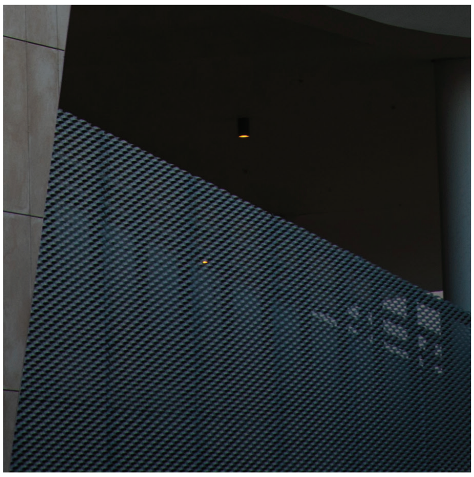
CONDENSED UNAUDITED INTERIM FINANCIAL RESULTS

for the six months ended
30 September

2022



RMH
PARTNER | ENHANCE | MONETISE

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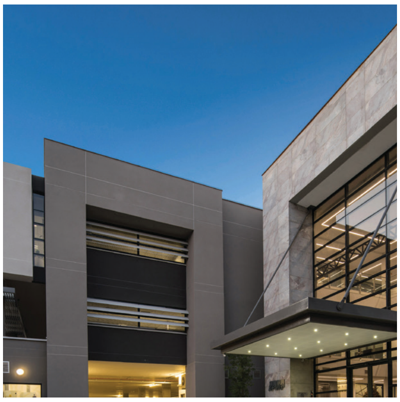

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Financial review

This announcement covers the unaudited condensed interim results of RMH for the six months ended 30 September 2022. Shareholders are reminded that RMH paid a special dividend of 141.7 cents per share on 10 October 2022 which resulted in a decrease in net asset value of 59% from R3 368 million to R1 395 million. The share price reflects this change and reduced from 199 cents per share at 30 September 2022 to 59 cents per share on 8 December 2022.

About RMH

WHO WE ARE

RMH is a JSE Limited (JSE) listed investment holding company with a track record of investing in disruptive and entrepreneurial businesses, complemented by innovative corporate actions.

We seek to instil the values and ethos that have defined the successes of RMH and Rand Merchant Investment Holdings Limited (RMI) to date.

Evolution over time

RMH was established to provide growth capital to its investee companies, coupled with a partnership ethos, an empowered owner-manager culture and a set of traditional values to help develop these businesses into significant stand-alone entities. This has led to meaningful value being created for shareholders since RMH's listing in 1992.

True to the ethos of partnership, RMH played a significant role in the establishment and growth of some of South Africa's most iconic financial services businesses, including FirstRand, Discovery and OUTsurance.

In 2011, RMH's insurance interests (Discovery, Momentum Metropolitan and OUTsurance) were separately listed as RMI. RMI recently restructured its portfolio. It resulted in the distribution of its interests in Discovery and Momentum Metropolitan and the sale of its 30% interest in Hastings Group Consolidated Limited (Hastings). This is in alignment with the approach to liberate investments at the appropriate stage in their life cycle and to achieve the best value reflection. In March 2022, RMI announced its intention to cease investment activity, reduce its management and cost base and transition to OUTsurance Group Limited. The RMI listing becomes an effective listing of OUTsurance in early December 2022.

In 2016, RMH expanded its investment strategy to include a property investment business (RMH Property). RMH Property partnered with entrepreneurial management teams with proven track records in developing and managing unlisted property. RMH Property is RMH's most significant remaining asset following the portfolio restructure of RMH which led to the distribution of its investment in FirstRand in June 2020.

Where we are

Since the RMH portfolio restructure, RMH continues to assess options to monetise or liberate the RMH Property business and return maximum value to RMH shareholders. This strategic intention is reflected in our 24 June 2022 announcement of the agreement RMH and RMH Property concluded with Brightbridge Real Estate Limited (Brightbridge) in relation to the disposal of our equity interest in Atterbury Europe. The disposal was implemented successfully on 7 September 2022.
On 9 September 2022, RMH declared a special dividend of R2 billion which was paid after the end of the reporting period, on 10 October 2022. The payment of the special dividend reduced the net asset value per share from 238.6 cents per share to 98.8 cents per share, a decrease of 59%. Since December 2020, RMH delivered a shareholders' return of 46.5%. This includes the September 2022 special dividend together with the April 2021 special dividend of R1.1 billion paid on 10 May 2021. RMH has so far managed to realise 63% of the net asset value as at 30 June 2020 following the unbundling of FirstRand, thereby breaching the halfway mark in its monetisation strategy.

In relation to RMH Property and its remaining investee companies, RMH will continue to execute its role as a supportive, committed and enabling shareholder.

RMH does not have a fixed ordinary dividend policy.

RMH group structure

royal bafokeng holdings

(RMH's largest shareholder)

12.5%

RMH
PARTNER | ENHANCE | MONETISE

Market capitalisation of R2.8 billion as at 30 September 2022

100%

RMH PROPERTY

ATTERBURY	INTEGER PROPERTIES	DIVERCITY URBAN PROPERTY FUND
27.5%	**Various %**	**10.9%***
Office, retail and industrial property	Mezzanine, debt and equity funding business	Urban renewal

9%	Integer Properties 1 Proprietary Limited
20%	Integer Properties 2 Proprietary Limited
50%	Integer Properties 3 Proprietary Limited

* *RMH Property's interest in Divercity is treated as a fair value investment rather than as an investment in an associate.*

Value created and delivered

RMH **produced pleasing results** despite the continued challenging macroeconomic environment

Market capitalisation

R BILLION

2.8

30 September 2022	33%	2.8
30 September 2021		2.1

Cash resources

R MILLION

283

30 September 2022	(37%)	283
30 September 2021		446

Net asset value per share*

CENTS

238.6

30 September 2022	(10%)	238.6
30 September 2021		263.9

* *Net asset value includes the special dividend of 141.7 cents that was paid on 10 October 2022*

ASSET VALUE MONETISED

Net asset value

as at 30 September 2022

R MILLION

3 368

30 September 2022	(10%)	3 368
30 September 2021		3 725

Net asset value monetised

during the period

R MILLION

2 000

Special dividend

30 September 2022	77%	2 000
30 September 2021		1 129

% of net asset value monetised

since 30 June 2020

%

63

30 September 2022	63
30 September 2021	23

Performance **and outlook**

RMH continued considering various options to monetising assets in order to deliver maximum value to our various stakeholders within the limitations of the macroeconomic conditions.

External environment

RMH's macroeconomic environment is characterised by the following:

Geopolitical conflict

- Russia's invasion of Ukraine has resulted in extreme **commodity price swings** that will have a profound impact on the global economy over the short term.
- Escalation and expansion of the conflict and the resultant economic sanctions can have a **lasting and dramatic effect** on the world economy in the medium to long term.

South African economy

- Real GDP growth is estimated at 2.2% in 2022, with output and employment expected to remain well below pre-pandemic levels until 2023.
- **Structural constraints** and the slow pace of economic reforms are likely to continue to constrain medium-term economic growth, but the expectation is that partnerships across government, the private sector and civil groups will facilitate a turnaround in the **medium to long term**.

Climate change

- Climate-related **weather events** and **cyberattacks** continue to be key risks.
- Momentum of climate change action and **ESG disclosures** is growing.

Financial performance

The post-COVID-19 macroeconomic recovery has been slow. Further uncertainty has been introduced by Russia's invasion of Ukraine.

RMH's net asset value decreased by 14% from R3 910 million at 31 March 2022 to R3 368 million at 30 September 2022. It delivered a loss after tax of R514 million for the six months ended 30 September 2022, compared to a profit of R177 million for the comparative prior period. This was mainly due to the R585 million accounting loss on the sale of Atterbury Europe. The disposal of Atterbury Europe at 82% of IFRS carrying value on disposal date delivered a normal rate of return of 23% over the life of the investment.

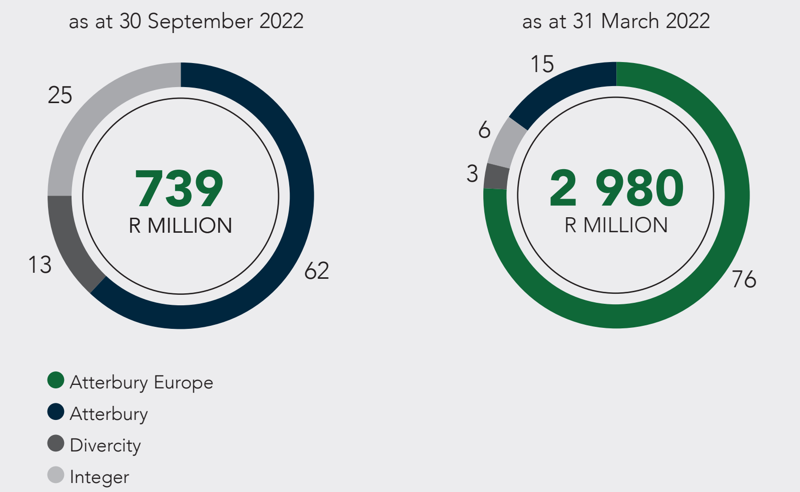
The cash resources earmarked for ongoing RMH operating expenses and liabilities at 30 September 2022 amounted to R283 million (2021: R446 million). This decrease was as a result of a decision made by the board to increase the special dividend paid to shareholders by 17.7 cents per share resulting in a total dividend per share of 141.7 cents per share. The disposal value of Atterbury Europe would have equated to a special dividend of 124 cents per share only. This is in line with the stated strategy of monetisation and returning maximum value to shareholders while retaining prudent reserves.

The portfolio mix remains Atterbury-concentrated, with

62%

of the portfolio mix comprising RMH Property's investment in Atterbury.

Relative distribution of assets (%)

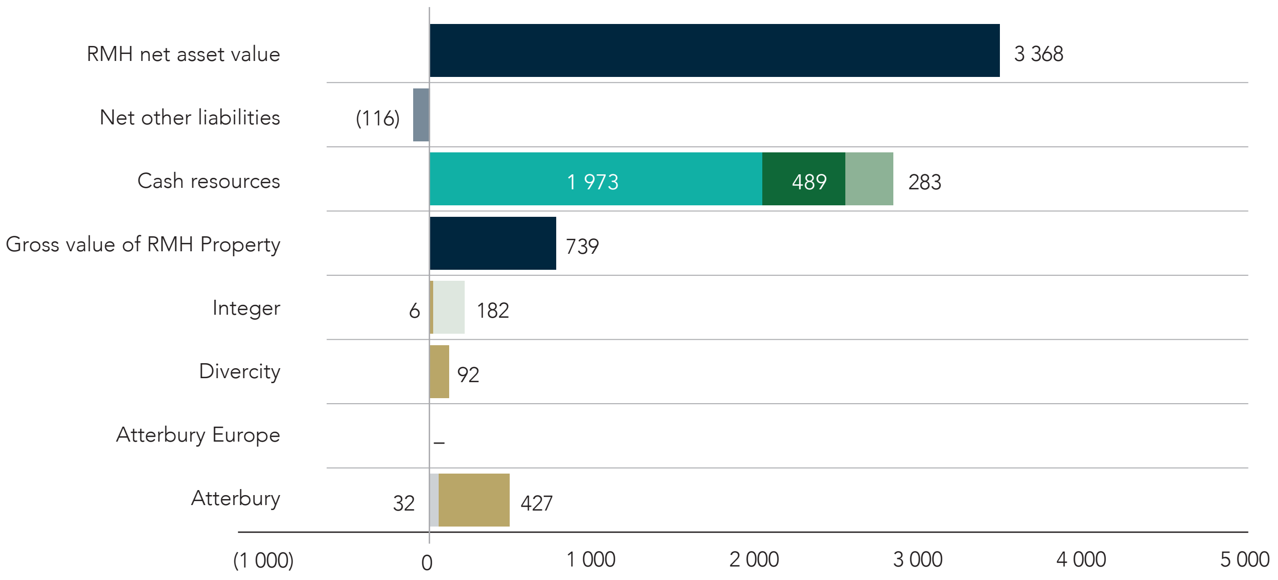


Net asset value composition

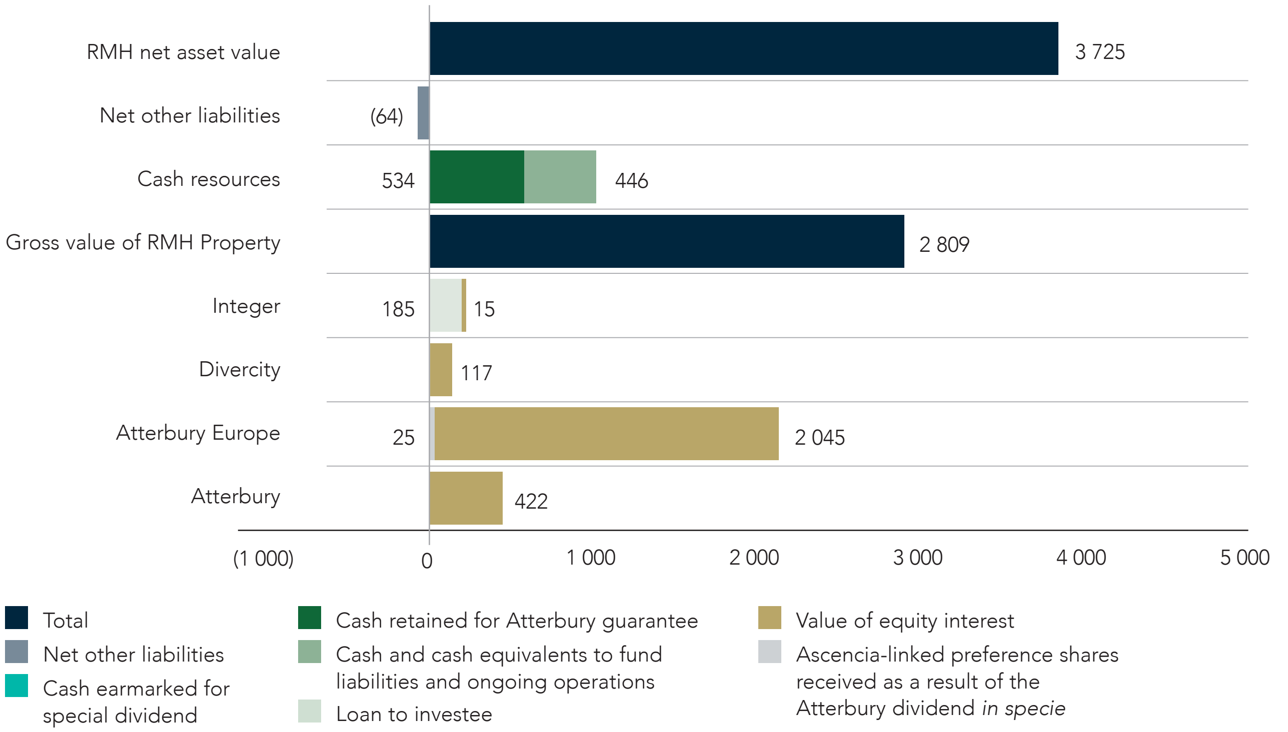
RMH Property's investments at 30 September 2022 are:

	Atterbury Europe Retail and office property	Atterbury Office, retail and industrial property	Integer Properties Mezzanine debt and equity funding business	Divercity Urban renewal fund	RMH Property
% held	– 2021: 37.5%	27.5% 2021: 27.5%	Various % 2021: Various	10.9% 2021: 10.9%	100% 2021: 100%
Date acquired	February 2018	July 2016	December 2016 and September 2018	October 2018	July 2016
Date disposed	September 2022				
Cost (R million)	– 2021: 643	484 2021: 484	32 2021: 32	157 2021: 157	1 140 2021: 1 783
Contribution to RMH Property (%)	– 2021: 74	62 2021: 15	25 2021: 7	13 2021: 4	100 2021: 100
Carrying value, including loans (R million)	– 2021: 2 070	459 2021: 422	188 2021: 200	92 2021: 117	739 2021: 2 809
Change in carrying value, including loans (%)	– 2021: 7	9 2021: 23	(6) 2021: 10	(21) 2021: (12)	(74) 2021: 9

Net asset value breakdown as at 30 September 2022 (R million)



Net asset value composition as at 30 September 2021 (R million)



The net decrease in the net asset value from R3 725 million as at 30 September 2021 to R3 368 million as at 30 September 2022 is a result of:

- An accounting loss of R585 million on the sale of Atterbury Europe and the settlement of the operational loan for R1 750 million. The sales price of R1 750 million equated to 82% of the IFRS carrying value at the disposal date, and resulted in the investment delivering a nominal rate of return of 23% over the life of the investment.
- The loss was partly offset by the recovery experienced in the second half of 2022 as the COVID-19 pandemic started to ease and certain cap rate penalties inflicted by external valuators being removed.

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Portfolio overview

R million	For the six months ended 30 September 2022					For the six months ended 30 September 2021					For the year ended 31 March 2022				
	Atterbury Europe[1]	Atterbury[2]	Integer	Divercity[3]	Total	Atterbury Europe	Atterbury	Integer	Divercity[3]	Total	Atterbury Europe	Atterbury	Integer	Divercity[3]	Total
Financial position															
Current assets	–	1 350	55	–	1 405	651	1 219	58	–	1 928	373	1 311	73	–	1 757
Non-current assets	–	7 794	456	–	8 250	9 979	7 837	802	–	18 618	10 331	8 006	658	–	18 995
Total assets	–	9 144	511	–	9 655	10 630	9 056	860	–	20 546	10 704	9 317	731	–	20 752
Current liabilities	–	831	18	–	849	357	961	101	–	1 419	446	1 943	7	–	2 396
Non-current liabilities	–	6 041	579	–	6 620	4 764	5 920	678	–	11 362	4 232	5 125	714	–	10 071
Total liabilities	–	6 872	597	–	7 469	5 121	6 881	779	–	12 781	4 678	7 068	721	–	12 467
Non-controlling interest	–	718	5	–	723	55	638	2	–	695	54	672	(4)	–	722
Net asset value	–	1 554	(91)	1 011	2 474	5 454	1 537	79	1 079	8 149	5 972	1 577	14	1 023	8 586
RMH Property's share	–	427	6	92	525	2 045	422	15	117	2 599	2 239	434	10	111	2 794
Loan and other	–	32	182	–	214	25	–	185	–	210	23	–	163	–	186
Carrying value	–	459	188	92	739	2 070	422	200	117	2 809	2 262	434	173	111	2 980
Performance															
Revenue	–	511	22	–	533	44	542	37	–	623	232	1 025	70	–	1 327
Net profit/(loss)	216	168	(61)	–	323	288	228	23	–	539	1 414	477	(44)	–	1 847
Other comprehensive income/ (loss)	–	–	–	–	–	–	–	–	–	–	–	6	–	–	6
Total comprehensive income/(loss)	216	168	(61)	–	323	288	228	23	–	539	1 414	483	(44)	–	1 853
RMH Property's share of earnings/(loss)	81	35	(5)	(20)	91	99	88	5	(21)	171	541	95	7	(21)	622
RMH Property's share of headline loss	81	(5)	–	(20)	56	105	73	5	(2)	181	(2)	55	24	(16)	61

1 Atterbury Europe was equity accounted until 7 September 2022, when the disposal became unconditional.
2 Other relates to R41 million of Ascencia-linked preference shares received as a result of a dividend in specie declared by Atterbury. R8 million of these preference shares were redeemed in the period.
3 Since 1 July 2021, following the dilution to 10.9% as a result of the CDC Group PLC subscription, the investment in Divercity is accounted for as a fair value asset through profit and loss.

The carrying value of RMH Property for the current period was impacted by the following:

- RMH's interest in Atterbury Europe, including the operational loan, was sold to Brightbridge for R1 750 million. The sale was approved by 97.52% of shareholders who voted in favour of the disposal on 23 August 2022. The sale became unconditional and was successfully implemented on 7 September 2022;
- The exchange rate resulted in an increase in the net asset value of R140 million (2021: increase of R20 million);
- The net asset value of Atterbury remained static, mainly due to a relatively small increase of 3.9% in the investment properties due to further additions at the Castle Gate development and infrastructure spend on development land. The Mall of Africa showed a further increase in value while the Newtown Precinct decreased as a result of pressure on inner city developments post the COVID-19 pandemic. Atterbury declared a dividend *in specie* of R150 million to its shareholders during this period. The proceeds were used to subscribe for Ascencia-linked preference shares in Atterbury Property Proprietary Limited. The decrease in profit can be contributed to the significant increase in the value of Ascencia shares in the prior period together with the recognition of a deferred tax liability recognised on the disposal of the remaining Ascencia shares in the current period;
- The decrease in the carrying value of Integer is due to assets being sold at values that covered debt but did not attribute value to equity holders; and
- The carrying value of Divercity decreased. This was primarily as a result of the decrease in the value of inner city assets, attributable to the pressure on inner city rentals post the increased vacancies that resulted from the COVID-19 pandemic, together with a disproportionate increase in utilities and rates.

RMH Property strategic update

RMH Property's portfolio companies conduct their business in two focus areas, namely investments and developments. RMH Property's strategy is to:

PARTNER

Continue to manage the RMH Property portfolio together with our **partners** in Atterbury, Divercity and Integer to ensure capital preservation and growth.

ENHANCE

Enhance our established investments to create and maintain value for our shareholders:

- Assist with capital allocation, strategic oversight and governance
- Ensure that gearing levels are within set limits to ensure sustainable earnings
- Grow the net asset value of underlying investees
- Establish a sustainable income stream over the long term
- Ensure that a balance is achieved in the underlying investees between investments and developments.

MONETISE

RMH continues to assess options to **monetise** the RMH Property business, in an orderly manner over time, and to return maximum value to RMH shareholders. These options include monetisation at an RMH level or through separate listings and/or disposals of the individual RMH Property portfolio companies.

Discount to net asset value

The table below summarises the discount to net asset value applied by the market:

	As at			
R million	30 September 2022	30 September 2021	% change	As at 31 March 2022
Net asset value	**3 368**	3 725		3 910
Less tax due on realisation	**–**	(314)		(358)
After tax net asset value	**3 368**	3 411		3 552
Less market value	**2 809**	2 100		2 287
Discount	**559**	1 311	(43)	1 265
Discount as % of net asset value*	**17**	38		36

* *Subsequent to the payment of the special dividend on 10 October 2022, the discount has increased to 40% at 8 December 2022.*

The market discount gives recognition to the following:

- The different alternatives available to RMH in monetising the underlying RMH Property portfolio;
- Unlisted private equity property companies have higher loan-to-value ratios than those of its listed peers. Debt service ratios and interest cover ratios are also lower than those of its listed peers, which implies a lower free cash flow compared to other market participants;
- Shareholding provides negative control and not control over investees which contributes to a minority discount reflected in the discount rate applied by RMH shareholders; and
- Shares in underlying entities are not traded and therefore attract a liquidity discount also reflected in the discount rate applied by RMH shareholders.

Underlying net asset value is determined using the fair value framework as permitted by *IFRS 13 Fair Value Measurement*. *IFRS 13* does not permit a premium or discount in relation to size of the interest in the underlying entities. Other inputs should be adjusted to compensate for this (for example increase in discount rate). The valuation of unlisted investments therefore uses hypothetical market participant inputs and will therefore differ from transactional valuations, which use actual or target inputs.

Update on Atterbury guarantee

RMB, a division of FirstRand Bank Limited (the lender) granted a loan to Atterbury in July 2016 in terms of a loan facility agreement. The loan under the loan facility agreement is maturing on 8 July 2023. On that date, Atterbury is obliged to repay to the lender in full, the outstanding amount of the loan under the loan facility agreement in the amount of R489 million.

RMH and its wholly owned subsidiary, RMH Asset Holding Company Proprietary Limited (RMHAH) have provided separate guarantees to the lender as security for Atterbury's obligations under the loan facility agreement. RMHAH has an investment of R489 million in a money market unit trust which is ceded to the lender as security for the RMHAH guarantee.

In terms of the loan facility agreement, if Atterbury is reasonably of the opinion that it does not have sufficient cash resources to repay the loan on 8 July 2023, it may issue a conversion notice to the lender and may potentially be permitted to repay all or part of the amount due to be repaid to the lender not in cash but through the issue of ordinary shares (conversion shares) and thereby convert the loan to equity. If Atterbury were to issue a conversion notice (whether validly as contemplated under the loan facility agreement or invalidly), RMH and RMHAH are of the view that RMHAH would be in a position to acquire the rights of the lender under the loan facility agreement including the right of the lender to contest the validity of any conversion notice and/or not to accept any conversion notice. Hence RMHAH would not be obliged to accept conversion shares in payment of the loan but may be able to insist on repayment of the loan by Atterbury in cash. Atterbury has a different view. The RMH and Atterbury boards are exploring whether this dispute can be resolved. If these issues are not resolved amicably, they will have to be resolved in a formal dispute resolution process.

Update on dissenting shareholders

As RMH shareholders are aware, RMH shareholders owning 20 770 019 RMH shares demanded an offer for cash at fair value in terms of section 164(5) to (8) of the Companies Act. Subsequently, shareholders owning 2 000 000 shares withdrew their demand. The remainder have applied to court in terms of section 164 (14). RMH gave notice of its intention to defend, and its plea was handed in on 6 December 2022. RMH shareholders will be updated as the matter progresses.

Board changes

Following the restructure of the RMI portfolio, Herman Bosman stepped down as CEO and financial director of both RMI and RMH effective 30 November 2022. Herman will remain on the RMH board as a non-executive director.

Herman's continuous forward-thinking and innovative solutions to complex corporate challenges, in a manner that empowered the management teams of the underlying portfolio companies, resulted in the creation of significant shareholder value. The board thanks Herman for a job well done over the past eight years and wishes him every success in his future endeavours.

Brian Roberts, the current CEO of RMH Property, succeeded Herman as CEO with effect from 1 December 2022. Ellen Marais, the previous company secretary and financial manager, relinquished those positions and assumed the responsibility with effect from 1 December 2022 as executive financial director. The board congratulates Brian and Ellen on their executive appointments and wishes them well in their new roles.
IKB Company Secretaries (Pty) Limited has been appointed as the company secretary of RMH with effect from 1 December 2022.

Trading statement

Pursuant to paragraph 3.4(b) of the JSE Listings Requirements, RMH is required to advise shareholders as soon as it is reasonably certain that its benchmark in terms of section 3.4 (b)(vi), net asset value, will differ by more than 20% from the previous corresponding period.

Accordingly, following the special dividend payment of 141.7 cents per share (59% of net asset value as at 30 September 2022) by RMH on 10 October 2022, RMH provides the following guidance to its shareholders:

Cents	Expected at 31 March 2023	As at 31 March 2022	Range % change
Net asset value	**77.5 – 116.3**	277.0	(58) – (72)

The financial information on which this trading statement is based has not been reviewed and reported on by RMH's external auditor.

Outlook

The period under review has been a challenging one. The South African economy was impacted by the following:

- Continued uncertainty as a result of COVID-19 with the State of Emergency only being lifted in April 2022;
- Changing weather patterns led to unusual rainfall and, in April 2022, floods hit the province of KwaZulu-Natal, resulting in an estimated 400 lives lost and R10 billion in damage to infrastructure;
- The struggling electricity grid led to record load shedding in 2022;
- High unemployment;
- Rising interest rates; and
- Rising fuel, wheat, corn and sunflower oil prices as a result of the invasion of Ukraine by Russia.

All these factors had a negative impact on economic recovery in South Africa and did not leave the property sector unscathed.

The board remains committed to the monetisation strategy of the balance of the RMH Property, taking into account prevailing trading conditions, which may have an impact on the timing of the execution of the strategy.

For and on behalf of the board

Sonja De Bruyn	**Herman Bosman**	**Brian Roberts**
Chairman	*Outgoing CEO*	*Incoming CEO*

Johannesburg
12 December 2022

Financial review

Basis of presentation of results

This report covers the unaudited interim financial results of RMB Holdings Limited (RMH), based on International Financial Reporting Standards (IFRS), for the six months ended 30 September 2022.

The financial director, Ellen Marais CA(SA), prepared these financial results under the supervision of Brian Roberts, chief executive officer.

This announcement is the responsibility of the board of directors of RMH. The condensed consolidated interim results for the six months ended 30 September 2022 have not been audited or independently reviewed by the external auditor.

The condensed consolidated financial statements are prepared in accordance with the requirements of the Companies Act of South Africa as applicable to summary financial statements.

This report is prepared in accordance with:

- The framework concepts and the recognition and measurement requirements of International Financial Reporting Standards (IFRS), including interpretations issued by the IFRS Interpretations Committee;
- Financial Reporting Pronouncements as issued by Financial Reporting Standards Council;
- SAICA Financial Reporting Guide as issued by the Accounting Practices Committee; and
- As a minimum, the information required by *IAS 34: Interim Financial Reporting.*

RMH has adopted net asset value per share as a benchmark for trading statement purposes as permitted in terms of paragraph 3.4(b)(vi) of the JSE Listings Requirements.

Accounting policies

These condensed results incorporate accounting policies that are in terms of IFRS and consistent with those used in preparing the audited financial results for the year ended 31 March 2022, being the most recent year-end. The condensed results are prepared in accordance with the going concern principle under the historical cost basis as modified by the fair value accounting of certain assets and liabilities, where required or permitted by IFRS.

Consistent with the approach followed at 31 March 2022, the impact of COVID-19 has been incorporated in the going concern statement and, where applicable, factors have been updated with developments in the last six months. On the basis of this review, the directors are satisfied that RMH has adequate resources to continue in business for the foreseeable future. The going concern basis, therefore, continues to apply and was used in preparing the results.

The following amendments were applicable from 1 January 2022:

Title	Effective date
IFRS 17 (including the June 2020 amendments to IFRS 17) *Insurance Contracts*	1 January 2023
Amendments to IFRS 10 and IAS 28 Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	1 January 2022
Amendments to IAS 1 Classification of Liabilities as Current or Non-current	1 January 2023
Amendments to IFRS 3 Reference to the Conceptual Framework	1 January 2022
Amendments to IAS 16 Property, Plant and Equipment – Proceeds before Intended Use	1 January 2022
Amendments to IAS 37 Onerous Contracts – Cost of Fulfilling a Contract	1 January 2022
Annual Improvements to IFRS Standards 2018-2020 Cycle Amendments to *IFRS 1 First-time Adoption of International Financial Reporting Standards, IFRS 9 Financial Instruments, IFRS 16 Leases*, and *IAS 41 Agriculture*	1 January 2022
Amendments to IAS 1 and IFRS Practice Statement 2 Disclosure of Accounting Policies	1 January 2023
Amendments to IAS 8 Definition of Accounting Estimates	1 January 2023
Amendments to IAS 12 Deferred Tax related to Assets and Liabilities arising from a Single Transaction	1 January 2023

None of the new or amended IFRS which became effective for the six months ended 30 September 2022 had a significant impact on the group's reported earnings, financial position or reserves, or the accounting policies.

The condensed results were not audited by the group's external auditor.

The forward-looking information has not been commented or reported on by the group's external auditor. The directors take full responsibility for the preparation of the condensed consolidated financial statements. The board acknowledges its responsibility to ensure the integrity of the condensed consolidated financial statements. The board has applied its mind to the condensed consolidated financial statements and believes that this document addresses all material issues and fairly presents the group's integrated performance and impacts. The condensed consolidated financial statements were approved by the board of directors on 12 December 2022.

Condensed consolidated statement of profit or loss and other comprehensive income

R million	For the six months ended 30 September 2022	30 September 2021	% change	Year ended 31 March 2022
Investment income	**13**	10		16
Share of after-tax profit of associates and joint ventures	**112**	166		613
Revenue	**125**	176	(29)	629
Loss on sale of Atterbury Europe	**(585)**	–		–
Fee income	**2**	3		6
Net fair value gains on financial assets and liabilities	**16**	16		30
Net impairment reversal	**–**	–		1
Net (loss)/income	**(442)**	195		666
Operating expenses*	**(63)**	(16)		(37)
(Loss)/income from operations	**(505)**	179		629
Income tax expense	**(9)**	(2)		(18)
(Loss)/profit for the period	**(514)**	177	>(100)	611
(Loss)/profit attributable to:				
Ordinary equity holders of the company	**(514)**	177		611
(Loss)/profit for the period	**(514)**	177	>(100)	611
(Loss)/earnings per share (cents)				
– Basic	**(37.0)**	12.7	>(100)	43.9
– Diluted	**(37.0)**	12.7	>(100)	43.9

* *Operating expenses include a provision of R41 million (offer price plus costs and interest) for the liability in terms of Section 164 for RMH shareholders. It further includes a R13 million increase in the IFRS 2 share-based payment expense this. This is a result of the new Forfeitable share-plan being in place for the full six months ended 30 September 2022. It, however, does not include the increase in value of R6 million on RMH shares bought and treated as treasury shares in terms of IFRS.*

R million	For the six months ended 30 September 2022	30 September 2021	% change	Year ended 31 March 2022
(Loss)/profit for the period	**(514)**	177	>(100)	611
Other comprehensive income/(loss), after tax:				
Items that may subsequently be reclassified to profit or loss				
Share of other comprehensive profit of associate after tax and non-controlling interests	**–**	(2)		1
Exchange difference on translating foreign operations*	**140**	20		(204)
Reclassification of accumulated comprehensive income of Atterbury Europe	**(166)**	–		–
Other comprehensive (loss)/income	**(26)**	18		(203)
Total comprehensive (loss)/income for the period	**(540)**	195	>(100)	408
Total comprehensive (loss)/income attributable to:				
Ordinary equity holders of the company	**(540)**	195		408
Total comprehensive (loss)/income for the period	**(540)**	195	>(100)	408

* *Large movement due to translation of Atterbury Europe.*

Computation of headline earnings

R million	For the six months ended 30 September 2022	For the six months ended 30 September 2021	% change	Year ended 31 March 2022
(Loss)/profit attributable to equity holders	**(514)**	177	>(100)	611
Adjusted for:				
RMH's share of adjustments made by RMH Property and its associates				
– RMH Property's associates' adjustments	**(18)**	–		(566)
– Loss on sale of Atterbury Europe	**585**	–		–
– Loss on dilution of Divercity	**–**	10		11
Headline earnings for the period	**53**	187	(72)	56

Computation of per-share information

R million	For the six months ended 30 September 2022	For the six months ended 30 September 2021	% change	Year ended 31 March 2022
(Loss)/earnings attributable to equity holders	**(514)**	177	>(100)	611
Headline earnings attributable to equity holders	**53**	187	(72)	56
Net asset value	**3 368**	3 725	(10)	3 910
Net asset value excluding cash earmarked for special dividend	**1 395**	3 725	(63)	3 910
Number of shares in issue (millions)	**1 411.7**	1 411.7	–	1 411.7
Weighted average number of shares in issue (millions)	**1 388.7**	1 392.2		1 392.0
Diluted weighted average number of shares in issue (millions)	**1 388.7**	1 392.2		1 392.0
(Loss)/earnings per share (cents)	**(37.0)**	12.7	>(100)	43.9
Diluted (loss)/earnings per share (cents)	**(37.0)**	12.7	>(100)	43.9
Headline earnings per share (cents)	**3.8**	13.4	(72)	4.0
Diluted headline earnings per share (cents)	**3.8**	13.4	(72)	4.0
Net asset value per share (cents)	**238.6**	263.9	(10)	277.0
Net asset value excluding cash earmarked for special dividend (cents)	**98.8**	263.9	(63)	277.0

Condensed consolidated statement of financial position

R million	As at 30 September 2022	As at 30 September 2021	% change	As at 31 March 2022
ASSETS				
Current assets				
Cash and cash equivalents	**89**	110		76
Investment securities	**2 780**	987		1 033
Loans and receivables	**1**	2		1
Taxation receivable	**2**	18		–
Non-current assets				
Loans and receivables	**182**	210		186
Investment in associates and joint ventures	**433**	2 482		2 683
Total assets	**3 487**	3 809	(8)	3 979
EQUITY				
Share capital and premium	**8 825**	8 825		8 825
Reserves	**(5 457)**	(5 100)		(4 915)
Total equity	**3 368**	3 725	(10)	3 910
LIABILITIES				
Current liabilities				
Trade and other payables	**34**	31		32
Provisions	**42**	23		1
Non-current liabilities				
Financial liabilities	**5**	10		7
Long-term liabilities	**38**	20		29
Total liabilities	**119**	84	42	69
Total equity and liabilities	**3 487**	3 809	(8)	3 979

Condensed consolidated statement of cash flows

R million	For the six months ended 30 September 2022	30 September 2021	% change	Year ended 31 March 2022
Cash flow from operating activities				
Cash generated from operations	–	36		24
Interest received	**13**	2		4
Income tax paid	**(11)**	(10)		(8)
Liquidation costs paid	**–**	–		(27)
Net cash inflow/(outflow) from operating activities	**2**	28	>(100)	(7)
Cash flow from investing activities				
Loans repaid by associates	**25**	2		19
Loans granted to associates	**(12)**	(12)		–
Additional subscription in Divercity	**–**	(6)		(6)
Additions to investment securities	**(1 747)**	–		(984)
Disposal of investment securities	**36**	231		1 164
Proceeds on disposal of Atterbury Mauritius Limited	**–**	–		29
Proceeds on disposal of Atterbury Europe	**1 709**	–		–
Net cash inflow from investment activities	**11**	215	(95)	222
Cash flow from financing activities				
Treasury shares bought	**–**	–		(6)
Special dividend received on treasury shares	**–**	16		16
Special dividend paid to equity holders	**–**	(1 129)		(1 129)
Net cash outflow to financing activities	**–**	(1 113)	100	(1 119)
Net increase/(decrease) in cash and cash equivalents	**13**	(870)		(904)
Cash and cash equivalents at the beginning of the period	**76**	980		980
Cash and cash equivalents at the end of the period	**89**	110	(89)	76

Condensed consolidated statement of changes in equity

R million	Share capital and premium	Equity-accounted reserves	Foreign currency translation reserve	Other reserves	Retained earnings	Equity of ordinary equity holders
Balance as at 1 April 2021	8 825	1 301	230	(18)	(5 716)	4 622
Total comprehensive income/(loss)	–	1	(204)	–	611	408
Special dividends paid	–	–	–	–	(1 129)	(1 129)
Special dividend received on treasury shares	–	–	–	–	16	16
Income of associate retained	–	(41)	–	–	41	–
Share option expense – *IFRS 2*	–	–	–	6	–	6
Movement in treasury shares	–	–	–	(6)	–	(6)
Reserve movements relating to associates	–	466	–	–	(473)	(7)
Balance as at 31 March 2022	**8 825**	**1 727**	**26**	**(18)**	**(6 650)**	**3 910**
Balance as at 1 April 2022	**8 825**	**1 727**	**26**	**(18)**	**(6 650)**	**3 910**
Total comprehensive loss	**–**	**–**	**(26)**	**–**	**(514)**	**(540)**
Equity-accounted reserves released	**–**	**(1 606)**	**–**	**–**	**1 606**	**–**
Share option expense – IFRS 2	**–**	**–**	**–**	**3**	**–**	**3**
Movement in treasury shares	**–**	**–**	**–**	**(5)**	**–**	**(5)**
Reserve movements relating to associates	**–**	**24**	**–**	**–**	**(24)**	**–**
Balance as at 30 September 2022	**8 825**	**145**	**–**	**(20)**	**(5 582)**	**3 368**
Balance as at 1 April 2021	8 825	1 301	230	(18)	(5 716)	4 622
Total comprehensive income/(loss)	–	(2)	20	–	177	195
Special dividends paid	–	–	–	–	1 129	1 129
Special dividend received on treasury shares	–	–	–	–	16	16
Income of associate retained	–	6	–	–	(6)	–
Share option expense – *IFRS 2*	–	–	–	2	–	2
Reserve movements relating to associates	–	19	–	–	–	19
Balance as at 30 September 2021	8 825	1 324	250	(16)	(6 658)	3 725

Fair value measurement

This note provides information about the judgements and estimates made to determine the fair values of the financial instruments that are recognised and measured at fair value in the condensed consolidated financial statements. To provide an indication of the reliability of the inputs used in determining fair value, the group has classified its financial instruments into the three levels prescribed under the accounting standards. An explanation of each level is contained in the table below.

Valuation methodology applied

Fair value is defined as 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, i.e., an exit price.

Fair value is therefore a market-based measurement and, when measuring fair value, RMH uses the assumptions that market participants would use when pricing an asset or liability under current market conditions, including assumptions about risk. When determining fair value, it is presumed that the entity is a going concern and the fair value is therefore not an amount that represents a forced transaction, involuntary liquidation or a distressed sale.

Fair value measurements are determined on both a recurring and non-recurring basis.

Recurring fair value measurements

Recurring fair value measurements are those for assets and liabilities that IFRS requires or permits to be recognised at fair value and are recognised in the statement of financial position at the reporting date. This includes financial assets, financial liabilities and non-financial assets.

Other fair value measurements

Other fair value measurements include assets and liabilities not measured at fair value but for which fair value disclosures are required under another IFRS standard, e.g., financial instruments at amortised cost. The fair values of these items are determined by using observable quoted market prices where these are available, or in accordance with generally acceptable pricing models such as a discounted cash flow analysis.

Fair value hierarchy and measurements

R million	Level 1	Level 3	Total
As at 30 September 2022			
Recurring fair value measurements			
Financial assets measured at fair value			
Investment securities	**2 688**	**92**	**2 780**
Loans and receivables	**1**	**–**	**1**
Fair value of financial assets	**2 689**	**92**	**2 781**
Recurring fair value measurements			
Financial liabilities measured at fair value			
Financial liabilities	**–**	**5**	**5**
Fair value of financial liabilities	**–**	**5**	**5**
As at 30 September 2021			
Recurring fair value measurements			
Financial assets measured at fair value			
Investment securities	870	117	987
Loans and receivables	1	25	26
Fair value of financial assets	871	142	1 013
Recurring fair value measurements			
Financial liabilities measured at fair value			
Financial liabilities	–	10	10
Fair value of financial liabilities	–	10	10
As at 31 March 2022			
Recurring fair value measurements			
Financial assets measured at fair value			
Investment securities	922	111	1 033
Loans and receivables	–	23	23
Fair value of financial assets	922	134	1 056
Recurring fair value measurements			
Financial liabilities measured at fair value			
Financial liabilities	–	7	7
Fair value of financial liabilities	–	7	7

Valuations based on observable inputs include:

- **Level 1** – Fair value is based on quoted market prices (unadjusted) in active markets for identical instruments as measured on the reporting date. An active market is one in which transactions occur with sufficient volume and frequency to reliably provide pricing information on an ongoing basis.
- **Level 2** – Fair value is determined through valuation techniques based on observable market inputs. These valuation techniques maximise the use of observable market data where available and rely as little as possible on entity-specific estimates.

Valuations based on unobservable inputs include:

- **Level 3** – Fair value is determined through valuation techniques that use significant unobservable inputs.

The table below sets out the valuation techniques applied by RMH for fair value measurements of financial assets categorised as Level 3 assets in the fair value hierarchy:

Instrument	Valuation technique	Description of valuation technique and main assumptions	Unobservable inputs
Loans and receivables including loans to associates	Discounted cash flows	The future cash flows are discounted using a market-related interest rate adjusted for credit inputs over the contractual period.	Interest rates
Investment securities – unlisted equity investments	Net asset value per share of underlying investment	The unlisted investment relates to Divercity. Divercity's primary business is long-term investing in urban renewal, income-generating properties and developments in South Africa. Given the asset-intense investment and inconsistent earnings, it remains appropriate to value the investment on a market-related net asset value basis. These valuations are supported by external valuations.	Net asset value

Reconciliation of Level 3 assets measured at fair value

R million	For the six months ended 30 September 2022	For the six months ended 30 September 2021	Year ended 31 March 2022
Balance at the beginning of the period	**134**	24	24
Additions in the current period	**–**	–	118
Disposals	**(25)**	–	–
Fair value movement recognised in profit or loss	**(17)**	1	(8)
Balance at the end of the period	**92**	25	134

The table below sets out the valuation techniques applied by RMH for fair value measurements of financial liabilities categorised as Level 3 liabilities in the fair value hierarchy:

Instrument	Valuation technique	Description of valuation technique and main assumptions	Unobservable inputs
Financial guarantee contracts	Discounted cash flows	The present value of the cumulative unearned fee received in exchange for providing the guarantee.	Discount rate

Reconciliation of Level 3 liabilities measured at fair value

R million	For the six months ended 30 September 2022	For the six months ended 30 September 2021	Year ended 31 March 2022
Balance at the beginning of the period	**7**	6	6
Fair value movement recognised in profit or loss	**(2)**	4	1
Balance at the end of the period	**5**	10	7

Segmental information

R million	South Africa	Europe	RMH
For the six months ended 30 September 2022			
Revenue	**44**	**81**	**125**
Share of after-tax profit of associates and joint ventures	**31**	**81**	**112**
Profit for the period	**(10)**	**(504)**	**(514)**
As at 30 September 2022			
Investment in associates and joint ventures	**433**	**–**	**433**
For the six months ended 30 September 2021			
Revenue	77	99	176
Share of after-tax profit of associates and joint ventures	67	99	166
Profit for the period	78	99	177
As at 30 September 2021			
Investment in associates and joint ventures	438	2 045	2 483
For the year ended 31 March 2022			
Revenue	87	542	629
Share of after-tax profit of associates and joint ventures	71	542	613
Profit for the period	69	542	611
As at 31 March 2022			
Investment in associates and joint ventures	444	2 239	2 683

After the sale of Atterbury Europe, RMH will no longer include segmental information as the only segmental information previously presented to the chief operating decision-maker was the geographic segmental information. The remainder of RMH Property is South African-based.

Going concern

The condensed unaudited interim financial results have been prepared on the basis of accounting policies applicable to a going concern. This basis presumes that funds will be available to finance future operations and that the realisation of assets and settlement of liabilities, contingent obligations and commitments will occur in the ordinary course of business. The directors have satisfied themselves that the group is in a sound financial position and that it has access to sufficient cash reserves and borrowing facilities over the next 12 months to meet its cash requirements. The directors are not aware of any new material changes that may adversely impact the group. The directors are also not aware of any material non-compliance with statutory or regulatory requirements or of any pending changes to legislation which may affect the group and/or company.

In making the above assessment, the directors considered the following:

Solvency

As at 30 September 2022, the group had a positive net asset value of R3.4 billion (2021: R3.7 billion) and its current assets exceeded its current liabilities by R2.8 billion (2021: R1.1 billion).

Liquidity

As at 30 September 2022, the group had available liquidity of R2.1 billion (2021: R517 million) comprising unrestricted cash, cash equivalents and listed unit trusts.

The directors have reviewed the group's cash flow forecasts for the next 24 months and, in light of this review and the current financial position, the directors believe that the group has adequate financial resources to continue in operation for the ensuing 12-month period. Accordingly, the results have been prepared on the basis of accounting policies applicable to a going concern. This basis presumes that funds will be available to finance future operations and that the realisation of assets and settlement of liabilities, contingent obligations and commitments will occur in the ordinary course of business. The directors have satisfied themselves that the group is in a sound financial position and that it has access to sufficient cash reserves over the next 12 months to meet its cash requirements.

Events subsequent to the reporting period

On 10 October 2022, RMH paid the special dividend declared on 9 September 2022. There were no other material events that occurred between the date of the statement of financial position and the date of this report.

Contingencies and commitments

R million	As at 30 September 2022	As at 30 September 2021	% change	As at 31 March 2022
Commitments	**13**	37		25
Guarantees	**489**	534		534
Total commitments and guarantees	**502**	571	(12)	559

Loss on sale of Atterbury Europe

R million	For the period ended 7 September 2022
Carrying value at the beginning of the period	**(2 239)**
Foreign exchange increase	**(140)**
Equity-accounted earnings for the period	**(81)**
Carrying value as at 7 September 2022	**(2 460)**
Proceeds on disposal of Atterbury Europe	**1 750**
Loan repaid	**(25)**
Reclassification of accumulated comprehensive income of Atterbury Europe	**166**
Transaction costs	**(16)**
Loss on disposal of Atterbury Europe	**(585)**

Administration

RMB Holdings Limited (RMH)

(Incorporated in the Republic of South Africa)

Registration number:	1987/005115/06
JSE ordinary share code:	RMH
ISIN code:	ZAE000024501
Sector:	Financials
ICB sector:	Diversified financial services

Directors

(Ms) SEN De Bruyn (chairman), BM Roberts (CEO), HL Bosman, P Lagerström, UH Lucht, (Ms) MM Mahlare, (Ms) EJ Marais (FD), MM Morobe and JA Teeger

Secretary and registered office

IKB Company Secretaries (Proprietary) Limited

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(in terms of the JSE Limited Listings Requirements)

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