equity	-	-	(24 359)	-	-	(24 359)	-	(24 359)
Profit for the year	-	-	-	-	732 318	732 318	36 421	768 739
Transfers between reserves	-	-	-	(10 251)	(11 049)	(21 300)	21 300	-
Decrease in treasury shares held by share trusts	2 339	-	-	-	-	2 339	-	2 339
Decrease in treasury shares held by subsidiary	122	-	-	-	-	122	-	122
Share-based payment expense	-	-	-	44 393	-	44 393	-	44 393
Share-based payment exercised	-	-	-	(13 950)	-	(13 950)	-	(13 950)
Transfer from share-based payment liability to reserve	-	-	-	6 749	-	6 749	-	6 749
Gain on disposal of treasury shares – OET wind-up	-	-	-	-	849	849	-	849
Gain on disposal of shares distributed to deceased employee beneficiaries of OET	-	-	-	-	1 226	1 226	-	1 226
Distribution to Oceana Saam-Sonke Trust beneficiaries	-	-	-	-	(3 809)	(3 809)	-	(3 809)
Dividends	-	-	-	-	(365 610)	(365 610)	(37 262)	(402 872)
Reviewed balance as at 30 September 2022	1 224 849	1 740 086	69 794	88 120	3 690 452	6 813 301	219 967	7 033 268

¹ Refer to note 14 for further detail of prior period errors.

Condensed consolidated statement of cash flows

for the year ended 30 September 2022

	Reviewed 2022	Reviewed Restated ¹ 2021
	R'000	R'000
Cash flow from operating activities		
Operating profit before joint ventures and associate profit/(loss)	1 237 937	1 130 457
Adjustment for non-cash and other items	322 259	325 378
Cash operating profit before working capital changes	1 560 196	1 455 835
Working capital changes	(569 757)	27 869
Cash generated from operations	990 439	1 483 704
Interest income received	13 976	12 973
Interest paid	(193 811)	(212 800)
Taxation paid	(288 216)	(314 428)
Dividends paid	(406 681)	(522 967)
Cash inflow from operating activities	115 707	446 482
Cash outflow from investing activities	(255 498)	(253 180)
Purchases of property, plant and equipment	(252 484)	(290 919)
Purchases of intangible assets	(6 365)	(3 753)
Proceeds on disposal of property, plant and equipment	4 448	4 639
Decrease in loans receivable from business partners	(1 097)	4 724
Proceeds on disposal of non-current asset held for sale	-	32 129
Cash outflow from financing activities	(285 041)	(480 262)
Short-term borrowings repaid	(220 218)	(373 243)
Short-term banking facility raised	3 861 000	3 593 000
Short-term banking facility repaid	(3 876 000)	(3 502 000)
Repayment of principal portion of lease liability	(42 451)	(48 349)
Loans repaid/(advanced)	2 969	(2 850)
Proceeds from sale of treasury shares	2 863	2 360
Proceeds on sale of treasury shares to open market ²	-	287 170
Payment to OET employee beneficiaries ²	-	(420 320)
Purchase of treasury shares for the settlement of long-term incentives ³	(13 204)	(16 030)
Net decrease in cash and cash equivalents	(424 832)	(286 960)
Cash and cash equivalents at the beginning of the year	827 796	1 200 568
Effect of exchange rate changes	83 897	(85 812)
Cash and cash equivalents at the end of the year⁴	486 861	827 796

¹ Refer to note 14 for further detail of reclassifications and prior period errors.

² In the prior year, proceeds on sale includes repurchased and subsequently cancelled treasury shares of 82 651 (2021: 8 478 067) from the OET beneficiaries as part of the winding down of OET.

³ Acquisition of shares to settle employee equity-settled share-based scheme on vesting.

⁴ This amount includes R0.4 million of the Commercial Cold Storage and Logistics segment. Refer to note 9.5.

Notes to the condensed consolidated financial statements

for the year ended 30 September 2022

1. BASIS OF PREPARATION

The condensed consolidated financial statements are prepared in accordance with the JSE Limited Listings Requirements for provisional reports, and the requirements of the Companies Act, 71 of 2008. The Listings Requirements require provisional reports to be prepared in accordance with the framework concepts and the measurement and recognition requirements of International Financial Reporting Standards (IFRS) and the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Pronouncements as issued by Financial Reporting Standards Council and to also, as a minimum, contain the information required by IAS 34 - Interim Financial Reporting.

The accounting policies applied in the preparation of the condensed consolidated financial statements, are in terms of International Financial Reporting Standards and are consistent with those accounting policies and methods of computation applied in the preparation of the previous consolidated annual financial statements except for the prior period errors and restatements as set out in note 14 and the adoption of new standards effective during the current financial year. The condensed consolidated financial statements were prepared under the supervision of the interim chief financial officer, Mr R Buddle CA(SA).

2. SIGNIFICANT JUDGEMENTS AND ESTIMATES

Significant judgement has been applied in determining the appropriate accounting treatment of Westbank. As explained in our Directors report and Audit Committee report contained in the financial statements for 2021, there was significant debate over the accounting treatment of Westbank, based on the previous external auditor's view that it should be treated as a joint operation vs. management and the Board of Oceana which believed it should be classified as an associate.

Below are the pertinent points that were taken into account in this important assessment for the current year.

Westbank is an operational fishing company that has entered into a Fish Supply Agreement with Daybrook for the supply of all its fish, and an Operating Agreement with Daybrook (25% shareholder) and Makimry (the 75% US shareholder).

Westbank is set up as a fully operational entity where decisions regarding fishing and maintenance of the necessary capital equipment are constantly being made. Makimry has full operational and managerial responsibility for these decisions.

Consideration was given to the following factors which confirms Makimry's control over Westbank:

- Makimry has the right to appoint 5 of the 7 Directors of Westbank
- Day to day operating activities which impact the risks and returns of Westbank are decided by a simple majority of directors
- Daybrook does not have the unilateral ability to remove Makimry from the shareholding structure in its managerial and ownership capacity
- The right to veto a decision does not automatically translate to unilateral control or power over a relevant activity

By shareholder agreement, certain decisions over the activities of Westbank, for example setting the operating expenditure and capital budgets (forecasts), are subject to super majority voting clauses, which necessitate consent between Daybrook and Makimry.

In the event of the forecast not being approved by virtue of a veto right being exercised by Daybrook, the entity would revert to the original forecast while the shareholders are granted 3 attempts to resolve any major disagreements over the forecast in separate meetings.

In the event that this is not resolved, a deadlock would be reached, thereby giving Makimry the right to "put" its shares back to Daybrook.

It should be emphasised that Makimry controls the right to trigger the put in the event of a deadlock i.e. it is not automatic.

The likelihood of reaching deadlock, given the huge economic disincentive and disruption to the supply and operations of Daybrook, was also assessed as highly unlikely.

Consequently, the rights of Daybrook in terms of the above were assessed and deemed to be minority protective rights, which were designed to protect the interests of Daybrook without giving it power over the entity to which those rights relate. In addition, these rights relate to fundamental changes to the activities of Westbank or apply in exceptional circumstances, and do not extend to day-to-day operations.

Further, Daybrook's rights to veto the purchase of capital equipment does not give it control, as the purchase of capital equipment items is not considered a relevant activity.

The above put option as well as two further call and put options were re-assessed to determine if they created substantive rights on the basis of potential voting rights, however it was concluded that these are only exercisable based on future events, and could therefore not be taken into account until those specific events occur.

It was thus concluded that Oceana does not have control over Westbank.

Notes to the condensed consolidated financial statements continued

for the year ended September 2022

2. SIGNIFICANT JUDGEMENTS AND ESTIMATES continued

The following factors were considered in disputing the existence of a joint operation:

- Joint control suggests control of the arrangement collectively and implies that unanimous consent is needed. Unanimous consent does not apply to all the significant decisions that impact the risks and returns of the shareholders.
- The shareholders do not control the arrangement collectively as they do not act together to direct the activities that affect the returns of the arrangement i.e. the day to day decisions to run, operate and fish on a daily basis, including the responsibility to maintain the fishing licence is controlled by Makimry.
- The impact of 100% of the off-take by only one party i.e. Daybrook.

Finally, the following factors were taken into account to conclude that Westbank should be classified as an associate:

- Daybrook holds more than 20% of the voting power
- Daybrook has representation on the Board of Westbank, and participates in policy-making processes
- There are material transactions between Daybrook and Westbank

As a result of the above assessment and application of judgement, the accounting treatment of Westbank was revised in the current year. Westbank is classified as an associate and its results have been equity accounted.

3. REVENUE

	Reviewed 2022	Reviewed Restated 2021
	R'000	R'000
The main categories of revenue and the segment to which they relate are set out below:		
Sale of goods		
Canned fish and fishmeal (Africa)	4 609 134	4 099 203
Fishmeal and fish oil (USA)	1 945 817	1 533 380
Horse mackerel, hake, lobster and squid	1 540 815	1 626 114
Other non-trade revenue		
Canned fish and fishmeal (Africa)	1 463	2 281
Horse mackerel, hake, lobster and squid	51 237	34 908
	8 148 466	7 295 886

Revenue from the sale of goods is recognised at a point in time except for the freight and insurance component which is recognised over time. The freight and insurance component included in Canned fish and fishmeal (Africa), horse mackerel, hake, lobster and squid of R88.6 million (2021: R60.7 million) is recognised over time.

Other non-trade revenue includes quota fees R22.2 million (2021: R25.1 million); commission R26.7 million (2021: R2.7 million) and factory processing and other minor recoveries R8.3 million (2021: R10.1 million).

4. SEGMENTAL RESULTS

The segmental information was prepared in accordance with IFRS 8 - Operating Segments (IFRS 8), which defines requirements for the disclosure of financial information of an entity's operating segments. IFRS 8 requires operating segments to be identified on the basis of internal reporting of Group components that are regularly reviewed by the chief operating decision-maker (CODM) to allocate resources to segments and to assess their performance. The Group's executive directors have been identified as the CODM.

The segments have been classified based on both the geographic region of the primary Group operations as well as where the different products are sold and services are rendered by the Group.

For geographic segmental reporting, South Africa and Namibia have been aggregated as the primary operations having similar economic characteristics with regards to the nature of the products and services, production process, methods used to distribute products or render services and are managed as a single segment.

Revenue per geographic region is classified based on the region in which product is sold and services are rendered, irrespective of where produced. Non-current assets per geographic region are allocated based on where the subsidiary is located and includes property, plant and equipment, right-of-use assets, goodwill and intangible assets and excludes assets held for sale.

Notes to the condensed consolidated financial statements continued

for the year ended September 2022

4. SEGMENTAL RESULTS continued

Reviewed 2022	Canned fish and fishmeal (Africa)	Fishmeal and fish oil (USA)	Horse mackerel, hake, lobster and squid	Total	Intercompany eliminations between continuing and discontinued operations ¹	Total Continuing Operations
	R'000	R'000	R'000	R'000	R'000	R'000
Statement of comprehensive income						
Gross revenue	4 765 532	1 945 817	1 612 628	8 323 977	-	8 323 977
Inter-segmental revenue	(154 935)	-	(20 576)	(175 511)	-	(175 511)
Net revenue	4 610 597	1 945 817	1 592 052	8 148 466	-	8 148 466
Operating profit before other operating items						
Operating profit before other operating items	488 952	583 821	143 074	1 215 847	34 385	1 250 232
Other operating items	(13 558)	-	7 114	(6 444)	-	(6 444)
Operating profit	475 394	583 821	150 188	1 209 403	34 385	1 243 788
Interest income ²	18 370	1 072	2 898	22 340	-	22 340
Interest expense ²	(106 773)	(85 049)	(10 357)	(202 179)	-	(202 179)
Profit before taxation	386 991	499 844	142 729	1 029 564	34 385	1 063 949
Taxation expense	(115 005)	(113 710)	(43 997)	(272 712)	-	(272 712)
Profit after taxation	271 986	386 134	98 732	756 852	34 385	791 237
The above profit after taxation includes the following:						
Joint ventures and associate (profit) / loss	(10 362)	28 227	-	17 865	-	17 865
Depreciation, amortisation and impairment	47 626	94 361	85 525	227 512	-	227 512
Statement of financial position						
Total assets excluding assets held for sale	3 011 264	9 044 524	759 589	12 815 377	-	12 815 377
Total liabilities excluding liabilities held for sale	2 857 332	2 743 923	378 721	5 979 976	-	5 979 976
The above amounts of assets includes the following:						
Additions to property, plant and equipment and intangible assets	60 510	39 540	114 241	214 291	-	214 291
Interest in joint ventures and associate	60 881	244 756	1	305 638	-	305 638

The Group's revenue and non-current assets by geographic segment are detailed below:

Reviewed Region 2022	South Africa and Namibia	Other Africa	North America	Europe	Far East	Other	Total
	R'000	R'000	R'000	R'000	R'000	R'000	R'000
Revenue	4 517 718	583 353	1 272 402	1 600 012	123 085	51 896	8 148 466
Non-current assets (excluding deferred tax assets)	1 568 385	-	6 814 130	-	-	-	8 382 515

¹ Intercompany eliminations relate to revenue and support service charges to align the IFRS 8: Operating Segment profit measures the CODM uses to manage the business to that of IFRS.

² Inter-segmental finance transactions are not included in the segmental results, and therefore excluded from interest expense and interest income.

Notes to the condensed consolidated financial statements continued

for the year ended September 2022

4. SEGMENTAL RESULTS continued

Reviewed Restated 2021	Canned fish and fishmeal (Africa)	Fishmeal and fish oil (USA) ¹	Horse mackerel, hake, lobster and squid	Total	Intercompany eliminations between continuing and discontinued operations ²	Total continuing operations
	R'000	R'000	R'000	R'000	R'000	R'000
Restated statement of comprehensive income						
Gross revenue	4 294 021	1 533 380	1 681 705	7 509 106	-	7 509 106
Inter-segmental revenue	(192 537)	-	(20 683)	(213 220)	-	(213 220)
Net revenue	4 101 484	1 533 380	1 661 022	7 295 886	-	7 295 886
Operating profit before other operating items	478 608	234 882	387 236	1 100 726	27 461	1 128 187
Other operating items	(15 131)	-	4 282	(10 849)	-	(10 849)
Operating profit	463 477	234 882	391 518	1 089 877	27 461	1 117 338
Interest income	14 399	1 135	2 761	18 295	-	18 295
Interest expense	(125 001)	(71 003)	(3 555)	(199 559)	-	(199 559)
Profit before taxation	352 875	165 014	390 724	908 613	27 461	936 074
Taxation expense	(111 830)	(27 940)	(120 719)	(260 489)	-	(260 489)
Profit after taxation	241 045	137 074	270 005	648 124	27 461	675 585

The above profit after taxation includes the following:

Joint ventures and associate loss	332	9 915	-	10 247	-	10 247
Depreciation, amortisation and impairment	45 183	167 826	64 100	277 109	-	277 109

Restated statement of financial position

Total assets Non-current assets (excluding deferred tax assets)⁴	2 355 385	7 079 909	848 002	10 283 296	-	10 283 296
Total liabilities⁵	2 241 592	2 212 603	487 010	4 941 205	-	4 941 205

The above amounts of assets includes the following:

Additions to property, plant and equipment and intangible assets	148 374	39 262	95 937	283 573	-	283 573
Interest in joint ventures and associate	70 918	177 173	1	248 092	-	248 092

⁴ Total assets exclude R386m from the CCS Logistics discontinued operation that is excluded from total assets in the segmental results but included on the face of the statement of the financial position.

⁵ Total Liabilities exclude R226 million from the CCS Logistics discontinued operation that is excluded from total liabilities in the segmental results but included on the face of the statement of the financial position.

The Group's revenue and non-current assets by geographic segment are detailed below:

Reviewed Restated Region 2021	South Africa and Namibia ¹	Other Africa	North America ¹	Europe	Far East	Other	Total
	R'000	R'000	R'000	R'000	R'000	R'000	R'000
Revenue	3 990 344	848 180	1 162 695	1 061 881	197 267	35 519	7 295 886
Non-current assets	1 608 249	-	5 713 546	-	-	-	7 321 795

¹ Restated balances and transactions. Refer to note 14.

² Intercompany eliminations relate to revenue support service charges to align the IFRS 8: Operating Segment profit measures the CODM uses to manage the business to that of IFRS.

³ Inter-segmental finance transactions are not included in the segmental results, and therefore excluded from interest expense and interest income.

Notes to the condensed consolidated financial statements continued

for the year ended September 2022

5. OTHER OPERATING ITEMS

Transactions outside the ordinary course of business that are substantially capital or non-recurring in nature are disclosed under other operating items in the statement of comprehensive income.

	Reviewed 2022 R'000	Reviewed Restated 2021 R'000
Other operating items from continuing operations		
Loss on disposal of land and buildings	-	(439)
Profit on disposal of property, plant and equipment	1 376	4 174
Impairment of computer software	-	(2 369)
Transaction costs relating to disposal of CCS Logistics	(7 275)	-
Insurance recovery on loss of asset	7 975	-
Transfer of foreign currency reserve ¹	(8 520)	-
Once-off transaction costs pertaining to new BBBEE trusts ²	-	(11 349)
Trademark written off	-	(866)
Total	(6 444)	(10 849)
Other operating items from discontinued operations		
Loss on disposal of property, plant and equipment	(799)	(411)
Profit on disposal of non-current assets held for sale (Bayhead cold store)	-	27 684
Foreign exchange translation reserve	(308)	-
Total	(1 107)	27 273

¹ Transfer of foreign currency translation loss to profit and loss on disposal of investment of joint venture "Oceana Boa Pesca Limitada".

² During the prior year, once-off transaction costs were incurred in relation to the specific repurchase of shares from the OET and the establishment of Saam-Sonke Trust and Oceana Stakeholder Empowerment Trust ("OSET").

6. PROPERTY, PLANT AND EQUIPMENT

	Freehold land and buildings R'000	Leasehold land and buildings R'000	Plant, equipment and vehicles R'000	Vessels R'000	Total R'000
Reviewed 2022					
Cost	1 016 754	74 356	1 950 397	801 311	3 842 818
Accumulated depreciation and impairment losses	(378 812)	(25 656)	(1 106 180)	(466 784)	(1 977 432)
Net book value at 30 September 2022	637 942	48 700	844 217	334 527	1 865 386
Reviewed 2021 Restated					
Cost	1 017 011	97 614	1 930 962	786 400	3 831 987
Accumulated depreciation and impairment losses	(355 779)	(44 589)	(1 081 536)	(473 149)	(1 955 053)
Restated net book value at 30 September 2021	661 232	53 025	849 426	313 251	1 876 934

Refer to note 4 for detail of segmental assets and to note 8 for detail relating to assets provided as security for borrowings.

Notes to the condensed consolidated financial statements continued

for the year ended September 2022

7. GOODWILL AND INTANGIBLE ASSETS

	Goodwill	Trademark	Intellectual property	Fishing rights	Customer relations	Non-competes	Computer software	Total
	R'000	R'000	R'000	R'000	R'000	R'000	R'000	R'000
Reviewed 2022								
Cost	4 369 018	287 161	1 105 560	161 904	63 538	125 260	137 910	6 250 351
Accumulated amortisation	-	(44 967)	-	(111 004)	(63 538)	(117 614)	(63 539)	(400 662)
Accumulated impairment	(1 276)	-	-	-	-	-	(2 369)	(3 645)
Net book value at 30 September 2022	4 367 742	242 194	1 105 560	50 900	-	7 646	72 002	5 846 044
Reviewed 2021 Restated								
Cost	3 643 902	245 742	919 340	161 903	52 836	104 162	141 144	5 269 029
Accumulated amortisation	-	(44 967)	-	(107 423)	(52 836)	(95 539)	(63 509)	(364 274)
Accumulated impairment	(1 276)	-	-	-	-	-	(2 369)	(3 645)
Restated net book value at 30 September 2021	3 642 626	200 775	919 340	54 480	-	8 623	75 266	4 901 110

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. The change in net book value of goodwill and intangible assets includes an increase of R944.9 million (2021: decreased by R537.2 million) as a result of the translation of the US assets.

Goodwill includes R4 304.9 million (2021: R3 593.4 million) relating to the acquisition of Daybrook and its acquisition of its 25% investment in Westbank within the fishmeal and fish oil (USA) cash generating unit ("CGU"). The recoverable amount of the Daybrook investment is determined based on a value-in-use calculation using cash flow forecasts approved by management, covering a period of three years followed by an extrapolation of expected cash flows for years four and five using assumptions determined by management, thereafter terminal growth principles apply. When determining the assumptions, consideration is given to the impact of external market factors, such as changes in market demand and pricing and changes in interest rates, as well as internal factors relating to current operating conditions and production trends.

The main areas of judgement applied in determining the recoverable amount relate to fish catch, production yields, sales pricing and weighted average cost of capital.

Based on management's review, the carrying amount of the goodwill and intangible assets are not considered to be impaired.

Notes to the condensed consolidated financial statements continued

for the year ended September 2022

8. BORROWINGS

	Reviewed 2022	Reviewed Restated 2021
	R'000	R'000
South African Rand-denominated loans	1 172 847	1 248 682
USA dollar-denominated term loan	1 811 510	1 614 889
Total borrowings	2 984 357	2 863 571
Categorised between non-current and current portions		
Non-current portion of liabilities	2 686 000	2 663 792
Current portion of liabilities	298 357	199 779
Total borrowings	2 984 357	2 863 571

The South African rand-denominated loans includes term loans of R1 164.8 million (2021: R1 237.7 million) which bear interest at a rate of JIBAR plus average margin of 1.69% (2021: 1.68%) and are repayable through a combination of semi-annual instalments and bullet instalments. The loans were refinanced in the 2021 financial year with the final principal payment due on 15 October 2026. The revolving credit facility of R500m, remains undrawn. The loans are secured by intercompany cross guarantees and indemnities provided by Oceana Group Limited, Lucky Star Limited, Blue Continent Products Proprietary Limited, Commercial Cold Storage Proprietary Limited, Erongo Marine Enterprises Proprietary Limited, Amawandle Pelagic Proprietary Limited and Amawandle Hake Proprietary Limited.

The USA dollar-denominated borrowings include R1 811.5 million / USD 100 million (2021: R1 614.9 million / USD 107.0 million) owing by Daybrook. The Daybrook borrowings bear interest at a rate of SOFR (2021 LIBOR) plus applicable margin of 2.25% (2021: 3.0%) which varies with the total leverage ratio at the pricing date. The facility is structured as an amortisation payment facility repayable in quarterly instalments with the final payment due on 30 September 2024. The loan is secured by a first-priority perfected security interest in substantially all of the tangible and intangible assets of Oceana US Holdings Inc., Daybrook Investors Inc., Daybrook Holdings Inc. and Daybrook Fisheries Inc.

Covenants

The SA and USA loans provided by the lenders, are subject to covenant conditions using specific bank defined formulae as set out in the loan agreements and are regularly monitored by management to ensure these are complied with. In the event that an entity is at risk of breaching their covenants, negotiations are entered into with lenders to remediate.

	30-Sep-22		30-Sep-21	
	Required covenant	Achieved	Required covenant	Achieved
Covenants regarding term loans and revolving credit facilities				
South African Rand-denominated term loans				
Net debt: EBITDA cover	2.75	Yes	2.75	Yes
Interest cover	3.75	Yes	3.75	Yes
Debt service cover	1.30	Yes	1.30	Yes
Daybrook USA dollar-denominated term loan				
Net debt: EBITDA cover	3.25	Yes	4.00	Yes
Fixed cover	1.25	Yes	1.25	Yes

Notes to the condensed consolidated financial statements continued

for the year ended September 2022

9. ASSETS HELD FOR SALE

9.1 DESCRIPTION

On the 3rd of October 2022 Oceana entered into an agreement to dispose of its cold storage business, Commercial Cold Storage Group Limited, trading as CCS Logistics (“CCS Logistics”), for a total consideration of R760 million net of the value accruing to minority interests in the CCS Namibia Proprietary Limited and CCS Ports Proprietary Limited (Duncan Dock) operations. The implied 100% enterprise value including minorities is R895 million.

The transaction includes supplementary agreements for Oceana Group entities to secure medium term cold-storage services from CCS Logistics at market related rates and for Oceana to continue providing transitional services at an agreed service fee to CCS Logistics for a period of at least 12 months following implementation.

The transaction was announced on the 4th of October 2022. The Group assessed the requirements of IFRS 5 (*Non-current Assets held for Sale and Discontinued Operations*) and deemed the asset to meet the criteria for being held for sale prior to year end. The Group has consequently disclosed CCS Logistics as a discontinued operation.

9.2 ASSETS CLASSIFIED AS HELD FOR SALE

	Reviewed 2022	Reviewed Restated 2021
	R'000	R'000
Opening balance	-	7 503
Reclassified from plant and equipment and vehicles	8 712	-
Disposal of asset	-	(7 503)
Assets held for sale as part of discontinued operation (see below)	370 255	-
Carrying amount of assets held for sale at 30 September	378 967	-

9.3 STATEMENT OF COMPREHENSIVE INCOME OF THE DISCONTINUED OPERATION

Reviewed 2022	Commercial cold storage and logistics division	Intercompany eliminations ¹	Discontinued operation (consolidated)
	R'000	R'000	R'000
Revenue	367 350	(77 698)	289 652
Gross profit	367 350	(77 698)	289 652
Overhead expenditure	(327 396)	43 312	(284 084)
Net foreign exchange gain	2	-	2
Operating profit before other operating items	39 956	(34 386)	5 570
Other operating items	(1 107)	-	(1 107)
Operating profit	38 849	(34 386)	4 463
Interest income	15 314	-	15 314
Interest expense	(11 228)	(15 067)	(26 295)
Profit / (loss) before taxation	42 936	(49 453)	(6 518)
Taxation expense	(15 980)	-	(15 980)
Profit / (loss) after taxation from discontinued operations	26 956	(49 453)	(22 498)

¹ Intercompany transactions includes revenue earned by CCS Logistics in respect of storage and logistics for other companies within the Group as well as support service expenses incurred and paid to Oceana Group Limited. These transactions occur in the ordinary course of business and will continue after the completion of the sale of CCS Logistics

Notes to the condensed consolidated financial statements continued

for the year ended September 2022

9. ASSETS HELD FOR SALE continued

9.3 STATEMENT OF COMPREHENSIVE INCOME OF THE DISCONTINUED OPERATION continued

Reviewed 2021	Commercial cold storage and logistics segment	Intercompany eliminations ¹	Discontinued operation (consolidated)
	R'000	R'000	R'000
Revenue	416 168	(78 638)	337 530
Gross profit	416 168	(78 638)	337 530
Overhead expenditure	(333 797)	51 177	(282 620)
Net foreign exchange gain	67	-	67
Operating profit before other operating items	82 438	(27 461)	54 977
Other operating items	27 273	-	27 273
Operating profit	109 711	(27 461)	82 250
Interest income	11 284	(10 309)	975
Interest expense	(10 264)	-	(10 264)
Profit before taxation	110 731	(37 770)	72 961
Taxation expense	(30 046)	-	(30 046)
Profit after taxation from discontinued operations	80 685	(37 770)	42 915

¹ Intercompany transactions includes revenue earned by CCS Logistics in respect of storage and logistics for other companies within the Group as well as support service expenses incurred and paid to Oceana Group Limited. These transactions occur in the ordinary course of business and will continue after the completion of the sale of CCS Logistics.

9.4 STATEMENT OF FINANCIAL POSITION OF THE DISCONTINUED OPERATION

	Reviewed 2022
	R'000
ASSETS	
Non-current assets	
Property, plant and equipment	227 806
Right-of-use assets	93 020
Goodwill and intangible assets	140
Total non-current assets	320 966
Current assets	
Inventories	8 025
Trade and other receivables	39 055
Taxation receivable	1 810
Cash and cash equivalents	399
Total current assets	49 289
Total assets	370 255
LIABILITIES	
Non-current liabilities	
Deferred taxation	9 288
Lease liabilities	86 908
Provisions	2 442
Liability for share-based payments	767
Total non-current liabilities	99 405
Current liabilities	
Lease liabilities	26 446
Trade and other payables	55 793
Taxation payable	643
Total current liabilities	82 882
Total liabilities	182 287

Notes to the condensed consolidated financial statements continued

for the year ended September 2022

9. ASSETS HELD FOR SALE continued

9.5 STATEMENT OF CASH FLOWS OF THE DISCONTINUED OPERATION¹

	Reviewed 2022	Reviewed 2021
	R'000	R'000
Net cash inflow / (outflow) from operating activities	69 192	(14 814)
Net cash (outflow) / inflow from investing activities	(41 964)	41 339
Net cash outflow from financing activities	(28 448)	(32 650)
Net decrease in cash and cash equivalents	(1 220)	(6 125)
Cash and cash equivalents at the beginning of the year	848	(776)
Effect of exchange rate changes	772	7 749
Cash and cash equivalents at end of the year	400	848

¹ Cash flows from discontinued operations have been included in the consolidated statement of cash flows.

10. DETERMINATION OF HEADLINE EARNINGS

	Reviewed 2022	Reviewed Restated 2021
	R'000	R'000
Profit for the year attributable to shareholders of Oceana Group Limited	732 318	676 280
Loss / (profit) from discontinued operations attributable to shareholders of Oceana Group Limited¹	24 147	(38 177)
Earnings from continuing operations	756 465	638 103
Adjusted for:		
Impairment of property, plant and equipment and intangible assets	-	(1 150)
Joint ventures and associate loss on disposal of vessels	308	1 028
Insurance proceeds on capital items	(7 975)	-
Net profit on disposal of property, plant and equipment	(573)	(3 441)
Loss on deemed disposal of joint venture, associate or held for sale financial asset	8 520	-
Total non-controlling interest in above	1 160	312
Total tax effect of adjustments	2 394	516
Headline earnings for the year attributable to the shareholders of Oceana Group Limited from continuing operations	760 299	635 368
Earnings from discontinued operations		
(Loss) / profit from discontinued operations after tax	(24 147)	38 177
Income of a capital nature from discontinued operations	-	(21 808)
Headline earnings for the year attributable to the shareholders of Oceana Group Limited from discontinued operations	(24 147)	16 369
Headline earnings for the year	736 152	651 737
Headline earnings per share (cents)		
- Basic	606.2	550.0
Continuing operations	626.0	536.2
Discontinued operations	(19.8)	13.8
- Diluted	605.8	512.3
Continuing operations	625.6	499.5
Discontinued operations	(19.8)	12.8

¹ This amount includes a non-controlling interest profit adjustment in CCS of R1.6 million (2021: 4.7 million).

Notes to the condensed consolidated financial statements continued

for the year ended September 2022

11. FURTHER INFORMATION

	Reviewed 2022	Reviewed Restated 2021
	R'000	R'000
11.1 ITEMS IMPACTING THE STATEMENT OF COMPREHENSIVE INCOME		
Insurance recoveries	(87 277)	(152 872)
Legal, audit and other costs related to the completion of the 2021 financial year end audit	50 315	-
Amortisation	14 704	21 005
Impairment of intangible assets	-	2 369
Depreciation of property, plant and equipment	192 034	161 098
Depreciation of right-of-use assets	20 872	24 799
Inventory (write-back) / written-off	(6 705)	112 753
Loss arising as a result of civil unrest	-	86 104
Damages and other obsolete stock	(6 705)	26 649
Share-based Payments expenses	29 445	34 764
Cash-settled compensation	4 362	6 023
Equity-settled compensation	25 083	28 741
11.2 ITEMS IMPACTING THE STATEMENT OF FINANCIAL POSITION		
Additions (property, plant and equipment and intangible assets)	214 200	318 780
Replacement	203 174	228 009
Expansion	11 026	90 771
11.3 OTHER ITEMS		
Budgeted capital commitments	495 984	343 780
Contracted	27 161	22 188
Not contracted	468 823	321 592

The closing US Dollar exchange rate for the 2022 financial year was R18.15 (2021: R15.10). Consequently, the group recognised a R1 024 million foreign currency translation reserve gain (2021: R552 million loss) in other comprehensive income in relation to the Group's US Dollar denominated subsidiary Daybrook Fishing Inc.

12. WEIGHTED AVERAGE NUMBER OF SHARES

	2022	2021
	Reviewed number of shares	Reviewed number of shares
	'000	'000
Weighted average number of shares in issue	130 432	130 432
Less: Weighted average treasury shares held by OET	(228)	(7 091)
Less: Weighted average treasury shares held by Lucky Star Limited	(264)	(288)
Less: Weighted average treasury shares held by Oceana Group Share Trust	(17)	(17)
Less: Weighted average treasury shares held by Oceana Saam-Sonke Trust	(7 826)	(4 181)
Less: Weighted average treasury shares held by OSET	(652)	(348)
Weighted average number of shares on which basic earnings per share and basic headline earnings per share are based	121 445	118 506
Weighted average number of shares on which diluted earnings per share and diluted headline earnings per share are based	121 524	127 211

Notes to the condensed consolidated financial statements continued

for the year ended September 2022

13. FAIR VALUE

Items carried at fair value are classified according to the fair value hierarchy, by valuation method. The different levels have been defined as follows:

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

Level 2 – inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Interest rate swaps recorded in the cash flow hedging reserve and derivative liabilities are regarded as level 2 financial instruments. Foreign exchange contracts entered into by the Group for the purpose of minimising exposure to foreign currency volatility are regarded as level 2 financial instruments.

The fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observable yield curves. The fair value of the foreign exchange contracts incorporates various inputs, including the nominal amount of foreign currency as well as foreign exchange spot and forward rates.

The Group only has level 2 instruments and there have been no transfers between levels 1, 2 or 3 of the fair value hierarchy during the current and prior year.

The fair value of all other financial assets and financial liabilities approximates their carrying value.

Measurement of fair values

The following tables show the valuation techniques used in measuring level 2 fair values for financial instruments in the statement of financial position, as well as the significant unobservable inputs used.

Instrument	Level	Valuation basis/techniques	Significant unobservable inputs
Derivative instruments – Interest rate swaps	2	Swap models: The fair value is calculated as the present value of the estimated future cash flows. Estimates of future floating-rate cash flows are based on quoted swap rates, futures prices and interbank borrowing rates. Estimated cash flows are discounted using a yield curve constructed from similar sources and which reflects the relevant benchmark interbank rate used by market participants for this purpose when pricing interest rate swaps. The fair value estimate is subject to a credit risk adjustment that reflects the credit risk of the Group and of the counterparty; this is calculated based on credit spreads derived from current credit default swap or bond prices.	Not applicable
Derivative instruments – Foreign currency forwards	2	Forward pricing: The fair value is determined using quoted forward exchange rates at the reporting date and present value calculations based on high credit quality yield curves in the respective currencies.	Not applicable

14. PRIOR PERIOD ERRORS AND RESTATEMENTS

14.1 ACCOUNTING TREATMENT OF WESTBANK – EQUITY ACCOUNTED ASSOCIATE

The accounting treatment of Westbank was revised in the current year. Westbank was classified as an associate and its results were equity accounted.

In the previous year Westbank was classified as a joint operation, and proportionately consolidated. Although the Group owns 25% of the shares of Westbank, it was decided to recognise 100% of the assets and liabilities on a line-by-line basis because Daybrook takes 100% of Westbank's output.

This accounting approach resulted in the recognition of a liability to the 75% shareholder for its share of the net assets to which the Group is not entitled. This liability was called 'liability to joint operator's and all charges (except for dividends paid by Westbank) were recognised in cost of sales in order to reflect the Group's cost of fish acquired from Westbank.

Please refer to the note 2 on Significant judgement and estimates for background and the reason for the change in the current year.

Notes to the condensed consolidated financial statements continued

for the year ended September 2022

14. PRIOR PERIOD ERRORS AND RESTATEMENTS continued

14.2 DISCONTINUED OPERATION

As announced on the 4th of October 2022, the Group entered into an agreement relating to the disposal of CCS. The Group assessed the requirements of IFRS 5 (Non-current Asset held for Sale and Discontinued Operations) and deemed the disposal to meet the criteria of being held for sale prior to year end taking account of the effective date of when the board had finalised a decision to discontinue the operation. The Group has consequently disclosed CCS as a discontinued operation and has re-presented the comparative information as required by IFRS 5.

Consolidated Statement of Comprehensive Income (extract)	Reviewed Restated 2021			
	Previously reported	Effect of equity accounted associate	Effect of discontinued operation	Restated
	R'000	R'000	R'000	R'000
Revenue	7 633 416	–	(337 530)	7 295 886
Cost of sales	(5 062 180)	(48 555)	–	(5 110 735)
Gross profit	2 571 236	(48 555)	(337 530)	2 185 151
Sales and distribution expenditure	(364 527)	–	–	(364 527)
Marketing expenditure	(43 107)	–	–	(43 107)
Overhead expenditure	(1 078 592)	56 452	282 620	(739 520)
Other income	73 488	–	–	73 488
Net foreign exchange loss	20 757	–	(67)	20 690
Net impairment loss on financial assets	6 259	–	–	6 259
Operating profit before joint ventures and associate loss	1 185 514	7 897	(54 977)	1 138 434
Joint ventures and associate loss	(332)	(9 915)	–	(10 247)
Operating profit before other operating items	1 185 182	(2 018)	(54 977)	1 128 187
Other operating items	16 306	118	(27 273)	(10 849)
Operating profit	1 201 488	(1 900)	(82 250)	1 117 338
Interest income	36 320	(17 050)	(975)	18 295
Interest expense	(228 773)	18 950	10 264	(199 559)
Profit before taxation	1 009 035	–	(72 961)	936 074
Taxation expense	(290 535)	–	30 046	(260 489)
Profit after taxation	718 500	–	(42 915)	675 585
Profit from discontinued operations	–	–	42 915	42 915
Profit for the year	718 500	–	–	718 500
Other comprehensive income				
<i>Items that may be reclassified subsequently to profit or loss:</i>				
Movement on foreign currency translation reserve	(552 349)	–	280	(552 069)
Movement on foreign currency translation reserve on joint ventures	164	–	–	164
Movement on cash flow hedging reserve	51 901	(804)	–	51 097
Income tax related to gain recognised in other comprehensive income	(7 542)	804	–	(6 738)
Other comprehensive (loss)/income, net of taxation	(507 826)	–	280	(507 546)
Other comprehensive (loss)/income from discontinued operations				
Movement on foreign currency translation reserve	–	–	(280)	(280)
Other comprehensive (loss)/income, net of taxation	–	–	(280)	(280)
Total comprehensive income	210 674	–	–	210 674
Profit after taxation attributable to:				
Shareholders of Oceana Group Limited	676 280	–	–	676 280
Non-controlling interests	42 220	–	–	42 220
	718 500	–	–	718 500
Total comprehensive income attributable to:				
Shareholders of Oceana Group Limited	168 540	–	–	168 540
Non-controlling interests	42 134	–	–	42 134
	210 674	–	–	210 674

Notes to the condensed consolidated financial statements continued

for the year ended September 2022

14. PRIOR PERIOD ERRORS AND RESTATEMENTS continued

Consolidated Statement of Financial Position (extract)	Reviewed Restated 2021		
	Previously reported	Effect of equity accounted associate	Restated
	R'000	R'000	R'000
ASSETS			
Non-current assets			
Property, plant and equipment	2 590 207	(713 273)	1 876 934
Right-of-use assets	202 912	(1 630)	201 282
Goodwill and intangible assets	4 914 750	(13 640)	4 901 110
Interest in joint ventures and associate	70 919	177 173	248 092
Deferred taxation	6 661	-	6 661
Investment and loans	94 377	-	94 377
Total non-current assets	7 879 826	(551 370)	7 328 456
Current assets			
Inventories	1 049 986	(28 029)	1 021 957
Trade and other receivables	1 424 268	19 231	1 443 499
Taxation receivable	48 682	-	48 682
Cash and cash equivalents	933 612	(105 816)	827 796
Total current assets	3 456 548	(114 614)	3 341 934
Total assets	11 336 374	(665 984)	10 670 390
EQUITY AND LIABILITIES			
Share capital	1 222 388	-	1 222 388
Foreign currency translation reserve	715 291	-	715 291
Cash flow hedging reserve	(31 778)	-	(31 778)
Share-based payment reserve	61 179	-	61 179
Distributable reserve	3 336 527	-	3 336 527
Interest of own shareholders	5 303 607	-	5 303 607
Non-controlling interests	199 508	-	199 508
Total capital and reserves	5 503 115	-	5 503 115
Non-current liabilities			
Liability for share-based payments	14 329	-	14 329
Provisions	39 925	-	39 925
Borrowings	2 663 792	-	2 663 792
Lease liabilities	225 539	(904)	224 635
Derivative liabilities	34 306	(13 450)	20 856
Deferred taxation	500 222	-	500 222
Total non-current liabilities	3 478 113	(14 354)	3 463 759
Current liabilities			
Accounts payable	1 343 620	(8 395)	1 335 225
Provisions	7 776	(2 596)	5 180
Borrowings	697 594	(497 815)	199 779
Short-term banking facility	91 000	-	91 000
Derivative liabilities	7 194	-	7 194
Lease liabilities	46 528	(893)	45 635
Liability to joint operator	141 654	(141 654)	-
Taxation payable	19 780	(277)	19 503
Total current liabilities	2 355 146	(651 630)	1 703 516
Total liabilities	5 833 259	(665 984)	5 167 275
Total equity and liabilities	11 336 374	(665 984)	10 670 390

Notes to the condensed consolidated financial statements continued

for the year ended September 2022

14. PRIOR PERIOD ERRORS AND RESTATEMENTS continued

Consolidated Statement of Financial Position (extract)	Reviewed Restated 2020		
	Previously reported	Effect of equity accounted associate	Restated
	R'000	R'000	R'000
ASSETS			
Non-current assets			
Property, plant and equipment	2 593 844	(758 371)	1 835 473
Right-of-use assets	175 815	-	175 815
Goodwill and intangible assets	5 453 428	(15 134)	5 438 294
Interest in joint ventures and associate	72 229	233 680	305 909
Deferred taxation	20 793	-	20 793
Derivative asset	2 662	(2 662)	-
Investments and loans	84 910	-	84 910
Total non-current assets	8 403 681	(542 487)	7 861 194
Current assets			
Inventories	1 713 485	(23 742)	1 689 743
Trade and other receivables	1 045 630	18 939	1 064 569
Taxation receivable	23 663	-	23 663
Cash and cash equivalents	1 432 692	(232 124)	1 200 568
Total current assets	4 215 470	(236 927)	3 978 543
Assets held for sale	19 420	-	19 420
Total assets	12 638 571	(779 414)	11 859 157
EQUITY AND LIABILITIES			
Share capital	1 200 493	-	1 200 493
Foreign currency translation reserve	1 268 554	-	1 268 554
Cash flow hedging reserve	(76 223)	-	(76 223)
Share-based payment reserve	99 066	-	99 066
Distributable reserve	3 271 309	-	3 271 309
Interest of own shareholders	5 763 199	-	5 763 199
Non-controlling interests	182 796	-	182 796
Total capital and reserves	5 945 995	-	5 945 995
Non-current liabilities			
Liability for share-based payments	7 919	-	7 919
Provisions	27 626	(2 881)	24 745
Borrowings	3 502 425	(462 615)	3 039 810
Derivative liabilities	113 490	(28 698)	84 790
Lease liabilities	206 232	(1 993)	204 239
Deferred taxation	534 029	-	534 029
Total non-current liabilities	4 391 721	(496 187)	3 895 532
Current liabilities			
Accounts payable	1 573 146	(31 036)	1 542 110
Provisions	12 092	-	12 092
Borrowings	410 107	(28 050)	382 057
Lease liabilities	45 712	(936)	44 776
Liability for Joint Operation	223 203	(223 203)	-
Taxation payable	36 595	-	36 595
Total current liabilities	2 300 855	(283 225)	2 017 630
Total liabilities	6 692 576	(779 412)	5 913 162
Total equity and liabilities	12 638 571	(779 414)	11 859 157

Notes to the condensed consolidated financial statements continued

for the year ended September 2022

14. PRIOR PERIOD ERRORS AND RESTATEMENTS continued

Consolidated Statement of Cash Flows (extract)	Reviewed Restated 2021		
	Previously reported	Effect of equity accounted associate	Restated
	R'000	R'000	R'000
Cash generated from operations	1 446 613	37 091	1 483 704
Investment income received	30 021	(17 048)	12 973
Interest paid	(224 829)	12 029	(212 800)
Taxation paid	(314 428)	-	(314 428)
Dividends paid	(522 967)	-	(522 967)
Net cash inflow from operating activities	414 410	32 072	446 482
Purchases of property, plant and equipment	(398 257)	107 338	(290 919)
Purchases of intangible assets	(3 753)	-	(3 753)
Proceeds on disposal of property, plant and equipment	6 240	(1 601)	4 639
Decrease in loans receivable from business partners	4 724	-	4 724
Proceeds on disposal of non-current asset held for sale	32 129	-	32 129
Cash flows used in investing activities	(358 917)	105 737	(253 180)
Proceeds on sale of treasury shares to open market	287 170	-	287 170
Payment to OET beneficiaries	(420 320)	-	(420 320)
Short-term borrowings repaid	(401 845)	28 602	(373 243)
Long-term borrowings raised	88 371	(88 371)	-
Loans advanced	(2 850)	-	(2 850)
Payment of joint operator liability	(21 678)	21 678	-
Short-term banking facility raised	3 593 000	-	3 593 000
Short-term banking facility repaid	(3 502 000)	-	(3 502 000)
Benefit / cost relating to loan and derivative finance	4 012	(4 012)	-
Repayment of principal portion of lease liability	(49 260)	911	(48 349)
Proceeds from sale of treasury shares	2 360	-	2 360
Purchase of treasury shares for the settlement of long-term incentives	(16 030)	-	(16 030)
Cash flows used in financing activities	(439 070)	(41 192)	(480 262)
Net decrease in cash and cash equivalents	(383 577)	96 617	(286 960)
Net cash and cash equivalents at the beginning of the year	1 432 692	(232 124)	1 200 568
Effect of exchange rate changes	(115 503)	29 691	(85 812)
Cash and cash equivalents at end of the year	933 612	(105 816)	827 796

15. RELATED PARTY TRANSACTIONS

The Group enters into various transactions with related parties in the normal course of business. The nature of these related party transactions are consistent with those reported previously.

Related party relationships exist with shareholders, subsidiaries, between fellow subsidiaries and associate companies within the Group.

These transactions are concluded in the normal course of business. All material intergroup transactions are eliminated on consolidation. The amounts outstanding are unsecured and will be settled in cash.

Notes to the condensed consolidated financial statements continued

for the year ended September 2022

15. RELATED PARTY TRANSACTIONS continued

Trading balances and transactions

The following is a summary of transactions with related parties during the year and the balances of receivables and payables at year end.

	Reviewed 2022 R'000	Reviewed 2021 R'000
Transactions with outside shareholders of the Oceana Paragon, Oceana Pegasus, Oceana Concorde and the Premier/BCP Hake joint venture		
Administration fees received	3 035	6 396
Net interest received from	340	334
Goods and services sold	(8 335)	(6 898)
Goods and services procured	35 976	40 557
Amount receivable / (payable)	2 645	(7 278)
Transactions and balances with subsidiaries, joint ventures and associate		
Administration fees received		
Etosha Fishing Corporation Limited	590	565
Goods and services sold to joint ventures		
Etosha Fishing Corporation Limited	3 549	36 453
Goods and services bought from joint ventures	31 325	177 103
Etosha Fishing Corporation Limited	31 325	176 938
MFV Romano Paulo Vessel	-	165
Goods and services sold to associate		
Westbank Fishing LLC	(18 072)	(16 136)
Good and services procured from associate		
Westbank Fishing LLC	1 038 903	453 494
Interest (received from) / paid to		
Etosha Fishing Corporation Limited	(108)	1 120
Amount payable to joint ventures	(7 023)	(10 099)
Etosha Fishing Corporation Limited	(7 018)	(10 099)
MFV Romano Paulo Vessel	(5)	-
Amount payable to associate		
Westbank Fishing LLC	(131 369)	(52 586)
Amount receivable from associate		
Westbank Fishing LLC	84 282	55 778
Transactions and balances with other related parties		
Good and services procured from other related parties	7 749	6 620
Obsidian Health Proprietary Limited	1 037	2 351
Sea Harvest Group Limited	1 725	2 343
Ulwandle Management Services Proprietary Limited	519	1 479
Ulwandle Fishing Proprietary Limited	4 468	447
Goods and services sold to other related parties		
Sea Harvest Group Limited	-	(16)
Interest received from		
Ulwandle Fishing Proprietary Limited	(8 271)	(7 135)
Amount receivable from / (payable to) other related parties	23	(96)
Sea Harvest Group Limited	23	-
Ulwandle Management Services Proprietary Limited	-	(96)
Loans receivable from shareholders of subsidiary companies		
Ulwandle Fishing Proprietary Limited	93 888	90 783
Loans payable to shareholders of subsidiary companies		
Ulwandle Fishing Proprietary Limited	(8 374)	(14 768)
Compensation of key management personnel	106 703	90 537
Short-term employee benefits	56 907	54 175
Post-employment benefits	2 823	3 194
Share-based payments – cash-settled compensation scheme	4 852	2 521
Share-based payments – equity-settled compensation scheme	32 650	19 397
Share-based payments – OET	-	5 966
Non-executive directors' emoluments	9 471	5 284

Notes to the condensed consolidated financial statements continued

for the year ended September 2022

15. RELATED PARTY TRANSACTIONS continued

Transactions with other related parties

Transaction with other related parties includes arrangements and agreements with connected persons and other related companies as defined in IAS 24 - Related party disclosure. The transactions did not involve more than the normal risk of repayment. None of these loans have been impaired.

Ulwandle loan pledge

On 2 February 2015, Blue Continent Products Proprietary Limited ("BCP") and Lucky Star Limited ("Lucky Star") each concluded loan agreements with Ulwandle Fishing Proprietary Limited ("Ulwandle") in terms of which BCP and Lucky Star (the "Lenders"), lent to Ulwandle (the "Borrower"), an aggregate amount not exceeding R115,6 million. In order to secure the rights of the Lenders, Ulwandle has pledged and ceded all of its rights, title and interest in and to the shares in Amawandle Hake and Amawandle Pelagic to the Lenders of the respective loan agreements. The loan is a full recourse loan and bears interest at the prime rate plus 3%, with fixed terms of repayment. The final instalment is due on 30 November 2025.

16. EVENTS AFTER THE REPORTING DATE

No events occurred after the reporting date that have an impact on the group's reported financial position at 30 September 2022 or require separate disclosure in these financial statements.

Directorate and statutory information

**Directors and officers
as at 30 September 2022:**

Mr MA Brey (Chairman), Mr N Brink* (Chief Executive Officer – appointed on 14 February 2022; appointed as Executive Director on 21 February 2022), Mr R Buddle* (Interim Chief Financial Officer – appointed on 23 February 2022 and as Executive Director on 3 June 2022), Ms ZBM Bassa, Mr PG de Beyer, Mr A Jakoet, Mr NA Pangarker, Ms L Sennelo, Ms NV Simamane, Ms TM Mokgosi-Mwantembe, Mr PJ Golesworthy. (*Executive)

Mr R Buddle is the Interim Chief Financial Officer until 31 January 2023. Mr Z Mahomed is currently the Chief Financial Officer Designate and will assume the role of Chief Financial Officer and Executive Director of the Company on 1 February 2023.

Registered Office:

9th Floor, Oceana House, 25 Jan Smuts Street, Foreshore, Cape Town, 8001

Transfer Secretaries:

JSE Investor Services South Africa (Pty) Ltd (“JIS”)

13th Floor, 19 Ameshoff Street, Braamfontein
(PO Box 4844, Johannesburg, 2000)

Sponsor – South Africa:

The Standard Bank of South Africa Limited

Sponsor – Namibia:

Old Mutual Investment Services (Namibia) Proprietary Limited

Auditors:

Mazars

Company Secretary:

Ms N Morgan (appointed 1 August 2022)

JSE share code:

OCE

NSX share code:

OCG

ISIN:

ZAE000025284

