ADvTECH LIMITED
(Registration number: 1990/001119/06)
GROUP AND COMPANY
AUDITED ANNUAL FINANCIAL STATEMENTS
for the year ended 31 December 2023

Directors' responsibility for financial reporting

The Companies Act, No. 71 of 2008 of South Africa, as amended ("the Companies Act"), requires that a company must keep and maintain adequate accounting records. The directors are responsible for the content and integrity of the annual financial statements of ADvTECH Limited and its subsidiaries. It is their responsibility to ensure that the annual financial statements fairly present the state of affairs of the company and the group as at the end of the financial year and the results of its operations and cash flows for the year then ended in conformity with International Financial Reporting Standards ("IFRS"), the Companies Act and the JSE Listings Requirements. The external auditors are engaged to express an independent opinion on the annual financial statements.

In preparing the annual financial statements, the group used appropriate accounting policies, supported by reasonable and prudent judgement and estimates, and prepared the annual financial statements in accordance with IFRS. The directors are of the opinion that the annual financial statements fairly present the financial position of the company and the group as at 31 December 2023, and the results of its operations and cash flows for the year then ended. The directors have considered the company's and the group's past results, expected future performance and reasonable changes thereto, and access to its funding, material and other resources, and in light of this review and the company's and the group's current financial position, are satisfied that the company and the group have access to adequate resources to continue in operational existence for the foreseeable future as a going concern.

The directors are responsible for the systems of internal control. These are designed to provide reasonable, but not absolute, assurance as to the reliability of the annual financial statements, to adequately safeguard, verify and maintain accountability of assets, and to prevent and detect material misstatement and loss.

Based on the results of a formal documented review of the group's system of internal control and risk management by the internal audit function during the year and the information and explanations given by management nothing has come to the attention of the directors which indicates that, in all material aspects, the group's system of internal control and risk management is not effective and that the internal financial controls do not form a sound basis for the preparation of reliable annual financial statements. The opinion of the directors is supported by the group's audit committee.

The consolidated and separate financial statements have been audited by the independent auditing firm, Ernst & Young Inc., who were given unrestricted access to all financial records and related data, including minutes of all meetings of the shareholders, the board of directors and committees of the board. The directors believe that all representations made to the independent auditors during the audit were valid and appropriate. Their unmodified report appears on pages 5 to 9.

The preparation of the group's consolidated and separate financial statements for the year ended 31 December 2023 was supervised by JDR Oesch CA(SA), the group's Chief Financial Officer.

The annual financial statements of the company and the group set out on pages 18 to 84, which have been prepared on the going concern basis, were approved by the board of directors on 20 March 2024 and were signed on its behalf by:

GD Whyte
Chief Executive Officer

JDR Oesch
Group Commercial Director and
Chief Financial Officer

Certificate by Group Company Secretary

In accordance with the provisions of the Companies Act, I certify that, in respect of the year ended 31 December 2023, ADvTECH Limited has lodged with the Commissioner of the Companies and Intellectual Property Commission all returns and notices prescribed by the Companies Act and that all such returns and notices are true, correct and up to date.

CB Crouse
Group Company Secretary
20 March 2024

Chief Executive Officer's and Chief Financial Officer's responsibility statement

The directors, whose names are stated below, after due, careful and proper consideration, hereby confirm that:

a) the annual financial statements set out on pages 18 to 84, fairly present in all material respects the financial position, financial performance and cash flows of the issuer in terms of IFRS;
b) to the best of our knowledge and belief, no facts have been omitted or untrue statements made that would make the annual financial statements false or misleading;
c) internal financial controls have been put in place to ensure that material information relating to the issuer and its consolidated subsidiaries have been provided to effectively prepare the financial statements of the issuer;
d) the internal financial controls are adequate and effective and can be relied upon in compiling the annual financial statements, having fulfilled our role and function as executive directors with primary responsibility for implementation and execution of controls;
e) where we are not satisfied, we have disclosed to the audit and risk committee and the auditors any deficiencies in design and operational effectiveness of the internal financial controls, and have remediated the deficiencies; and
f) We are not aware of any fraud involving directors.

GD Whyte
Chief Executive Officer

JDR Oesch
Group Commercial Director and
Chief Financial Officer

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Independent Auditor's Report

To the Shareholders of ADvTECH Limited

Report on the Audit of the Consolidated and Separate Financial Statements

Opinion

We have audited the consolidated and separate financial statements of ADvTECH Limited and its subsidiaries ('the group') and company set out on pages 18 to 84, which comprise of the consolidated and separate statements of financial position as at 31 December 2023, the consolidated and separate statements of profit or loss and other comprehensive income, the consolidated and separate statements of changes in equity and the consolidated and separate statements of cash flows for the year then ended, and notes to the consolidated and separate financial statements, including a summary of material accounting policy information.

In our opinion, the consolidated and separate financial statements present fairly, in all material respects, the consolidated and separate financial position of the group and company as at 31 December 2023, and its consolidated and separate financial performance and consolidated and separate cash flows for the year then ended in accordance with International Financial Reporting Standards and the requirements of the Companies Act of South Africa.

Basis for Opinion

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

Key Audit Matters

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

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

The Key Audit Matter applies only to the audit of the Consolidated Financial Statements.

Key Audit Matter	How the matter was addressed in the audit
Assessment of the expected credit loss (ECL) allowance	
The Trade receivables balance as at 31 December 2023 is R 813 million (2022: R 802 million), an expected credit loss allowance of R 405 million (2022: R 438 million) has been recognised against this balance as disclosed in note 20 of the consolidated financial statements. The calculation of the expected credit loss allowance per brand is based on an ECL model, in line with IFRS 9, where the inputs are subjective due to the high degree of judgment and estimation applied by management which is based on projecting future cash inflows from which the potential future write-offs are estimated. The projection of future cash inflows is highly subjective as it involves reviewing the ageing of the debtors per brand at year end and placing debtors into certain portfolio buckets per brand based upon certain parameters management applies to determine a potential credit rating. Historical information, including the ageing of the debtor, their payment history and whether the debtor is still with the brand are certain of the major parameters considered in determining risk factors. The projection also involves	We performed the following procedures: • We held discussions with management to understand their ECL model and the specific inputs they have used. • Considered the appropriateness of the debtors impairment methodology applied by brand in the current year to the requirements of *IFRS 9: Financial Instruments*. • Assessed the reasonability of the level of provisioning at a brand level by comparing the prior year provision to the actual current year write-offs. • Compared projected cash inflows to historic actual cash inflows, including to cash inflows subsequent to year end per brand to assess the reasonableness of management's projected cash inflows. • Assessed the accuracy of the age analysis per brand by inspecting a sample of invoices issued and recalculating the ageing category. • Determined the reasonability of the assumptions made by management in determining the provision by performing a recalculation of the allowance based on

analysing subsequent receipts and reviewing historic write-offs to determine an appropriate loss allowance percentage to apply to the outstanding portfolio buckets. With the high estimation uncertainty in determining the allowance and effort involved in auditing it, we considered the expected credit loss allowance to be a key audit matter.	historic actual cash inflows and write offs including reviewing student statements to confirm if they are still in the educational system. • Assessed the appropriateness and completeness of the related disclosures in the group financial statements against the requirements of IFRS 7.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the 88-page document titled "ADvTECH Limited Group and Company Audited Annual Financial Statements for the year ended 31 December 2023", which includes the Directors' responsibility for financial reporting, Certificate by Group Company Secretary, Chief Executive Officer's and Chief Financial Officer's responsibility statement, Audit and Risk Committee report and the Directors' report as required by the Companies Act of South Africa, which we obtained prior to the date of this report, and the Annual Integrated Report, which is expected to be made available to us after that date. Other information does not include the consolidated or the separate financial statements and our auditor's report thereon.

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

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

Responsibilities of the Directors for the Consolidated and Separate Financial Statements

The directors are responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with International Financial Reporting Standards 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 consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements

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

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

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

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

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

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

Report on Other Legal and Regulatory Requirements

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

DocuSigned by:
Ernst & Young Inc.
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Ernst &Young Inc.
Director: Charles Edgar Trollope
Registered Auditor
Chartered Accountant (SA)
22 March 2024

Audit and Risk Committee report

ADvTECH's Audit and Risk Committee (ARCom) is pleased to present this report, which was approved by the board and prepared in accordance with section 94(7) of the Companies Act, the Listings Requirements and King IV™ Code of Governance ("King Code").

ARCom is satisfied that it has performed both the statutory requirements for an Audit and Risk Committee as set out in the King Code, the Companies Act, the Listings Requirements, as well as the functions set out in the charter, and that it has therefore complied with its legal, regulatory and other responsibilities.

MEMBERSHIP AND MEETINGS

ARCom currently consists of four members, all of whom are independent non-executive directors and, as a whole, have the necessary financial literacy skills and experience to effectively execute their duties.

The Chairman of the board is not a member of this committee, in compliance with the provisions of King IV™, but attends by invitation.

The board recommends that the following three non-executive directors, who are current members of the committee, who are eligible and have made themselves available for re-election to be re-elected by the shareholders at the Annual General Meeting (AGM) on 5 June 2024 to hold office until the following AGM:

- KDM Warburton (Chairman);
- JS Chimhanzi; and
- CB Thomson.

A Watson, who is currently a member, will not stand for re-election on 5 June 2024 due to her taking up the role of Chairperson of the board following the retirement of CH Boulle as per SENS announcement released on 4 September 2023. She will continue to attend this committee by virtue of a standing invitation.

ARCom meets four times per year as required by its charter. Meetings are attended by the internal and external auditors, the Group Chief Executive Officer (CEO) and Chief Financial Officer (CFO), as well as other board members and invitees as considered appropriate by the committee's chairman.

ARCom's charter provides for confidential meetings between committee members and the internal and external auditors without executive management being present. The internal and external auditors have unrestricted access to the committee.

ROLE AND RESPONSIBILITIES

ARCom's duties and responsibilities are a combination of statutory and oversight duties to ensure the effectiveness of the internal and external assurance providers, risk management process, information technology (ICT), compliance and finance functions.

It also assists the board in discharging its responsibilities to ensure that proper accounting records are maintained, oversees the financial reporting process and ensures compliance with accounting policies, group policies, legal requirements and internal controls.

EXTERNAL AUDIT

ARCom performed the following functions in relation to the external audit of the group:

- nominated and recommended to shareholders that Ernst & Young Inc. be appointed as independent external auditors for the company and its subsidiaries and the appointment of C Trollope as the independent designated auditor for the company for the financial year ended 31 December 2023 in compliance with the Companies Act and the Listings Requirements;
- received confirmation from the external auditors that they are independent of the group and is satisfied that the external auditors are independent of the group;
- determined the fees to be paid to the auditors and set out the auditors' terms of engagement;
- determined the nature and extent of any non-audit services that the auditors may provide to the group, or that the auditor must not provide to the group; and
- pre-approved any proposed agreement with the auditors for the provision of non-audit services to the group.

INTERNAL CONTROL

The board and leadership committees are ultimately responsible for overseeing the establishment of effective internal control systems to provide reasonable assurance that the group's financial and non-financial objectives are achieved.

Internal controls are implemented through the proper delegation of responsibility within a clearly defined approval framework, accounting procedures and adequate segregation of duties. The group's internal accounting controls and systems are designed to provide reasonable assurance as to the integrity of the group's financial statements and to safeguard, verify and maintain accountability for all its assets.

The internal audit department monitors the operation of the internal controls and systems and reports their findings and recommendations to management and the committee. Corrective action is taken by management to address control deficiencies and improve systems where opportunities are identified.

The internal control and risk management process is ongoing and was considered effective at the date of approval of the annual financial statements.

INTERNAL FINANCIAL CONTROL ATTESTATION

ADvTECH continues to maintain a strong risk management culture and has implemented adequate and effective internal financial controls to ensure the integrity and reliability of the financial statements. These internal financial controls safeguard, verify and maintain accountability of ADvTECH's assets, are based on established policies and procedures and are implemented by trained and skilled personnel whose duties are duly segregated. Adherence with the implemented internal controls is monitored continuously by the ARCom.

The CEO and CFO have reviewed the controls over financial reporting, and presented their findings to the ARCom.

During the current financial year management identified no significant deficiencies in internal control over financial reporting of the controls evaluated throughout the year which address significant and high-risk areas.

The CEO and CFOs evaluation of controls included:

- The identification and classification of risks including the determination of materiality.
- Testing the design and determining the implementation of controls addressing significant and high-risk areas.
- Utilising internal audit to test the operating effectiveness of controls addressing high-risk areas.
- Obtaining control declarations from divisional managers on the operating effectiveness of all controls on an annual basis.

Continuous improvements in controls are an ongoing process and improvements and enhancements will be implemented throughout the coming year.

The ARCom noted the CEO and CFO final attestation and concluded that ADvTECH's internal financial controls can be relied upon as a reasonable basis for the preparation of the annual financial statements.

ANNUAL INTEGRATED REPORT 2023

ARCom will evaluate the annual integrated report for the year ended 31 December 2023 and will ensure it is satisfied that it complies in all material respects with the requirements of the Companies Act, the IIRC's International (IR) Framework, King Code, IFRS and the Listings Requirements.

INTERNAL AUDIT

The group's internal audit department has a specific mandate from the committee to independently appraise the adequacy and effectiveness of the group's internal controls, governance and risk management processes. The department, headed by the group internal audit manager, reports functionally to the chair of the committee and on an administrative basis to the CFO with direct access to the group CEO.

INTERNAL AUDIT (CONTINUED)
The internal audit coverage plan, which is subject to approval by the committee and updated annually, covers all major risk areas as identified and assessed by internal audit and the group's risk management process. This ensures that the audit coverage is focused on and identifies areas of high risk.

Internal audit provides an annual written assessment of the system of internal financial controls to the board and the committee. Nothing has come to the attention of the committee to indicate that any material breach of these controls has occurred during the year under review.

ACCOUNTING AND AUDITING
The directors are responsible for ensuring that the group maintains adequate records and reports on the financial position of the group and the results of activities with accuracy and reliability. Financial reporting procedures are applied at all levels in the group to meet this responsibility. The external auditors are responsible for independently auditing and reporting on these financial statements in accordance with the requirements of the Companies Act and IFRS.

The external auditors, Ernst & Young Inc., were given unrestricted access to all financial records and related data, including minutes of all meetings of shareholders, the board of directors, executive leadership committees and committees of the board.

The external and internal auditors have unrestricted access to the committee to ensure that their independence is in no way impaired. At least once annually (but generally prior to every meeting), the committee chairman meets independently with representatives of the internal and external auditors. Time is also set aside at least once a year, but generally at the end of every meeting, for the committee to meet independently of executive management with representatives of the internal and external auditors.

FINANCE FUNCTION
The committee has considered and is satisfied with the continued appropriateness of the expertise and experience of CFO, JDR Oesch CA(SA), and the finance function.

REPORTING
The committee has discharged all its responsibilities and carried out all its functions as contained in its terms of reference and as required by the Companies Act. In particular, the committee:

- reviewed the interim and year-end financial statements (and press announcements) and recommended them for adoption by the board;
- approved the internal audit charter and audit plans;
- received and reviewed reports from internal auditors, which included commentary on the effectiveness of the internal control environment, systems and processes and, where appropriate, made recommendations to the board;
- received and reviewed the JSE pro-active monitoring report and the incorporation of the content of the report in the financial statements (and press announcements);
- received and reviewed S22 letter as required in terms of S22 of the JSE listings requirements from Ernst & Young Inc. and were satisfied with appointing them for the year ended 31 December 2023;
- reviewed and considered the key audit matters as identified by the external auditors and was satisfied with the treatment of those matters in the financial statements;
- reviewed the independence of the external auditors, Ernst & Young Inc., and will recommend them for reappointment as auditors for the 2024 financial year at the AGM, with C Trollope as the designated auditor;
- reviewed the external auditor's report;
- determined the terms of engagement of the external auditors and the fees to be paid;
- concluded that, with the rotation of the audit firm, mandated partner rotation and policies and procedures in force, the risk of familiarity between the external auditor and management is mitigated;
- determined the nature and extent of non-audit services that may be provided by the external auditors and pre-approved the contract terms for the provision of non-audit services by the external auditors;
- reviewed the effectiveness of the group's assurance processes with particular focus on combined assurance arrangements including the external assurance audit, internal audit and the finance function;

REPORTING (CONTINUED)

- received and dealt appropriately with complaints, from within or outside the group, relating to the accounting practices and internal controls of the group, to the content or auditing of its financial statements, the internal financial controls or any related matter, potential violations of the law and questionable accounting or auditing matters;
- recommended the payment of dividends to the board;
- reviewed the ICT strategy and ICT architecture reports; and
- reviewed the ESG strategy reports.

RISK FUNCTIONS

ARCom oversees the following risk functions:

- monitor and oversee the group's risk register, including the IT risk register and Rest of Africa risk register;
- monitor and assess the material risks as well as ensure the risk mitigation strategies are timeously actioned;
- oversee the development and annual review of policy and work plan for risk management for recommendation for approval by the board;
- make recommendations to the board concerning the levels of tolerance and risk appetite, and monitoring of risks to ensure these are managed within the levels of tolerance and appetite as approved by the board;
- monitor the regulatory environment as well as the macroeconomic environment; and
- evaluation of the effectiveness of the risk management process.

On behalf of the Audit and Risk Committee

KDM Warburton
Chairman: Audit and Risk Committee
19 March 2024

Director’s report for the year ended 31 December 2023

Your directors have pleasure in presenting their report on the activities of the group and company for the year ended 31 December 2023.

Nature of business

The ADvTECH group is one of the largest diversified education, training and placement groups in South Africa. ADvTECH Limited (registration number 1990/001119/06) is listed in the Consumer Services sector subsector Education Services of the JSE Limited (JSE) (JSE code: ADH and ISIN number: ZAE 0000 31035).

The schools’ division offers quality pre-primary, primary and secondary education via face to face and online learning and the tertiary division offers quality education on diploma, degree and postgraduate levels via face to face, online and distance learning.

The resourcing division is a significant force in the placement industry, particularly in the niche areas of IT, finance and engineering.

Financial results

The results for the year ended 31 December 2023 are set out herein.

Stated capital

The number of shares in issue during the year under review:

Number of shares in issue at 31 December 2022: 554 459 991
Number of shares in issue at 31 December 2023: 554 750 973

1 053 352 shares have been issued during the year and was allotted and issued to employees in terms of the rules of the Management Share Incentive Scheme.

762 370 shares have been bought back during the year in terms of the share buy-back AGM shareholders resolution passed on 18 May 2023. All shares are fully paid up and none are encumbered.

Declaration of final dividend no. 27

The significant investments made by the group over an extended period are now contributing meaningfully to earnings and cash generation. This has resulted in borrowings reducing. The group is now in a position where it is generating cash in excess of that required to fund its investment programme. Consequently, in order to better manage the group’s capital structure and optimise return on equity, the board has decided to reduce the dividend cover and increase the dividend payout.

Therefore, the board is pleased to announce a final gross dividend declaration of 57.0 cents (2022: 37.0 cents) per ordinary share in respect of the year ended 31 December 2023.

This brings the full year dividend to 87.0 cents (2022: 60.0 cents) per share. This is a dividend as defined in the Income Tax Act, 1962, and is payable from income reserves. The South African dividend taxation (DT) rate is 20%. The net amount per share payable to shareholders, who are not exempt from DT, is 45.6 cents per share, while net amount per share is 57.0 cents for those shareholders who are exempt from DT.

Events after the reporting period

The directors are not aware of any matter or circumstance between the date of the statement of financial position and the date of these financial statements that materially affects the results of the group and company for the year ended 31 December 2023 or the financial position at that date.

Compliance with the King code
ADvTECH Limited is listed on the Johannesburg Stock Exchange.

The King IV Report on Corporate Governance™ for South Africa, 2016 ("the King code") is the primary corporate governance code in South Africa and is applicable to all types of entities.

The King code consists of a set of voluntary principles and leading practices with an 'apply and explain' disclosure regime.

The Listings Requirements of the JSE requires listed companies to apply King IV paragraph 8.63(a)(i) which stipulates that issuers are required to disclose the implementation of the King code through the application of the King code disclosure and application regime.

The document that outlines how we have applied the principles and recommendations of the King code in this report, can be found on the website at www.advtech.co.za.

Special resolutions adopted by the company
The company passed the following special resolutions at the AGM of shareholders held on 18 May 2023:

- non-executive directors' fees for the period 1 July 2023 to 30 June 2024;
- authority to make loans or give financial assistance to subsidiaries and related or inter-related companies; and
- general authority to acquire the company's own shares.

Special resolutions adopted by subsidiary companies
Special resolutions in terms of section 45 of the Companies Act, No. 71 of 2008, were passed by certain subsidiaries of the company with general authority to provide financial assistance to related and inter-related companies. No other special resolutions were passed by subsidiaries.

Directorate
The following changes to the board occurred:

- CH Boulle will be retiring from the board following the conclusion of the AGM to be held on 5 June 2024 as per SENS announcement released on 17 April 2023. Chris will also step down from the TSEC committee as member and from the Nominations committee as chair and member.
- Prof A Watson will take over as chairperson of the board from 5 June 2024.
- RJ Douglas stepped down from the board following his retirement on 29 February 2024 as group CEO.
- GD Whyte joined the group on 1 March 2024 as the new group CEO and was appointed to the board effective from such date.

In accordance with the provisions of the company's Memorandum of Incorporation (MoI), one third of all non-executive directors will retire by rotation at the forthcoming AGM. SS Lazar, SW van Graan and A Watson being eligible, have offered themselves for re-election.

Interests of directors and prescribed officers
As at 31 December 2023, the directors' and prescribed officers' beneficial and non-beneficial, direct and indirect interests in the issued share capital of the company were 12% (2022: 7%) in aggregate.

The interests of directors and prescribed officers are as follows:

	Beneficial				**Non-beneficial**			
	Direct		Indirect		Direct		Indirect	
	2023	2022	**2023**	2022	**2023**	2022	**2023**	2022
Directors								
CH Boulle	**3 549**	3 549	**-**	-	**-**	-	**-**	-
JS Chimhanzi	**-**	-	**-**	-	**-**	-	**-**	-
RJ Douglas	**1 648 623**	1 091 612	**-**	-	**-**	-	**-**	-
SS Lazar	**-**	-	**-**	-	**-**	-	**-**	-
MM Nkosi	**-**	-	**-**	-	**-**	-	**52 982 461**	27 921 348
JDR Oesch	**2 602 880**	2 411 217		-		-	**56 312**	56 312
DL Smith (alternate director to M Nkosi)	**-**	-	**-**	-	**-**	-	**-**	-
CB Thomson	**-**	-	**19 340**	19 340	**-**	-	**-**	-
SW van Graan	**-**	-	**-**	-	**-**	-	**-**	-
A Watson	**-**	-	**-**	-	**-**	-	**-**	-
KDM Warburton	**-**	-	**-**	-	**-**	-	**-**	-
Prescribed officers								
MD Aitken	**370 372**	239 153	**-**	-	**-**	-		-
DL Honey	**7 144 508**	7 568 259	**-**	-	**-**	-	**702 159**	542 347
LA Wiseman*	**437 053**	360 823	**-**	-	**-**	-	**-**	-
Totals	**12 206 985**	11 674 613	**19 340**	19 340	**-**	**-**	**53 740 932**	28 520 007

* LA Wiseman was appointed as a prescribed officer from 1 March 2022.

At the date of this financial report, none of the current directors or prescribed officers have acquired or disposed of any of the shares held by them as at 31 December 2023.

Auditors
Ernst & Young Inc., under the management of the lead independent external auditor C Trollope, have been appointed as auditors of the company and its subsidiaries during the year under review.

The Audit and Risk Committee has nominated Ernst & Young Inc. for re-appointment as auditors of the group and, at the AGM, shareholders will be requested to re-appoint them as the independent external auditors of the company and its subsidiaries for the 2024 financial year, and to confirm C Trollope as the lead independent external auditor.

Company Secretary
The company secretary is CB Crouse and her address, as well as the address of the registered office of the company, is:

Business address:	ADvTECH House, Inanda Greens Office Park, 54 Wierda Road West, Wierda Valley, Sandton, 2196
Postal address:	PO Box 2369, Randburg, 2125
Email address:	groupsec@advtech.co.za

Consolidated statement of profit or loss
for the year ended 31 December 2023

	Notes	Audited 2023 R'm	Audited 2022 R'm
Revenue from contracts with customers	4	**7 859.9**	6 960.6
Placement costs		**(1 369.2)**	(1 108.7)
Staff costs	5	**(2 898.6)**	(2 601.0)
Rent and occupancy costs		**(360.0)**	(303.5)
Net credit losses	20	**(169.8)**	(257.1)
Share of profit from joint venture	18	**2.2**	1.3
Other operating expenses		**(1 103.0)**	(1 013.4)
Earnings before Interest, Taxation, Depreciation and Amortisation (EBITDA)		**1 961.5**	1 678.2
Depreciation and amortisation	5	**(384.4)**	(345.7)
Operating profit before interest and non-trading items		**1 577.1**	1 332.5
Non-trading items		**1.2**	14.3
Profit on disposal of property, plant and equipment		**1.2**	11.4
Corporate action costs		**-**	(0.2)
Profit on disposal of subsidiaries		**-**	3.1
Operating profit before interest	5	**1 578.3**	1 346.8
Net finance costs		**(189.7)**	(172.6)
Interest earned	6.1	**17.1**	7.4
Finance costs incurred	6.2	**(91.7)**	(84.0)
Finance costs on lease liabilities	6.3	**(115.1)**	(96.0)
Profit before taxation		**1 388.6**	1 174.2
Taxation	7	**(390.4)**	(332.3)
Profit for the year		**998.2**	841.9
Profit for the year attributable to:			
Owners of the parent		**951.0**	805.4
Non-controlling interests		**47.2**	36.5
		998.2	841.9
Earnings per share			
Basic (cents)	8	**174.4**	148.6
Diluted (cents)	8	**173.1**	147.1

Consolidated statement of other comprehensive income
for the year ended 31 December 2023

	Audited 2023 R'm	Audited 2022 R'm
Profit for the year	**998.2**	841.9
Other comprehensive income, net of income taxation		
Items that may be reclassified subsequently to profit or loss		
Exchange loss on translating foreign operations	**(57.1)**	(11.1)
Total comprehensive income for the year	**941.1**	830.8
Total comprehensive income for the year attributable to:		
Owners of the parent	**891.5**	792.4
Non-controlling interests	**49.6**	38.4
	941.1	830.8

Consolidated statement of financial position
as at 31 December 2023

	Notes	**Audited 2023 R'm**	Audited 2022 R'm
ASSETS			
Non-current assets			
Property, plant and equipment	12	**5 911.8**	5 527.6
Proprietary technology systems	13	**115.1**	110.6
Right-of-use assets	14	**891.7**	769.4
Goodwill	15	**1 434.7**	1 454.4
Other intangible assets	16	**135.4**	145.3
Deferred taxation assets	17	**39.5**	45.3
Investment in joint venture	18	**11.4**	9.2
		8 539.6	8 061.8
Current assets			
Inventories	19	**10.3**	7.0
Trade and other receivables	20	**469.5**	421.4
Taxation		**14.6**	26.1
Prepayments		**54.6**	40.7
Cash and cash equivalents	21	**381.4**	355.1
		930.4	850.3
Non-current assets held for sale	22	**-**	15.5
Total assets		**9 470.0**	8 927.6
EQUITY AND LIABILITIES			
Capital and reserves			
Stated capital	23	**1 603.8**	1 601.5
Shares held by the group (treasury shares)		**(58.9)**	(79.2)
Net stated capital		**1 544.9**	1 522.3
Share incentive reserve		**69.4**	70.5
Foreign currency translation reserve		**(19.9)**	37.2
Retained earnings		**3 855.3**	3 275.6
Equity attributable to owners of the parent		**5 449.7**	4 905.6
Non-controlling interests		**48.6**	45.6
Total equity		**5 498.3**	4 951.2
Non-current liabilities			
Long-term bank loan	26	**600.0**	600.0
Deferred taxation liabilities	17	**128.1**	127.4
Lease liabilities	31	**934.3**	766.3
Acquisition liabilities	29	**51.8**	49.2
		1 714.2	1 542.9
Current liabilities			
Current portion of long-term bank loan	26	**0.3**	0.1
Short-term bank loans	27	**955.0**	1 145.5
Current portion of lease liabilities	31	**196.0**	186.4
Trade and other payables	28	**623.4**	636.4
Current portion of acquisition liabilities	29	**9.2**	9.1
Fees received in advance and deposits	30	**470.6**	453.6
Shareholders for capital distribution		**0.8**	0.8
Shareholders for dividend		**2.2**	1.6
		2 257.5	2 433.5
Total equity and liabilities		**9 470.0**	8 927.6

Consolidated statement of changes in equity
for the year ended 31 December 2023

	Notes	Stated capital R'm	Share incentive reserve R'm	Foreign currency translation reserve R'm	Shares held by the group (treasury shares) R'm	Retained earnings R'm	**Equity attributable to owners of the parent R'm**	Non-controlling interests R'm	**Total equity R'm**
Balance at 1 January 2022		1 601.5	141.3	48.3	(135.3)	2 721.5	**4 377.3**	31.8	**4 409.1**
Total comprehensive income for the year				(11.1)		805.4	**794.3**	36.5	**830.8**
Profit for the year						805.4	**805.4**	36.5	**841.9**
Other comprehensive loss for the year				(11.1)			**(11.1)**		**(11.1)**
Dividends declared to shareholders	11					(298.4)	**(298.4)**	(22.3)	**(320.7)**
Share-based payment expense	5 & 24		0.4				**0.4**		**0.4**
Share award expense under the management share incentive scheme	5 & 25		36.5				**36.5**		**36.5**
Taxation effect of shares awarded under the management share incentive scheme					(0.8)		**(0.8)**		**(0.8)**
Vesting of shares under the management share incentive scheme			(55.6)		55.6		**-**		**-**
Vesting of subsidiary share award			(6.9)				**(6.9)**		**(6.9)**
Share options exercised			2.7		1.3		**4.0**		**4.0**
Termination of share option scheme			(47.9)			47.9	**-**	-	**-**
Acquisition of additional shares in subsidiaries						(1.7)	**(1.7)**	1.7	**-**
Disposal of subsidiaries						0.9	**0.9**	(2.1)	**(1.2)**
Balance at 31 December 2022		**1 601.5**	**70.5**	**37.2**	**(79.2)**	**3 275.6**	**4 905.6**	**45.6**	**4 951.2**
Total comprehensive income for the year				(57.1)		951.0	**893.9**	47.2	**941.1**
Profit for the year						951.0	**951.0**	47.2	**998.2**
Other comprehensive loss for the year				(57.1)			**(57.1)**		**(57.1)**
Dividends declared to shareholders	11					(371.3)	**(371.3)**	(44.2)	**(415.5)**
Share award expense under the management share incentive scheme	5 & 25		39.5				**39.5**		**39.5**
Share-based payments in subsidiaries			0.4				**0.4**		**0.4**
Taxation effect of shares awarded under the management share incentive scheme					(2.2)		**(2.2)**		**(2.2)**
Vesting of shares under the management share incentive scheme			(41.0)		41.0		**-**		**-**
Shares issued for the management share incentive scheme	23	18.5			(18.5)		**-**		**-**
Share issue costs	23	(0.1)					**(0.1)**		**(0.1)**
Shares repurchased	23	(16.1)					**(16.1)**		**(16.1)**
Balance at 31 December 2023		**1 603.8**	**69.4**	**(19.9)**	**(58.9)**	**3 855.3**	**5 449.7**	**48.6**	**5 498.3**

Consolidated statement of cash flows
for the year ended 31 December 2023

	Notes	**Audited 2023 R'm**	Audited 2022 R'm
Cash flows from operating activities			
Cash generated from operations	34.1	**1 997.5**	1 713.8
Movement in working capital	34.2	**(56.7)**	52.4
Cash generated by operating activities		**1 940.8**	1 766.2
Net finance costs		**(189.2)**	(168.2)
- interest received	6.1	**17.1**	7.4
- finance costs paid		**(86.9)**	(74.0)
- finance costs on lease liabilities	6.3	**(115.1)**	(96.0)
- borrowing costs capitalised to assets		**(4.3)**	(5.6)
Taxation paid	34.3	**(374.5)**	(337.9)
Dividends paid	34.4	**(414.9)**	(320.7)
Net cash inflow from operating activities		**962.2**	939.4
Cash flows from investing activities			
Additions to property, plant and equipment			
- to maintain operations	34.5	**(234.3)**	(195.5)
- to expand operations	34.6	**(412.5)**	(509.4)
Additions to proprietary technology systems	13	**(22.2)**	(15.4)
Proceeds on disposal of property, plant and equipment		**24.9**	27.5
Proceeds on disposal of subsidiaries		**-**	2.9
Net cash outflow from investing activities		**(644.1)**	(689.9)
Cash flows from financing activities			
Shares repurchased		**(16.1)**	-
Settlement of non-current bank loan	26	**-**	(600.0)
Settlement of current bank loans	27	**(1 140.0)**	(590.0)
Drawdowns of current bank loans	27	**950.0**	1 140.0
Repayment of principal portion of lease liabilities		**(77.7)**	(98.2)
Cash received on exercise of share options		**-**	4.0
Net cash outflow from financing activities		**(283.8)**	(144.2)
Net increase in cash and cash equivalents		**34.3**	105.3
Cash and cash equivalents at beginning of the year		**355.1**	245.0
Net foreign exchange difference on cash and cash equivalents		**(8.0)**	4.8
Cash and cash equivalents at end of the year	21	**381.4**	355.1

Consolidated segmental report
for the year ended 31 December 2023

	Percentage increase/ (decrease)	**Audited 2023 R'm**	Audited 2022 R'm
Revenue from contracts with customers	13%	**7 859.9**	6 960.6
Schools	13%	**3 190.6**	2 825.8
- South Africa	13%	**2 809.7**	2 491.5
- Rest of Africa	14%	**380.9**	334.3
Tertiary	10%	**2 988.3**	2 727.6
Resourcing	19%	**1 681.0**	1 407.2
- South Africa	(9%)	**228.9**	252.2
- Rest of Africa	26%	**1 452.1**	1 155.0
Staff costs	11%	**2 898.6**	2 601.0
Schools	12%	**1 498.1**	1 334.0
- South Africa	13%	**1 342.4**	1 185.2
- Rest of Africa	5%	**155.7**	148.8
Tertiary	12%	**1 199.3**	1 071.1
Resourcing	3%	**201.2**	195.9
- South Africa	(5%)	**144.5**	151.8
- Rest of Africa	29%	**56.7**	44.1
Rent and occupancy costs	19%	**360.0**	303.5
Schools	12%	**210.6**	188.1
- South Africa	13%	**195.7**	173.9
- Rest of Africa	5%	**14.9**	14.2
Tertiary	29%	**143.4**	110.9
Resourcing	33%	**6.0**	4.5
- South Africa	35%	**4.6**	3.4
- Rest of Africa	27%	**1.4**	1.1
Net credit losses	(34%)	**169.8**	257.1
Schools	8%	**27.0**	24.9
- South Africa	1%	**24.4**	24.2
- Rest of Africa	271%	**2.6**	0.7
Tertiary	(38%)	**141.9**	230.5
Resourcing	(47%)	**0.9**	1.7
- South Africa	33%	**0.8**	0.6
- Rest of Africa	(91%)	**0.1**	1.1
Earnings before Interest, Taxation, Depreciation and Amortisation (EBITDA)	17%	**1 961.5**	1 678.2
Schools	21%	**883.3**	732.0
- South Africa	18%	**752.1**	635.2
- Rest of Africa	36%	**131.2**	96.8
Tertiary	13%	**958.6**	845.7
Resourcing	19%	**119.6**	100.5
- South Africa	(23%)	**12.8**	16.7
- Rest of Africa	27%	**106.8**	83.8

Consolidated segmental report (continued)
for the year ended 31 December 2023

	Percentage increase/ (decrease)	**Audited 2023 R'm**	Audited 2022 R'm
Depreciation and amortisation	11%	**384.4**	345.7
Schools	19%	**199.7**	167.9
- South Africa	21%	**182.6**	151.1
- Rest of Africa	2%	**17.1**	16.8
Tertiary	3%	**171.2**	165.8
Resourcing	13%	**13.5**	12.0
- South Africa	14%	**11.7**	10.3
- Rest of Africa	6%	**1.8**	1.7
Operating profit before interest and non-trading items	18%	**1 577.1**	1 332.5
Schools	21%	**683.6**	564.1
- South Africa	18%	**569.5**	484.1
- Rest of Africa	43%	**114.1**	80.0
Tertiary	16%	**787.4**	679.9
Resourcing	20%	**106.1**	88.5
- South Africa	(83%)	**1.1**	6.4
- Rest of Africa	28%	**105.0**	82.1
Property, plant and equipment, proprietary technology systems, right-of-use assets and non-current assets held for sale	8%	**6 918.6**	6 423.1
Schools	10%	**4 660.9**	4 238.4
- South Africa	11%	**4 176.8**	3 773.9
- Rest of Africa	4%	**484.1**	464.5
Tertiary	4%	**2 233.5**	2 156.9
Resourcing	(13%)	**24.2**	27.8
- South Africa	(11%)	**21.8**	24.5
- Rest of Africa	(27%)	**2.4**	3.3
Current assets	9%	**930.4**	850.3
Schools	9%	**327.1**	298.9
- South Africa	8%	**184.5**	171.6
- Rest of Africa	12%	**142.6**	127.3
Tertiary	6%	**378.8**	357.2
Resourcing	16%	**224.5**	194.2
- South Africa	59%	**50.4**	31.6
- Rest of Africa	7%	**174.1**	162.6
Total liabilities	0%	**3 971.7**	3 976.4
Schools	0%	**2 711.6**	2 716.0
- South Africa	1%	**2 399.2**	2 381.8
- Rest of Africa	(7%)	**312.4**	334.2
Tertiary	1%	**1 158.9**	1 148.1
Resourcing	(10%)	**101.2**	112.3
- South Africa	(22%)	**40.8**	52.3
- Rest of Africa	1%	**60.4**	60.0
Capital expenditure	(7%)	**673.3**	725.9
Schools	4%	**418.9**	401.3
- South Africa	0%	**335.5**	335.7
- Rest of Africa	27%	**83.4**	65.6
Tertiary	(22%)	**249.3**	318.7
Resourcing	(14%)	**5.1**	5.9
- South Africa	(13%)	**4.2**	4.8
- Rest of Africa	(18%)	**0.9**	1.1

1. General information

ADvTECH Limited is a limited company incorporated in South Africa.

The principal business activities are the provision of education, training and staff placement in South Africa and other African countries.

2. Adoption of revised standards

During the current year, the group adopted the following amendments to standards which are effective for annual reporting periods beginning on or after 1 January 2023:

- IAS 1: *Presentation of Financial Statements*: Disclosure of accounting policies: The amendments require companies to disclose their material accounting policy information rather than their significant accounting policies, with additional guidance added to the standard to explain how an entity can identify material accounting policy information with examples of when accounting policy information is likely to be material;
- IAS 8: *Accounting Policies, Changes in Accounting Estimates and Errors*: Definition of accounting estimates: The amendments clarify how companies should distinguish changes in accounting policies from changes in accounting estimates, by replacing the definition of a change in accounting estimates with a new definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". The requirements for recognising the effect of change in accounting prospectively remain unchanged; and
- IAS 12*: Income Taxes*: Deferred tax related to assets and liabilities arising from a single transaction: The amendment clarifies how a company accounts for income tax, including deferred tax, which represents tax payable or recoverable in the future.

These amendments to standards, which became effective in the year ended 31 December 2023, were assessed for applicability to the group and management concluded that, with the exception of IAS 1, they have had no material impact.

As a result of the application of the amendment to IAS 1 certain accounting policy information that was not considered to be material was removed during the current reporting period.

3. Material accounting policies

The accounting policies below apply to the consolidated and separate financial statements (hereafter referred to as the financial statements).

3.1 Statement of compliance

The financial statements have been prepared in accordance with the requirements of the JSE Listings Requirements and with International Financial Reporting Standards (IFRSs) including interpretations of such standards issued by the IFRS Interpretations Committee, the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council as well as the requirements of the Companies Act of South Africa.

3.2 Basis of preparation

The financial statements have been prepared on the historical cost basis, except for assets and liabilities indicated as measured subsequently at fair value.

The principal accounting policies adopted are set out below. Except as noted in note 2, these were consistently applied in the previous year.

3.3 Segmental reporting

The group's operating segments are determined by reference to the level of operating results regularly reviewed by the chief operating decision maker to make decisions about resources to be allocated and for which discrete financial information is available. Operating segments which exhibit similar long-term financial performance and have similar economic characteristics are amalgamated.

The revenue earned by the schools and tertiary segments are derived from educational services and that of the resourcing segment from placement fees. The major sources of revenue are earned within South Africa. Revenue earned outside South Africa has been attributed to the Rest of Africa segments for both schools and resourcing.

Interest received, finance costs and taxation are assessed by the chief operating decision maker at a total group level and not considered separately at a segmental level.

Intra-group transactions are conducted at an arms-length basis.

3.4 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the company and entities (including special purpose entities) controlled by the company (its subsidiaries). Control is achieved when the company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

Where an acquisition is achieved through a purchase of shares in a company, control is usually achieved when the shares are transferred into the name of the company. Where an acquisition is achieved through the purchase of assets, control is achieved either when all conditions precedent have been met or when the transfer of the land and buildings has been achieved.

Income and expenses of subsidiaries acquired or disposed of during the year are included in the consolidated statement of profit or loss and statement of other comprehensive income from the effective date of acquisition and up to the effective date of disposal, as appropriate.

The consolidated financial statements combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary is eliminated against each other. The full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group are eliminated in full. Profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are also eliminated in full.

3.4 Basis of consolidation (continued)

Profit or loss and each component of the other comprehensive income are attributed to the owners of the company and to the non-controlling interests.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with those used by other members of the group.

All intra-group transactions, balances, income and expenses are eliminated in full on consolidation.

Changes in the group's ownership interests in subsidiaries that do not result in the group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the company.

3.5 Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred to the group, liabilities incurred by the group to the former owners of the acquiree and the equity interests issued by the group in exchange for control of the acquiree. Acquisition-related costs are recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value at the acquisition date, except for deferred taxation assets or liabilities that are recognised and measured in accordance with IAS 12 *Income Taxes*.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Measurement period adjustments are adjustments that arise from additional information obtained during the “measurement period” (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted retrospectively during the measurement period (see above), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

3.6 Goodwill

Goodwill arising on the acquisition of a subsidiary or a joint venture represents the excess of the cost of acquisition over the group’s interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of the subsidiary or joint venture recognised at the date of acquisition.

3.6 Goodwill (continued)

Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less any accumulated impairment losses.

For the purpose of impairment testing, goodwill is allocated to each of the group's cash-generating units expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period. Goodwill is assessed at each statement of financial position date for impairment.

3.7 Revenue recognition

The group recognises revenue from the following major sources:

- Revenue from tuition fees;
- Revenue from placement fees; and
- Dividend income (as recognised in the company financial statements).

Revenue is measured based on the transaction price specified in a contract with a customer. The group recognises revenue when it transfers control of a product or service to a customer.

3.7.1 Revenue from tuition fees

The group provides education services to students at schools as well as tertiary institutions. Such services include tuition, aftercare and boarding. At times, a student qualifies for a bursary or discount. The consideration (the gross amount less any bursaries and discounts awarded) for these services are recognised on a straight-line basis over the period that the service is to be rendered. Payment for these services are received either upfront, quarterly or monthly. The upfront payments give rise to fees received in advance (contract liability) which is realised over the period in which the services are delivered.

The non-refundable enrolment fees are received to perform an administrative task. The promised service is the delivery of education. Therefore, the enrolment fees have been deferred to the period over which the education services are performed and are included with fees received in advance.

For the sale of books and educational material, revenue is recognised when control of the goods has transferred which happens when the goods are handed to the customer. Payment of the transaction price is due immediately when the student purchases the goods.

3.7.2 Revenue from placement fees

The group provides recruitment services to a range of businesses. Revenue from placement fees is recognised as and when the services are rendered and candidates are successfully placed.

In certain transactions, where the group acts as an agent, revenue is recorded net of related costs.

Some placement contracts have an attributable cost (being the contractor fees paid to contractors employed by the group but placed at clients) that is directly incurred in the performance of the contract. These costs are recognised as placement costs.

3.7 Revenue recognition (continued)

3.7.3 Dividend income

Dividend income from investments are recognised when the shareholders' rights to receive payment have been established.

3.8 Leases

The group assesses whether a contract is or contains a lease, at inception of the contract. The group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the lessee uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise:

- Fixed lease payments; and
- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date.

The lease liability is presented as a separate line in the consolidated statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- The lease term has changed as a result of an extension, termination or purchase option in the lease;
- The lease payments change due to changes in an index or rate, in which cases the lease liability is remeasured by discounting the revised lease payments using an unchanged discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used); or
- A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

Right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

3.8 Leases (continued)

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. Depreciation is recorded from the commencement date of the lease.

Right-of-use assets are presented as a separate line in the consolidated statement of financial position.

Variable rents that do not depend on an index or rate are not included in the measurement of the lease liability and the right-of-use asset. The related payments are recognised as an expense in the period in which the event or condition that triggers those payments occurs.

3.9 Foreign currencies

The individual financial statements of each group entity are presented in the currency of the primary economic environment in which the entity operates (its functional currency). For the purpose of the consolidated financial statements, the results and financial position of each entity are expressed in currency units, which is the functional currency of the company, and the presentation currency for the consolidated financial statements.

In preparing the financial statements of the group and individual entities, transactions in currencies other than the entity’s functional currency (foreign currencies) are recorded at the rates of exchange prevailing on the dates of the transactions. At each statement of financial position date, monetary items denominated in foreign currencies are retranslated at the rates prevailing on the statement of financial position date.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss for the period.

For the purposes of presenting these consolidated financial statements, the assets and liabilities of the group’s foreign operations are translated into currency units using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (and attributed to non-controlling interests as appropriate).

Goodwill and fair value adjustments to identifiable assets acquired and liabilities assumed through acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

3.10 Interest income and borrowing costs

Interest income is accrued on a time basis, by reference to the principal amount outstanding at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

Borrowing costs that are not capitalised to property, plant and equipment or proprietary technology systems are recognised in profit or loss in the period in which they are incurred.

3.11 Share-based payments

The group issues equity-settled share-based payments to certain employees under the Management Share Incentive (MSI) scheme. These equity-settled share-based payments are measured at fair value (excluding the effect of non-market-based vesting conditions) at grant date. The fair value determined at the grant date of the equity-settled share-based payments is expensed over the vesting period with a corresponding movement in the share reserve, based on the group's estimate of the shares that will eventually vest. The number of shares that will eventually vest fluctuates based on performance against pre-defined performance targets, which does not include market related vesting conditions.

3.12 Taxation

Income taxation expense represents the sum of the taxation currently payable and deferred taxation.

Current taxation

The taxation currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the statement of profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The group's liability for current taxation is calculated using taxation rates that have been enacted or substantively enacted by the statement of financial position date.

Deferred taxation

Deferred taxation is recognised on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding taxation base used in the computation of taxable profit. Deferred taxation liabilities are generally recognised for all taxable temporary differences and deferred taxation assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary differences arise from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred taxation assets is reviewed at each statement of financial position date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred taxation assets and liabilities are measured at the taxation rates that are expected to apply in the period in which the liability is settled or the asset realised, based on taxation rates (and taxation laws) that have been enacted or substantively enacted by the statement of financial position date. Deferred taxation is charged or credited to profit or loss, except when it relates to items charged or credited directly to equity, in which case the deferred taxation is also dealt with in equity.

Deferred taxation assets and liabilities are offset when there is a legally enforceable right to set off current taxation assets against current taxation liabilities and when they relate to income taxes levied by the same taxation authority and the group intends to settle its current taxation assets and liabilities on a net basis.

3.13 Earnings per share

Basic earnings per share

Basic earnings per share is calculated by dividing net profit attributable to owners of the company by the weighted average number of ordinary shares in issue during the year, net of shares repurchased and the group's interest in its own ordinary shares.

Diluted earnings per share

For diluted earnings per share, the weighted average number of ordinary shares in issue, net of shares repurchased, is adjusted for the dilutive effect of potential ordinary shares. Potential ordinary shares are treated as dilutive when their conversion to ordinary shares would decrease basic earnings per share.

Headline earnings per share, normalised earnings per share and non-trading items

The presentation of headline earnings per share is mandated under the JSE Listings Requirements and is calculated in accordance with Circular 1/2023 – Headline Earnings, as issued by the South African Institute of Chartered Accountants.

Normalised earnings is a non-IFRS measure which is included to provide an additional basis on which to measure the group's normalised earnings performance. It excludes the impact of certain operational income and expense items that are not from the day-to-day operations of the business. In the current year, no adjustments were made. In the prior year this included the profit arising on the disposal of subsidiaries, legal and other corporate action costs and the impact of the remeasurement of deferred taxation as a result of the reduction of the South African company's taxation rate.

Management considers the adjustments made for headline and normalised earnings as important items for shareholders to be aware of when comparing operating profit between years. The adjustments made for headline and normalised earnings (before any taxation adjustments made in these measures) combined are identified as non-trading items. These before taxation items form part of operating profit. However, for comparative purposes management also presents operating profit before these non-trading items so that shareholders are able to get a better understanding of the operating profit that is considered to be recurring in nature.

Free operating cash flow before capex

Free operating cash flow before capex is calculated by subtracting non-cash items, repayment of lease liabilities net of taxation, and movement in working capital from profit for the year. This is a non-IFRS measure.

Free operating cash flow before capex per share

Free operating cash flow before capex per share is calculated by dividing free operating cash flow before capex by the weighted average number of ordinary shares in issue during the year, net of shares repurchased and the group's interest in its own ordinary shares.

3.14 Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment. Additions to land and buildings are recognised based on the stage of completion of the construction project. Land and work in progress assets are not depreciated. Depreciation is calculated on the straight-line basis at rates that will reduce the cost of the assets to their estimated residual values over their expected useful lives. The depreciation is recognised in profit or loss.

The annual rates for this purpose are:

Buildings	1% (The rate for astroturfs included in this category is 6.67%)
Computer equipment	25%
Computer software	33.3%
Furniture, fittings and equipment	10% – 20%
Motor vehicles	20%
Video equipment	33.3%
Leasehold improvements	Period of lease

The useful life, residual value and depreciation methods of property, plant and equipment are reviewed on an annual basis and no adjustments were required to be made to these estimates.

Items of property, plant and equipment are derecognised on disposal or when they have reached the end of their useful lives and no further economic benefits are expected to be obtained from them.

Borrowing costs incurred relating to the development of buildings and proprietary technology systems are capitalised and included in the cost of these assets until completion, less any identified impairment losses. The capitalisation rate used to determine the borrowing cost capitalised is the prevailing average borrowing rate. Depreciation of these assets, on the same basis as other buildings and proprietary technology systems, commences when the assets are ready for their intended use.

3.15 Intangible assets

Intangible assets consist of proprietary technology systems (which are internally developed) and customer bases and brand values (which are usually acquired). Proprietary technology systems are disclosed separately from other intangible assets.

Intangible assets are reported at cost or fair value (if acquired) less accumulated amortisation and accumulated impairment losses. Amortisation is charged on the straight-line basis over the estimated useful lives and is recognised in profit or loss. The estimated useful life and amortisation method are reviewed at the end of each annual reporting period, with the effect of any changes in estimate being accounted for on a prospective basis and there were no adjustments required to be made in the current year.

Due to their nature, certain brand values have been identified as having an indefinite useful life on the basis that there is no foreseeable end to the period over which the asset will generate economic benefits. The key factor in assessing the useful life as indefinite is the reputation of a school which increases over time as it becomes entrenched in its community.

3.16 Impairment of tangible and intangible assets, excluding goodwill

At each statement of financial position date, the group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount (which is the higher of the value in use or the fair value less costs of disposal) of the asset is estimated in order to determine the extent of the impairment loss if any. The fair value less costs of disposal is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less the incremental costs of disposing of the asset. The value in use calculation is based on a DCF model.

3.17 Cash and cash equivalents

Cash and cash equivalents are measured at amortised cost and comprise cash on hand net of outstanding bank overdrafts and demand deposits and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

3.18 Share purchases

The Independent Institute of Education Proprietary Limited and ADvTECH Resourcing Proprietary Limited hold shares in the company to be used for the settlement of their obligations under their share incentive schemes. Shares held by the group are disclosed separately as treasury shares.

3.19 Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument.

With the exception of trade receivables that do not contain a significant financing component or for which the group has applied the practical expedient, the group initially measures a financial asset or financial liability at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVTPL), transaction costs. Trade receivables that do not contain a significant financing component or for which the group has applied the practical expedient are measured at the transaction price. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

3.19.1 Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value depending on the classification of the financial assets.

3.19.1.1 Classification of financial assets

Financial assets are classified as subsequently measured at amortised cost as:

- the financial asset is held by the group whose objective is to hold financial assets in order to collect contractual cash flows; and

3.19 Financial instruments (continued)

3.19.1 Financial assets (continued)

- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

By default, all other financial assets are subsequently measured at FVTPL.

3.19.1.2 Amortised cost and effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and allocating interest income over the relevant period.

For financial instruments other than purchased or originated credit-impaired financial assets, the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition. For purchased or originated credit-impaired financial assets, a credit-adjusted effective interest rate is calculated by discounting the estimated future cash flows, including expected credit losses, to the amortised cost of the debt instrument on initial recognition.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. On the other hand, the gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost. For financial instruments other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset. If, in subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset. Interest income is recognised in profit or loss and is included in the ‘interest earned’ line item.

3.*19.1.3 Foreign exchange gains and losses*

The carrying amount of financial assets that are denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. For financial assets measured at amortised cost, exchange differences are recognised in profit or loss and disclosed in note 5 in the line items ‘foreign exchange gains’ and ‘foreign exchange losses’.

3.19.1.4 Impairment of financial assets

The amount of expected credit losses (ECL) is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument. The group recognises lifetime ECL for trade receivables using the simplified approach.

3.19 Financial instruments (continued)

3.19.1 Financial assets (continued)

3.19.1.4 Impairment of financial assets (continued)

The ECL on these financial assets is estimated using a provision calculation based on the group's historical credit loss experience as well as relevant forward looking information such as the operational environment affecting the education and recruitment industries as described in note 20.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of a financial instrument. In contrast, 12 months ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

Based on the above, the group has a credit risk grading framework against which financial assets are assessed for ECL. The current credit risk grading framework comprises the following categories:

Category	Description	Basis for recognising ECL
Trade receivables: Education institutions		
Performing	The counterparty has a low risk of default as the student is still in attendance and regular payments are received.	Lifetime ECL – not credit-impaired
In default	- Amount is greater than 30 days past due and the student is no longer in attendance but payments are still being received; or - The student is still in attendance but regular payments are not received.	Lifetime ECL – credit-impaired
Write-off	The student is no longer in attendance and no payments are being received.	Amount is written off
Trade receivables: Resourcing		
Performing & overdue	The counterparty has a low risk of default. Amounts could be greater than 30 days but default is not expected.	Lifetime ECL – not credit-impaired
In default	Legal credit collection steps have been instituted and there is evidence indicating the asset is credit-impaired.	Lifetime ECL – credit-impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the group has no realistic prospect of recovery.	Amount is written off

3.19 Financial instruments (continued)

3.19.1 Financial assets (continued)

3.19.1.4 Impairment of financial assets (continued)

Other financial assets and company receivables (using the general approach)		
Performing	The counterparty has a low risk of default and does not have any past-due amounts.	12 months ECL
Overdue	Amount is greater than 30 days past due and/or there has not been a significant increase in credit risk since initial recognition.	Lifetime ECL – not credit-impaired
In default	Amount is greater than 90 days past due or there is evidence indicating the asset is credit impaired.	Lifetime ECL – credit-impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the group has no realistic prospect of recovery.	Amount is written off

The group considers that a default event on a financial asset has occurred prior to the aging reaching 90 days and, hence, the 90 day presumption is not applicable.

3.19.1.5 Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward looking information considered includes the future prospects of the industries in which the group's debtors operate as well as consideration of various external sources of actual and forecast economic information that relate to the group's core operations, namely the education and recruitment industries.

3.19.1.6 Definition of default

The group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet the following criteria are generally not recoverable:

- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the group, in full.

Irrespective of the above analysis, the group considers that default has occurred when the credit risk grading framework "In default" category is satisfied, unless the group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

3.19 Financial instruments (continued)

3.19.1 Financial assets (continued)

3.19.1.7 Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

3.19.1.8 Write-off policy

The group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery. For educational trade receivables factors that indicate that there is no realistic prospect of recovering the debt include payment patterns, e.g., irregular payments, as well as whether the student is still attending classes. For resourcing trade receivables factors that indicate that there is no realistic prospect of recovery include when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Another indicator is when the credit risk grading framework "write-off" category is satisfied. Financial assets written off may still be subject to enforcement activities under the group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

3.19.1.9 Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date.

For financial assets, the ECL is estimated as the difference between all contractual cash flows that are due to the group in accordance with the contract and all the cash flows that the group expects to receive, discounted at the original effective interest rate.

Where lifetime ECL is measured on a collective basis to cater for cases where evidence of significant increases in credit risk at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

- nature of financial instruments (i.e. the group's trade and other receivables and amounts due from customers are each assessed as a separate group. Loans to related parties are assessed for ECL on an individual basis);
- past-due status;
- nature, size and industry of debtors; and
- external credit ratings where available.

3.19 Financial instruments (continued)

3.19.1 Financial assets (continued)

3.19.1.9 Measurement and recognition of ECL (continued)

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

The group recognises an impairment loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

3.19.1.10 Derecognition of financial assets

The group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the group retains substantially all the risks and rewards of ownership of a transferred financial asset, the group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

3.19.2 Financial liabilities and equity instruments

3.19.2.1 Classification as debt or equity

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

3.19.2.2 Equity instruments

An equity instrument in the group consists of stated capital and share based payment instruments. Equity instruments issued by the group are recognised at the proceeds received, net of direct issue costs.

No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the company's own equity instruments.

3.19 Financial instruments (continued)

3.19.2 Financial liabilities and equity instruments (continued)

3.*19.2.3 Financial liabilities*

All financial liabilities currently held in the group and company are subsequently measured at amortised cost using the effective interest method.

3.19.2.3a Financial liabilities subsequently measured at amortised cost

Financial liabilities that are not contingent consideration of an acquirer in a business combination, are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

3.19.2.3b Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments. These foreign exchange gains and losses are recognised in profit or loss in note 5 in the line items 'foreign exchange gains' and 'foreign exchange losses'.

3.19.2.3c Derecognition of financial liabilities

The group derecognises financial liabilities when, and only when, the group's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

3.20 Critical accounting judgements and key sources of estimation uncertainty

Impairment of assets

An assessment of impairment at a cash-generating unit level for tangible and intangible assets, as well as individual assessments of goodwill and financial assets (including related provisions), is performed at the end of each reporting period.

The critical estimates used in individual impairment assessments of assets are the factors relating to the technical, economic and business circumstances which affect the inputs applied in determining the recoverable amount of the respective assets. Refer to notes 15 and 16.

Expected credit loss allowance

An assessment of impairment of trade receivables is performed at the end of each reporting period based on various factors as disclosed in note 20. Management judgement is required on estimating such information.

3.20 Critical accounting judgements and key sources of estimation uncertainty (continued)

Useful lives and residual values of property, plant and equipment and intangible assets

Management judgement and assumptions are necessary in estimating the methods of depreciation/amortisation, useful lives and residual values of property, plant and equipment and intangible assets. The group reassesses the estimated useful lives and residual values of components of property, plant and equipment and intangible assets on an ongoing basis and makes appropriate changes as and when necessary. Indefinite useful lives are allocated to intangible assets if there is no foreseeable limit to the period over which the group expects to consume the future economic benefits embodied in the intangible asset.

3.21 Standards not yet effective

At the date of the authorisation of these financial statements, the following standards were in issue but not yet effective:

IFRS 7	*Financial instruments: Disclosures:* Supplier finance arrangements: The amendment supplements existing disclosure requirements by requiring a company to disclose specific information about its supplier finance arrangements that enables users of financial statements to assess the effects of those arrangements on the company’s liabilities and cash flows and on the company’s exposure to liquidity risk.	Annual period beginning on or after 1 January 2024
IFRS 16	*Leases:* Lease liability in a sale and leaseback: The narrow-scope amendment requires a seller-lessee in a sale and leaseback transaction to determine ‘lease payments’ or ‘revised lease payments’ in a way that the seller-lessee would not recognise any amount of a gain or loss relating to the right of use retained by the seller-lessee. The new requirement does not prevent the seller-lessee from recognising in profit or loss any gain or loss relating to the partial or full termination of a lease.	Annual period beginning on or after 1 January 2024
IAS 1	*Presentation of Financial Statements:* Classification of liabilities as current or non-current: narrow-scope amendments to IAS 1 to clarify how to classify debt and other liabilities as current or non-current.	Annual period beginning on or after 1 January 2024
IAS 1	*Presentation of Financial Statements:* Non-current liabilities with covenants: The amendment clarifies that only covenants with which an entity is required to comply on or before the reporting date affect the classification of a liability as current or non-current, with additional guidance to explain how an entity should disclose information in the notes to understand the risk that non-current liabilities with covenants could become repayable within twelve months.	Annual period beginning on or after 1 January 2024
IAS 7	*Statement of cashflows:* Supplier finance arrangements: The amendment supplements existing disclosure requirements by requiring a company to disclose specific information about its supplier finance arrangements that enables users of financial statements to assess the effects of those arrangements on the company’s liabilities and cash flows and on the company’s exposure to liquidity risk.	Annual period beginning on or after 1 January 2024

3.21 Standards not yet effective (continued)

IAS 21	*The effects of changes in foreign exchange rates*: Lack of exchangeability: The amendments require an entity to apply a consistent approach to assessing whether a currency is exchangeable into another currency and, when it is not, to determining the exchange rate to use and the disclosures to provide.	Annual period beginning on or after 1 January 2025

The group intends to adopt the above standards at the start of the financial period following the effective date. None of the standards that have been published, but not yet effective, are expected to have a significant impact on the amounts recorded in the financial statements.

	Audited 2023 R'm	Audited 2022 R'm

4. Revenue from contracts with customers

The group derives its revenue from the transfer of services in the following major income streams. This is consistent with the revenue information that is disclosed for each reportable segment under IFRS 8 (see consolidated segmental report):

	2023 R'm	2022 R'm
Education services - Schools*	**3 190.6**	2 825.8
Tuition fees	**3 217.3**	2 866.3
Bursaries and discounts	**(175.9)**	(175.4)
Boarding fees	**52.5**	43.4
Enrolment and application fees	**40.1**	36.1
Extramural activities and aftercare	**56.5**	54.8
Education material and uniforms	**0.1**	0.6
Education services - Tertiary*	**2 988.3**	2 727.6
Tuition fess	**3 009.3**	2 747.2
Bursaries and discounts	**(67.1)**	(50.1)
Boarding fees	**15.0**	11.4
Enrolment and application fees	**31.1**	19.1
Placement fees	**1 681.0**	1 407.2
	7 859.9	6 960.6

Timing of revenue recognition

Over time

	2023 R'm	2022 R'm
Tuition fees, boarding fees, enrolment and application fees and extramural activities and aftercare	**6 178.8**	5 552.8

At a point in time

	2023 R'm	2022 R'm
Educational material and uniforms and placement fees	**1 681.1**	1 407.8
Total	**7 859.9**	6 960.6

** In order to improve disclosure, revenue has been further disaggregated. The prior year has also been presented on this basis.*

	Notes	Audited 2023 R'm	Audited 2022 R'm

5. Operating profit before interest

Operating profit before interest is stated after taking the following into account:

	Notes	2023 R'm	2022 R'm
Other operating expenses includes the following:			
Auditors' remuneration		**19.1**	18.5
- Current year audit fee		**18.6**	18.3
- Non-audit services		**0.5**	0.2
Advertising*		**187.3**	192.2
Repairs and maintenance*		**159.3**	147.0
Educational costs*		**220.2**	171.8
Foreign exchange gains		**(43.5)**	(34.8)
Foreign exchange losses		**1.7**	2.0
Professional fees		**56.7**	46.2
Net profit on disposal of property, plant and equipment		**(1.2)**	(11.4)
Profit on disposal of subsidiaries		**-**	(3.1)
Depreciation and amortisation includes the following:			
Amortisation		**25.1**	23.6
-Proprietary technology systems	13	**17.7**	16.0
-Other intangible assets	16	**7.4**	7.6
Depreciation - property, plant and equipment	12	**221.4**	184.4
- Buildings		**30.7**	26.1
- Computer equipment		**68.5**	55.4
- Computer software		**0.5**	1.4
- Furniture, fittings and equipment		**62.3**	54.8
- Motor vehicles		**3.4**	4.6
- Video equipment		**6.5**	5.9
- Leasehold improvements		**49.5**	36.2
Depreciation - right-of-use assets	14	**137.9**	137.7
Total depreciation and amortisation		**384.4**	345.7
Rent and occupancy costs includes the following:			
Lease charges		**53.9**	50.4
- Expense related to short term leases		**30.1**	28.5
- Expense relating to variable lease payments not included in the measurement of lease liabilities		**20.6**	20.0
- Expense related to low value assets		**3.2**	1.9
Rental income		**(34.2)**	(30.4)
Directors' emoluments		**22.9**	20.7
- For services as directors	35	**4.7**	3.8
- VAT on non-executive director fees	35	**0.5**	0.4
- For managerial and other services	35	**9.4**	8.8
- Bonuses*	35	**8.3**	7.7
Pension and provident fund contributions		**173.9**	145.6
Share-based payment expense	24	**-**	0.4
Management share incentive scheme expense	25	**39.5**	36.5
Staff costs		**2 662.3**	2 397.8
Total staff costs		**2 898.6**	2 601.0

* In order to improve disclosure, additional line items in other operating expenses and staff costs have been presented. The prior year has also been presented on this basis.

	Note	Audited 2023 R'm	Audited 2022 R'm

6. Net finance costs

6.1 Interest earned

	Note	2023 R'm	2022 R'm
Call accounts		**10.4**	3.7
Current accounts		**4.9**	3.2
South African Revenue Service and other revenue authorities		**0.9**	0.4
Other		**0.9**	0.1
		17.1	7.4

6.2 Finance costs incurred

	Note	2023 R'm	2022 R'm
Bank loans		**(85.9)**	(75.9)
Bank loans facility fees		**(0.3)**	(0.7)
Bank overdrafts		**(0.5)**	(0.9)
South African Revenue Service and other revenue authorities		**-**	(1.3)
Acquisition liabilities		**(4.8)**	(4.7)
Other		**(0.2)**	(0.5)
		(91.7)	(84.0)

6.3 Finance costs on lease liabilities

	Note	2023 R'm	2022 R'm
Finance costs on lease liabilities	31	**(115.1)**	(96.0)
Net finance costs		**(189.7)**	(172.6)

	Note	Audited 2023 R'm	Audited 2022 R'm

7. Taxation

7.1 Taxation expense comprises

	Note	2023 R'm	2022 R'm
Current taxation - current year		**381.4**	348.5
- prior year under provision		**7.4**	-
Deferred taxation - current year	17	**1.5**	(11.3)
- prior year under/(over) provision	17	**0.1**	(0.7)
- remeasurement of deferred taxation due to rate change	17	**-**	(4.2)
Total taxation expense		**390.4**	332.3

Estimated taxation losses for the group carried forward at year-end were R222.1 million (2022: R259.4 million). A rand equivalent amount of R171.6 million (2022: R222.1 million) relates to Crawford International School in Kenya which had accelerated allowances relating to the construction of buildings allowing a taxation write-off over 2 years during the early years of construction.

Deferred taxation assets relating to taxation losses to the value of R6.5 million (2022: R5.0 million) have not been raised in the group.

7.2 Reconciliation of taxation

	2023 R'm	2022 R'm
Profit before taxation	**1 388.6**	1 174.2
Taxation at 27% (2022:28%)	**374.9**	328.8
Foreign taxation effect	**(13.4)**	(11.8)
Taxation at effective normal tax rate of 26% (2022: 27%)	**361.5**	317.0
Permanent differences	**21.4**	20.2
Disallowable expenditure - depreciation on buildings and amortisation of leasehold improvements	**14.9**	11.9
Disallowable expenditure - legal, consulting and other	**2.6**	2.9
Disallowable expenditure - foreign entities	**4.8**	7.8
Exempt income*	**(0.9)**	(2.4)
Current taxation - prior year under provision	**7.4**	-
Deferred taxation - prior year under/(over) provision	**0.1**	(0.7)
- remeasurement of deferred taxation due to rate change	**-**	(4.2)
Taxation expense recognised in profit	**390.4**	332.3
Effective taxation rate	28.1%	28.3%

** The majority of the exempt income relates to equity accounted earnings (2022: equity accounted earnings, profit on disposal of subsidiaries and profit on disposal of property, plant and equipment in Kenya).*

	Audited 2023 R'm	Audited 2022 R'm

8. Earnings per share

The calculation of the weighted average number of shares for basic and diluted earnings per share, headline earnings per share and normalised earnings per share attributable to equity holders is based on the following data:

	Audited 2023 R'm	Audited 2022 R'm
Number of shares		
Weighted average number of shares ('m)	**554.9**	554.5
Less: Weighted average number of shares held by the group ('m)	**(9.6)**	(12.4)
Weighted average number of shares for purposes of basic earnings per share ('m)	**545.3**	542.1
Dilutive effect of share awards ('m)	**4.0**	5.5
Weighted average number of shares for purposes of diluted earnings per share ('m)	**549.3**	547.6
Earnings		
Earnings for the purpose of basic and diluted earnings per share	**951.0**	805.4
Earnings per share		
Basic (cents)	**174.4**	148.6
Diluted (cents)	**173.1**	147.1

9. Headline earnings per share

	Audited 2023 R'm Gross	Audited 2023 R'm Net	Audited 2022 R'm Gross	Audited 2022 R'm Net
Earnings				
Earnings for the purpose of basic and diluted earnings per share		**951.0**		805.4
Items excluded from headline earnings per share	**(1.2)**	**(0.9)**	(14.5)	(11.3)
Profit on disposal of property, plant and equipment	**(1.2)**	**(0.9)**	(11.4)	(8.2)
Profit on disposal of subsidiaries	**-**	**-**	(3.1)	(3.1)
Earnings for the purpose of basic and diluted headline earnings per share		**950.1**		794.1
Headline earnings per share				
Basic (cents)		**174.2**		146.5
Diluted (cents)		**173.0**		145.0

10. Normalised earnings per share

	Audited 2023 R'm Gross	Audited 2023 R'm Net	Audited 2022 R'm Gross	Audited 2022 R'm Net
Earnings				
Earnings for the purpose of basic and diluted headline earnings per share		**950.1**		794.1
Items excluded from normalised earnings per share	**-**	**-**	0.2	(4.0)
Corporate action costs	**-**	**-**	0.2	0.2
Remeasurement of deferred taxation due to rate change	**-**	**-**	-	(4.2)
Earnings for the purpose of basic and diluted normalised earnings per share		**950.1**		790.1
Normalised earnings per share				
Basic (cents)		**174.2**		145.7
Diluted (cents)		**173.0**		144.3

	Audited 2023 R'm	Audited 2022 R'm

11. Dividends

	2023 R'm	2022 R'm
Final dividend No 25 paid on 24 April 2023: 37.0 cents per share (2022: 31.0 cents per share)	**205.2**	171.9
Interim dividend No 26 paid on 18 September 2023: 30.0 cents per share (2022: 23.0 cents per share)	**166.7**	127.5
Dividend attributable to shares held by the group	**(0.6)**	(1.0)
Dividends declared by subsidiaries to non-controlling interests	**44.2**	22.3
Total dividends	**415.5**	320.7

On 20 March 2024 the directors declared a dividend No 27 of 57.0 cents per share payable on 22 April 2024 to shareholders registered on the record date, being 19 April 2024.

Analysis of dividends per share declared:

	2023	2022
Interim	**30.0**	23.0
Final	**57.0**	37.0
	87.0	60.0

2023	1 Jan 2023 R'm	Reallocations R'm	Additions R'm	Disposals R'm	Foreign currency effect R'm	**31 Dec 2023 R'm**
	Cost					

12. Property, plant and equipment

2023	1 Jan 2023 R'm	Reallocations R'm	Additions R'm	Disposals R'm	Foreign currency effect R'm	**31 Dec 2023 R'm**
Land and buildings	4 876.1	(4.1)	316.3	(16.4)	(33.9)	**5 138.0**
Computer equipment	424.1	2.4	135.5	(35.7)	(2.3)	**524.0**
Computer software	15.9	(0.4)	0.4	(5.4)	0.2	**10.7**
Furniture, fittings and equipment	426.9	3.3	94.0	(18.8)	(3.7)	**501.7**
Motor vehicles	59.0	-	3.2	(4.8)	(0.2)	**57.2**
Video equipment	25.5	-	9.7	(0.7)	(0.8)	**33.7**
Leasehold improvements	755.4	(1.2)	92.0	(15.1)	(3.7)	**827.4**
	6 582.9	-	651.1	(96.9)	(44.4)	**7 092.7**

Accumulated depreciation and impairment

	1 Jan 2023 R'm	Reallocations R'm	Depreciation R'm	Disposals R'm	Foreign currency effect R'm	**31 Dec 2023 R'm**
Land and buildings	199.4	(1.1)	30.7	(0.3)	(2.4)	**226.3**
Computer equipment	298.1	-	68.5	(34.8)	(1.8)	**330.0**
Computer software	12.9	(0.1)	0.5	(5.3)	0.1	**8.1**
Furniture, fittings and equipment	249.2	1.2	62.3	(18.6)	(2.1)	**292.0**
Motor vehicles	50.5	-	3.4	(4.8)	(0.2)	**48.9**
Video equipment	15.7	-	6.5	(0.7)	(0.3)	**21.2**
Leasehold improvements	214.0	-	49.5	(8.7)	(0.4)	**254.4**
	1 039.8	-	221.4	(73.2)	(7.1)	**1 180.9**

	Note	**Net book value 31 Dec 2023 R'm**	Net book value 31 Dec 2022 R'm
Land and buildings		**4 911.7**	4 676.7
Computer equipment		**194.0**	126.0
Computer software		**2.6**	3.0
Furniture, fittings and equipment		**209.7**	177.7
Motor vehicles		**8.3**	8.5
Video equipment		**12.5**	9.8
Leasehold improvements		**573.0**	541.4
		5 911.8	5 543.1
Reclassified as non-current assets held for sale	22	**-**	(15.5)
Cost		**-**	(15.5)
Accumulated depreciation		**-**	-
		5 911.8	5 527.6

Included in land and buildings is an amount of R19.3 million (2022: R41.2 million) which relates to buildings that are still in progress.

Included in leasehold improvements is an amount of R15.9 million (2022: R22.2 million) which relates to improvements that are still in progress.

The amount of borrowing costs capitalised to current year additions amounted to R4.3 million (2022: R5.6 million) at an average capitalisation rate of 9.3% (2022: 6.6%).

Although property, plant and equipment are held under the cost model, the group obtained an independent valuation of its fixed property during 2022. The valuation was conducted by the Quadrant Property Group, a group of independent sworn valuators. Their valuation based on present land use amounted to R6 563.7 million, a premium of R1 652.0 million or 34% over book value as at December 2023. The previous valuation conducted during 2019 valued the group's fixed property at R5 407.1 million. The fair value is determined using the present value of future cash flows and is level 3 on the fair value hierarchy. There were no material changes to information and assumptions used by the valuators.

Valuations are done on a triennial basis with the next valuation due in 2025.

Land and buildings having a net book value of R2 932.2 million (2022: R2 836.3 million) have been mortgaged as security for the banking facilities (refer to notes 26, 27 and 36).

12. Property, plant and equipment (continued)

2022	Cost 1 Jan 2022 R'm	Additions R'm	Disposals R'm	Disposal of subsidiary R'm	Foreign currency effect R'm	31 Dec 2022 R'm
Land and buildings	4 544.6	353.5	(13.0)	-	(9.0)	4 876.1
Computer equipment	403.0	83.9	(62.2)	(0.2)	(0.4)	424.1
Computer software	16.2	1.0	(1.5)	-	0.2	15.9
Furniture, fittings and equipment	377.8	86.1	(36.2)	(0.1)	(0.7)	426.9
Motor vehicles	57.7	3.7	(2.3)	-	(0.1)	59.0
Video equipment	18.4	8.8	(1.5)	-	(0.2)	25.5
Leasehold improvements	584.7	173.5	(2.2)	-	(0.6)	755.4
	6 002.4	710.5	(118.9)	(0.3)	(10.8)	6 582.9

	Accumulated depreciation and impairment 1 Jan 2022 R'm	Depreciation R'm	Disposals R'm	Disposal of subsidiary R'm	Foreign currency effect R'm	31 Dec 2022 R'm
Land and buildings	174.9	26.1	(1.3)	-	(0.3)	199.4
Computer equipment	303.7	55.4	(60.6)	(0.1)	(0.3)	298.1
Computer software	12.9	1.4	(1.5)	-	0.1	12.9
Furniture, fittings and equipment	228.3	54.8	(33.5)	(0.1)	(0.3)	249.2
Motor vehicles	48.2	4.6	(2.2)	-	(0.1)	50.5
Video equipment	11.4	5.9	(1.5)	-	(0.1)	15.7
Leasehold improvements	179.4	36.2	(1.6)	-	-	214.0
	958.8	184.4	(102.2)	(0.2)	(1.0)	1 039.8

	Note	Net book value 31 Dec 2022 R'm	31 Dec 2021 R'm
Land and buildings		4 676.7	4 369.7
Computer equipment		126.0	99.3
Computer software		3.0	3.3
Furniture, fittings and equipment		177.7	149.5
Motor vehicles		8.5	9.5
Video equipment		9.8	7.0
Leasehold improvements		541.4	405.3
		5 543.1	5 043.6
Reclassified as non-current assets held for sale	22	(15.5)	(8.6)
Cost		(15.5)	(10.0)
Accumulated depreciation		-	1.4
		5 527.6	5 035.0

	Audited 2023 R'm	Audited 2022 R'm

13. Proprietary technology systems

	Audited 2023 R'm	Audited 2022 R'm
Cost		
Balance at beginning of the year	**233.7**	218.3
Additions	**22.2**	15.4
Disposals	**(58.2)**	-
Balance at end of the year	**197.7**	233.7
Accumulated amortisation		
Balance at beginning of the year	**123.1**	107.1
Amortisation expense	**17.7**	16.0
Disposals	**(58.2)**	-
Balance at end of the year	**82.6**	123.1
Carrying amount		
At beginning of the year	**110.6**	111.2
At end of the year	**115.1**	110.6

The student academic management system for schools and tertiary forms the bulk of the amount above. Useful lives of between six and ten years are used in the calculation of amortisation on a straight-line basis.

Included in proprietary technology systems is an amount of R21.9 million (2022: R24.0 million) which relates to systems that are still under development.

14. Right-of-use assets

2023	1 Jan 2023 R'm	Foreign currency effect R'm	Additions and modifications R'm	Terminations R'm	**31 Dec 2023 R'm**
Cost					
Land and buildings	1 138.9	(12.0)	269.2	(76.4)	**1 319.7**
Motor vehicles	1.4	-	-	(1.4)	**-**
	1 140.3	(12.0)	269.2	(77.8)	**1 319.7**

	1 Jan 2023 R'm	Foreign currency effect R'm	Depreciation R'm	Terminations R'm	**31 Dec 2023 R'm**
Accumulated depreciation					
Land and buildings	369.7	(3.0)	137.7	(76.4)	**428.0**
Motor vehicles	1.2	-	0.2	(1.4)	**-**
	370.9	(3.0)	137.9	(77.8)	**428.0**

	Net book value 31 Dec 2023 R'm	Net book value 31 Dec 2022 R'm
Land and buildings	**891.7**	769.2
Motor vehicles	**-**	0.2
	891.7	769.4

The group leases several land and buildings from which it conducts its operations. The leases range from 1 year to 36 years depending on the type of operation. Additions in the current year mainly consist of renewed leases on land and buildings.

Approximately 9% (2022: 18%) of the leases for land and buildings and motor vehicles expired in the current financial year. Where appropriate, the expired contracts were replaced by new leases for identical underlying assets. The maturity analysis of lease liabilities is presented in note 31.

Some of the property leases in which the group is the lessee contain variable lease payment terms that are linked to revenue generated from tuition fees and is used to reduce the fixed costs of those businesses. The amount of variable lease payments are disclosed in note 5.

Overall the variable payments constitute up to 10% (2022: 10%) of the group’s entire lease payments. The variable payments depend on sales and consequently on the overall economic development over the next few years.

There are certain leases within the group which have extension clauses. Where it is reasonably certain that these will be exercised, the extension term has been included in the determination of the right-of-use assets.

The total cash outflow for leases amounted to R 246.7 million (2022: R 244.6 million).

As at 1 January 2024, the group entered into various leases, which had not commenced by the year-end and as a result, lease liabilities and right-of-use assets have not been recognised for these leases. The lease liability and right-of-use assets relating to these leases will be R 138.1 million.

14. Right-of-use assets (continued)

	Cost				
2022	1 Jan 2022 R'm	Foreign currency effect R'm	Additions and modifications R'm	Terminations R'm	31 Dec 2022 R'm
Land and buildings	930.4	(2.2)	299.2	(88.5)	1 138.9
Motor vehicles	1.4	-	-	-	1.4
	931.8	(2.2)	299.2	(88.5)	1 140.3

	Accumulated depreciation				
	1 Jan 2022 R'm	Foreign currency effect R'm	Depreciation R'm	Terminations R'm	31 Dec 2022 R'm
Land and buildings	318.5	(0.5)	137.4	(85.7)	369.7
Motor vehicles	0.9	-	0.3	-	1.2
	319.4	(0.5)	137.7	(85.7)	370.9

	Net book value	
	31 Dec 2022 R'm	31 Dec 2021 R'm
Land and buildings	769.2	611.9
Motor vehicles	0.2	0.5
	769.4	612.4

	Audited 2023 R'm	Audited 2022 R'm

15. Goodwill

Cost		
Balance at beginning of the year	**1 454.4**	1 461.2
Disposal of subsidiaries	**-**	(3.4)
Foreign currency effect	**(19.7)**	(3.4)
Balance at end of the year	**1 434.7**	1 454.4

The group tests goodwill annually for impairment, or more frequently if there are indications that goodwill might be impaired.

When testing goodwill for impairment, the recoverable amounts of the cash-generating units (CGUs) are determined using value-in-use calculations taking into account estimated discount rates and growth rates. Goodwill is allocated to each CGU depending on the nature of the underlying business and the cash flows which support the recognition of the goodwill.

Cash flow projections for financial forecasts are based on expected revenue, operating margins, working capital requirements and capital expenditure. These are in line with the three year budgets which have been approved by the directors. The future cash flows are determined by taking the actual cash flow for the current year inflated by an expected growth rate for the CGU being considered. The future cash flows are supported by the underlying student numbers which are in line with expectations. Growth rates applied are determined based on past experience and industry trends relating to the CGU. Growth rates can fluctuate from year to year based on the assumptions used to determine these rates.

The discount rates present the current market assessment of the risks for each CGU, taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow projections. The discount rate calculations are derived from the weighted average cost of capital and takes into account both the cost of debt and the cost of equity. The cost of equity was arrived at by using the capital asset pricing model (CAPM) which, where necessary, takes into account an equity risk premium. The CAPM uses market betas of comparable entities in arriving at the cost of equity. The cost of debt is based on the interest-bearing borrowings the group is obliged to service.

The key assumptions used are as follows:

2023

Cash-generating unit	Goodwill R'm	Indefinite life intangible assets R'm	Period of projected cash flows Years	Applied growth rate %	Terminal growth rate %	Pre-taxation discount rate %	Post-taxation discount rate %
Schools - South Africa	**1 095.0**	**84.6**	**5**	**7.0**	**6.0**	**16.37**	**13.82**
Schools - Rest of Africa*	**140.8**	**15.0**	**5**	**14.0**	**6.0**	**19.40**	**16.55**
Tertiary	**167.7**	**-**	**5**	**6.0**	**6.0**	**17.00**	**13.82**
Resourcing - South Africa	**4.3**	**-**	**5**	**6.0**	**6.0**	**14.73**	**14.38**
Resourcing - Rest of Africa	**26.9**	**-**	**5**	**6.0**	**6.0**	**15.83**	**14.51**
	1 434.7	**99.6**					

2022

Cash-generating unit	Goodwill R'm	Indefinite life intangible assets R'm	Period of projected cash flows Years	Applied growth rate %	Terminal growth rate %	Pre-taxation discount rate %	Post-taxation discount rate %
Schools - South Africa	1 095.0	84.6	5	7.0	6.0	15.90	13.57
Schools - Rest of Africa*	161.5	17.0	5	14.0	6.3	16.21	14.34
Tertiary	167.7	-	5	6.0	6.0	18.53	14.96
Resourcing - South Africa	4.3	-	5	6.0	6.0	23.37	16.90
Resourcing - Rest of Africa	25.9	-	5	6.0	6.3	20.63	18.86
	1 454.4	101.6					

** Higher growth rates are used in the Schools - Rest of Africa CGU as these are new schools that will grow faster in the early years.*

Goodwill acquired is allocated to the group's CGUs, or groups of CGUs, that are expected to benefit from the synergies of the combination. The CGUs represent the lowest level within the group at which goodwill is monitored for internal management purposes. These CGUs are used for the purpose of performing the goodwill impairment calculations.

The estimated recoverable amounts of the CGUs exceeded their carrying value. Due to the headroom available, a 10% variation to management's cash flow estimates would not impact the result of the recoverable amount exceeding the carrying value. Management have used a reasonable possible variation of 10% in the determination of the sensitivity of the key inputs. On the discount rates, a 5% variation would not result in the recoverable amount falling below the carrying amount. These variations have been deemed reasonable based on management's analysis of the inputs and as such this provides relevant and sufficient guidance on the sensitivity of goodwill.

The directors were satisfied that there were no impairment adjustments required to goodwill and intangible assets.

16. Other intangible assets

	Note	Customer bases R'm	Brand values R'm	**Total audited R'm**
Cost				
Balance at 1 January 2022		160.8	151.6	**312.4**
Disposals		(1.9)	(0.3)	**(2.2)**
Foreign currency effect		(2.4)	(0.7)	**(3.1)**
Balance at 1 January 2023		156.5	150.6	**307.1**
Disposals of zero net book value intangibles		(63.1)	(11.9)	**(75.0)**
Foreign currency effect		(0.6)	(1.9)	**(2.5)**
At 31 December 2023		92.8	136.8	**229.6**
Accumulated amortisation and impairment				
Balance at 1 January 2022		110.6	45.8	**156.4**
Disposals		(1.9)	(0.3)	**(2.2)**
Amortisation expense	5	6.4	1.2	**7.6**
Balance at 1 January 2023		115.1	46.7	**161.8**
Disposals of zero net book value intangibles		(63.1)	(11.9)	**(75.0)**
Amortisation expense	5	6.4	1.0	**7.4**
At 31 December 2023		58.4	35.8	**94.2**
Carrying amount				
As at 31 December 2022		41.4	103.9	**145.3**
As at 31 December 2023		34.4	101.0	**135.4**

The following useful lives are used in the calculation of amortisation on a straight-line basis:

	Total useful life	**Remaining useful life**
Customer bases	10 to 15 years	1 to 9 years
Brand values	5 to 10 years, indefinite life	3 years, indefinite life

The key factor in assessing the useful life as indefinite is the reputation of a school which increases over time and is evidenced by increasing student numbers as it becomes entrenched in its community. The value of a school brand would increase as the school builds its reputation. The brand value of various schools acquired having a carrying amount of R99.6 million (2022: R101.6 million) have an indefinite life. The appropriateness of the indefinite useful life is assessed annually. Refer to note 15 for details of the assumptions applied in assessing the indefinite useful life intangible assets for impairment.

	Note	Audited 2023 R'm	Audited 2022 R'm

17. Deferred taxation

	Note	Audited 2023 R'm	Audited 2022 R'm
Opening deferred taxation		**(82.1)**	(98.3)
	7	**(1.5)**	11.3
Current year temporary differences		**(0.7)**	12.6
Foreign currency effect		**(0.8)**	(1.3)
Foreign currency effect on opening balances		**(4.9)**	-
Prior year (under)/over provision	7	**(0.1)**	0.7
Remeasurement of deferred taxation due to rate change	7	**-**	4.2
Balance at end of the year		**(88.6)**	(82.1)
The deferred tax balance is disclosed as follows:			
Deferred taxation assets		**39.5**	45.3
Deferred taxation liabilities		**(128.1)**	(127.4)
		(88.6)	(82.1)

Deferred taxation assets of R58.6 million (2022: R71.9 million) relating to taxation losses were raised in businesses where it is probable (based on current performance and approved forecasts) that sufficient taxable profits will be available in future to utilise the taxation losses.

Deferred taxation assets relating to temporary differences (other than taxation losses) arising in profitable businesses are recognised as it is probable that sufficient taxable profits will be available in future to realise these assets.

	Audited 2023 R'm	Audited 2022 R'm
The balance comprises:		
Deferred and prepaid expenditure	**(6.4)**	(5.8)
Allowance for future expenditure (S24C)	**(100.0)**	(95.8)
Fees received in advance	**100.6**	96.6
Commercial building allowance	**(145.0)**	(123.7)
Allowance for doubtful debts	**65.9**	71.6
Leave pay accrual	**11.5**	9.4
Other	**0.5**	-
Property, plant and equipment allowances	**(64.5)**	(74.7)
Estimated taxation losses carried forward	**58.6**	71.9
Net lease liabilities	**65.4**	59.2
Bonus provision	**35.3**	27.2
Management share incentive scheme awards (MSI)	**16.1**	16.5
Intangible assets	**(33.1)**	(37.0)
Fair value of land and buildings acquired throughbusiness combinations	**(93.5)**	(97.5)
	(88.6)	(82.1)
Deferred taxation accounted for in the statement of profit or loss:		
Deferred and prepaid expenditure	**(0.6)**	(0.4)
Allowance for future expenditure (S24C)	**(4.5)**	(23.8)
Fees received in advance	**4.0**	23.5
Commercial building allowance	**(21.3)**	(16.6)
Allowance for doubtful debts	**(5.3)**	20.0
Leave pay accrual	**2.1**	0.2
Other	**0.5**	-
Property, plant and equipment allowances	**3.5**	5.9
Movement in taxation losses	**(3.1)**	(14.1)
Net lease liabilities	**7.7**	10.8
Bonus provision	**8.1**	2.7
Management share incentive scheme awards (MSI)	**(0.4)**	2.1
Intangible assets	**3.9**	0.8
Fair value of land and buildings acquired throughbusiness combinations	**3.9**	0.2
	(1.5)	11.3

	Audited 2023 R'm	Audited 2022 R'm

18. Investment in joint venture

Investment held at 1 January	**9.2**	7.9
Share of profit from joint venture	**2.2**	1.3
Investment 50% held at 31 December	**11.4**	9.2

The group holds a 50% interest in Star Schools Proprietary Limited (incorporated in South Africa), a company involved in matric re-writes and the supply of educational study guides, which is classified as a joint venture. The investment in the joint venture is accounted for using the equity accounting method.

	Audited 2023 R'm	Audited 2022 R'm

19. Inventories

	2023	2022
Books	**5.5**	5.8
Inventory and consumables	**4.5**	-
Educational material and promotional items	**0.3**	1.2
	10.3	7.0

20. Trade and other receivables

	2023	2022
Amounts receivable for tuition fees	**776.2**	760.0
Amounts receivable for placement fees	**36.8**	42.0
Trade receivables	**813.0**	802.0
Loss allowance	**(405.3)**	(437.5)
	407.7	364.5
Deposits	**32.4**	22.1
Staff debtors	**1.6**	1.4
VAT refundable	**3.8**	6.6
Other receivables*	**24.0**	26.8
	469.5	421.4

* The majority of other receivables is made up of rentals receivable and withholding tax credits.

Profit or loss impact

	2023	2022
Credit losses#	**169.8**	257.1

Includes the profit or loss impact of net bad debts written-off and the movement in the loss allowance.

The average credit period is 38 days (2022: 42 days). No interest is charged on outstanding trade receivables.

The group measures the loss allowance for trade receivables at an amount equal to lifetime expected credit losses (ECL). This assessment takes into consideration the aging of the debtor as well as whether the student is still in the educational institution or has left in order to determine the risk. The ECL on trade receivables are estimated using a provision calculation by reference to past default experience of the debtor category. Macro-economic factors that would impact the geographical areas where the entity operates are also considered. However, the effect of this is not likely to be material.

The group measures the loss allowance of other debtors at an amount equal to lifetime ECL. Other debtors are usually short term in nature and are written off when considered irrecoverable. The loss allowance applicable to other debtors is not considered significant as these mostly relate to rentals from tenants which are settled shortly after year end or withholding tax credits which can be recovered against future tax payable.

The group writes off a trade receivable when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery. In the education institutions, debtors are considered in default when the account is more than 30 days overdue. However, these are written off only when the student is no longer in attendance and payments are not being received. In the resourcing division, debtors are written off when there is severe financial difficulty such as bankruptcy. All trade receivables that have been written off remain subject to enforcement activities.

The following table details the risk profile of trade receivables based on the group's provision calculation. As the group's historical credit loss experience does show significantly different loss patterns for different customer segments, the provision for loss allowance based on past due status is further distinguished between the group's different customer bases.

Schools

	Performing	In default	Total	Performing	In default	Total
	2023			2022		
Gross carrying amount	**34.8**	**71.5**	**106.3**	33.7	56.8	90.5
Lifetime ECL	**(1.0)**	**(63.0)**	**(64.0)**	(1.0)	(53.4)	(54.4)
	33.8	**8.5**	**42.3**	32.7	3.4	36.1

Tertiary

	Performing	In default	Total	Performing	In default	Total
	2023			2022		
Gross carrying amount	**301.2**	**368.7**	**669.9**	267.8	401.7	669.5
Lifetime ECL	**(9.0)**	**(328.9)**	**(337.9)**	(8.0)	(372.2)	(380.2)
	292.2	**39.8**	**332.0**	259.8	29.5	289.3

Resourcing

	Performing & overdue	In default	Total	Performing & overdue	In default	Total
	2023			**2022**		
Gross carrying amount	**33.4**	**3.4**	**36.8**	39.1	2.9	42.0
Lifetime ECL	**(0.3)**	**(3.1)**	**(3.4)**	(0.4)	(2.5)	(2.9)
	33.1	**0.3**	**33.4**	38.7	0.4	39.1

20. Trade and other receivables (continued)

The following table shows the movement in lifetime ECL that has been recognised for trade and other receivables in accordance with the simplified approach set out in IFRS 9.

	Collectively assessed Lifetime ECL - credit impaired	
	2023	2022
	R'm	R'm
Balance at beginning of the year	**437.5**	321.0
Remeasurement of loss allowance	**181.9**	269.9
Amounts written off	**(214.1)**	(153.4)
Balance at end of the year	**405.3**	437.5

The table below explains how significant changes in the gross carrying amount of the trade receivables contributed to changes in the loss allowance:

	Not credit-impaired	Credit-impaired	Total	Not credit-impaired	Credit-impaired	Total
	2023			2022		
	R'm	**R'm**	**R'm**	R'm	R'm	R'm
Increase in schools trade receivables	**1.1**	**14.7**	**15.8**	4.5	4.2	8.7
Increase/(decrease) in tertiary trade receivables	**33.4**	**(33.0)**	**0.4**	151.7	70.9	222.6
(Decrease)/increase in resourcing trade receivables	**(5.7)**	**0.5**	**(5.2)**	4.8	1.1	5.9
Total	**28.8**	**(17.8)**	**11.0**	161.0	76.2	237.2

	Audited	Audited
	2023	2022
	R'm	R'm

21. Cash and cash equivalents

Bank balances and cash	**381.4**	355.1

Bank balances and cash comprise cash held by the group and short-term bank deposits with an original maturity of three months or less. The carrying value of these assets approximates their fair value.

The carrying amounts of the group's bank balances are denominated in the local currencies of the underlying operations as follows:

South Africa (held in ZAR)	**121.1**	128.6
Botswana (held in BWP)	**40.4**	31.5
Kenya (held in KES)	**76.0**	60.3
Mauritius (held in USD, GBP, EUR, ZAR and MUR)	**143.9**	134.7
	381.4	355.1

	Note	Audited 2023 R'm	Audited 2022 R'm

22. Non-current assets held for sale

	Note	2023 R'm	2022 R'm
Land and buildings	12	**-**	15.5

The group continues to review its property needs and had reconsidered the suitability of certain properties held for the development of school and/or tertiary sites. As a result of this, some land and buildings in the prior year were deemed surplus to requirements. Management committed to a plan to dispose of these assets and these were actively marketed to be sold at market value. The sales were concluded during the first six months of the 2023 year.

These assets were recorded at carrying value as the selling price was expected to exceed the book value of these assets.

23. Stated capital

Authorised

1 000 000 000 shares of no par value (2022: 1 000 000 000 shares)

	Number of shares 2023 'm	Audited Stated capital 2023 R'm	Number of shares 2022 'm	Audited Stated capital 2022 R'm
Issued				
Balance at 1 January	**554.5**	**1 601.5**	554.5	1 601.5
Shares issued for the management share incentive scheme	**1.1**	**18.5**	-	-
Share issue costs	**-**	**(0.1)**	-	-
Shares repurchased	**(0.8)**	**(16.1)**	-	-
Balance at 31 December	**554.8**	**1 603.8**	554.5	1 601.5

The unissued shares are under the control of the directors subject to the provisions of the Companies Act, the requirements of the JSE Limited and in certain circumstances shareholders approval.

24. ADvTECH share incentive scheme

Certain employees and executive directors were eligible to participate in the scheme. The option offer value is the closing price at which shares are traded on the JSE Limited on the trading day immediately preceding the offer date. Share options accepted by participants are exercisable at intervals of two, four and six years after the offer date. On exercise of the options, the participant pays the Share Incentive Trust an amount equal to the offer price multiplied by the number of options exercised. Except for exceptional circumstances, if a participant leaves the employ of the group prior to exercising the options, the options lapse. No new options will be granted under this scheme as it has been replaced by the MSI scheme as disclosed in note 25. The last batch of options outstanding were exercised or forfeited during the 2022 year. The scheme ceased to exist from 31 December 2022.

	Number of share options	**Weighted average exercise price (cents)**	Number of share options	Weighted average exercise price (cents)
Reconciliation of options	**2023**		2022	
Options outstanding on 1 January	**-**	**-**	1 027 132	1 696
Less - Exercised	**-**	**-**	(235 200)	1 696
- Lapsed	**-**	**-**	(791 932)	1 696
Options outstanding at 31 December	**-**	**-**	-	-

As at 31 December 2023 and 31 December 2022, there were no participants (including executive directors) in the ADvTECH share incentive scheme.

	Number of shares		Shares held by share incentive trust R'm	
Reconciliation of shares owned	**2023**	2022	**2023**	2022
Shares owned by the trust as at 1 January	**834 285**	1 350 680	**4.7**	7.6
Less - Shares transferred to MSI (Refer to note 25)	**(834 285)**	(281 195)	**(4.7)**	(1.6)
- Options exercised during the year	**-**	(235 200)	**-**	(1.3)
Shares owned by the trust at 31 December	**-**	834 285	**-**	4.7

The remaining shares held by the trust at 31 December 2022 were re-allocated to the participants of the MSI scheme during 2023.

The fair values relating to the share option expense were calculated using the Bermudan Binomial model.

No expense (2022: R0.4 million) were recognised by the group relating to this share incentive scheme during the year.

25. ADvTECH management Share Incentive Scheme (MSI)

Certain employees and executive directors are eligible to participate in the scheme. Share awards accepted by participants vest three years after the offer date subject to certain performance and retention criteria being met. Participants will receive dividends and have voting rights in the three years before these shares vest. The MSI is equity-settled.

Date awards granted	Vesting date year ending	Fair value of awards granted (cents)
18 September 2019	31 Dec 2022	1 167
16 September 2020	31 Dec 2023	904
21 May 2021	31 Dec 2024	1 320
10 June 2022	31 Dec 2025	1 831
23 May 2023	31 Dec 2026	1 758

Reconciliation of awards	**Number of share awards 2023**	**Weighted average price (cents) 2023**	Number of share awards 2022	Weighted average price (cents) 2022
Awards outstanding on 1 January	**8 950 288**	**1 254**	10 497 494	1 092
Add - Awards granted during the year	**2 639 384**	**1 758**	2 249 319	1 831
Less - Vested	**(3 580 733)**	**904**	(2 402 171)	1 167
- Forfeited	**(291 363)**	**904**	(252 532)	1 167
- Forfeited due to employees leaving the group	**(738 615)**	**1 269**	(1 141 822)	1 103
Awards outstanding at 31 December	**6 978 961**	**1 637**	8 950 288	1 254

As at 31 December 2023 there were 38 (2022: 38) participants (including executive directors) in the MSI.

Reconciliation of shares owned	Number of shares **2023**	Number of shares 2022
Shares owned by the group as at 1 January	**9 285 108**	11 406 084
Add - Shares bought from the Share Incentive trust (Refer to note 24)	**834 285**	281 195
- Shares issued into the MSI	**1 053 352**	-
Less - Share awards vested during the year	**(3 580 733)**	(2 402 171)
Shares owned by the group at 31 December	**7 592 012**	9 285 108

The fair value of the share awards is based on the share price on the day the award is made.

The group recognised total expenses of R39.5 million (2022: R36.5 million) related to the MSI during the year.

	Audited 2023 R'm	Audited 2022 R'm

26. Long-term bank loans

Secured term loans	**600.3**	600.1
Disclosed as:		
Current liabilities	**0.3**	0.1
Non-current liabilities	**600.0**	600.0
	600.3	600.1
Reconciliation of the long-term bank loans balance		
Balance at 1 January	**600.1**	1 200.0
Capital repayments	**-**	(600.0)
Interest accrued	**56.8**	48.2
Interest paid	**(56.6)**	(48.1)
Balance at 31 December	**600.3**	600.1

The directors consider that the carrying amount of long-term bank loans approximates their fair value.

Secured term loans

The secured term loan is made up of one secured term facility, namely secured term loan F. In the prior year, the secured term loans were made up of two facilities, namely secured term loan B and C.

Secured term loan C was a five year facility amounting to R600.0 million which came into effect on 28 September 2018 and attracts interest at JIBAR + 1.90%. From 8 July 2022, secured term loan C was replaced by secured term loan F.

Secured term loan F is a three year facility amounting to R600.0 million which came into effect on 8 July 2022 and attracts interest at JIBAR + 1.45%.

These facilities and the revolving credit facility in note 27 are secured by mortgage bonds over properties having a net book value of R2 932.2 million (2022: R2 836.3 million). Refer to note 12.

Refer to note 36 for details of securities on the term loans.

	Audited 2023 R'm	Audited 2022 R'm

27. Short-term bank loans

	2023 R'm	2022 R'm
Group revolving credit facility	**955.0**	1 145.5
Reconciliation of the short-term bank loans balance		
Balance at 1 January	**1 145.5**	591.4
Capital drawdowns	**950.0**	1 140.0
Capital repayments	**(1 140.0)**	(590.0)
Interest accrued	**28.1**	26.5
Interest paid	**(28.6)**	(22.4)
Balance at 31 December	**955.0**	1 145.5

The group revolving credit facility and the secured term loans (as per note 26) are secured by mortgage bonds over properties having a net book value of R2 932.2 million (2022: R2 836.3 million). Refer to notes 12, 26 and 36.

The directors consider that the carrying amount of the short-term bank loans approximates their fair value.

Group revolving credit facility

Effective from 2 December 2020, this represented a R950.0 million revolving credit facility available to the group for a 3 year period. Effective from 8 July 2022, the facility was increased to R1 350.0 million and extended for a further 3 years.

The facility utilised attracts interest at the following rates:

- total drawdowns are less than one third of the facility available: JIBAR + 1.45%
- total drawdowns are greater than one third but less than two thirds of the facility available: JIBAR + 1.5%
- total drawdowns are greater than two thirds of the facility available: JIBAR + 1.55%

The group has the option to make draw-downs for periods of one, three and six months (or for shorter periods agreed with the lender) and may elect to roll these for further periods.

Refer to note 36 for details of securities.

28. Trade and other payables

	2023 R'm	2022 R'm
Trade payables and accruals	**580.1**	600.7
Leave pay accrual	**43.3**	35.7
	623.4	636.4

Trade payables and accruals principally comprise amounts outstanding for trade purchases and ongoing costs.

The directors consider that the carrying amount of trade payables, including the leave pay accrual, approximates their fair value. The average credit period on purchases is two months. No interest is charged on trade payables for the first 60 days from date of invoice. The group has financial risk management policies in place to ensure that payables are paid within the credit time frame.

29. Acquisition liabilities

	2023 R'm	2022 R'm
Acquisition liabilities	**61.0**	58.3
Disclosed as:		
Current liabilities	**9.2**	9.1
Non-current liabilities	**51.8**	49.2
	61.0	58.3

A portion of the acquisition consideration of Pinnacle Colleges Kyalami (previously Summit Colleges) is settled through the provision of bursaries to students. The programme commenced on 1 January 2016 and runs for a period of 25 years. The carrying value represents the present value using a 9% discount rate. At year end the seller is entitled to allocate a further R9.2 million (2022: R9.1 million) and there is an expectation that this could be settled within the next 12 months.

	Note	Audited 2023 R'm	Audited 2022 R'm

30. Fees received in advance and deposits

	Note	2023 R'm	2022 R'm
Fees received in advance*		**436.1**	417.9
Deposits#		**34.5**	35.7
Total		**470.6**	453.6

There were no significant changes in the contract liability balance during the reporting period.

There was no revenue recognised in the current reporting period that related to performance obligations that were satisfied in a prior year.

Revenue recognised that was included in the contract liability balance at the beginning of the period:

	Note	2023 R'm	2022 R'm
Fees received in advance		417.9	323.7

**The fees received in advance, representing a contract liability, is recognised over time as the education services are delivered. It represents performance obligations that are unsatisfied (or partially unsatisfied) as at the end of the reporting period. Management expects that 100% of the fees received in advance allocated to the unsatisfied contracts as of 31 December 2023 and 31 December 2022 will be recognised as revenue during the next reporting period.*

 # The deposits are refundable and therefore has no impact on revenue recognised. Accordingly this is not a contract liability but rather a financial instrument, refer to note 33.

31. Lease liabilities

	Note	2023 R'm	2022 R'm
Lease liabilities		**1 130.3**	952.7
Disclosed as:			
Current liabilities		**196.0**	186.4
Non-current liabilities		**934.3**	766.3
		1 130.3	952.7
Balance as at 1 January		**952.7**	757.7
Foreign currency effect		**(13.9)**	(2.5)
Additions and modifications		**269.2**	299.2
Terminations		**-**	(3.5)
Finance costs on lease liabilities	6.3	**115.1**	96.0
Repayment of lease liabilities		**(192.8)**	(194.2)
Balance as at 31 December		**1 130.3**	952.7

Maturity analysis - undiscounted cash flows

	Note	2023 R'm	2022 R'm
Year 1		**196.0**	186.4
Year 2		**168.0**	170.3
Year 3		**149.8**	150.0
Year 4		**117.6**	137.0
Year 5		**114.2**	107.6
Onwards		**2 145.0**	1 430.2

The group applied an incremental borrowing rate on new leases ranging between 7.7% (2022: 5.2%) and 12.0% (2022: 12.0%) to determine the lease liabilities depending on the length of the lease, the jurisdiction and the market interest rates.

Certain leases were extended prior to their expiration date, which resulted in the lease liability and right-of-use asset increasing by R159.9 million (2022: reduction of R14.3 million).

The group does not face a significant liquidity risk with regard to its lease liabilities. Lease liabilities are monitored at a group level. Please refer to note 33 for details on how the group manages its liquidity risk.

	Audited 2023 R'm	Audited 2022 R'm

32. Commitments

32.1 Capital commitments

Capital expenditure approved by the directors:		
Contracted but not provided for	**308.9**	292.6
Not contracted	**1 025.5**	848.7
	1 334.4	1 141.3

Capital commitments will be financed through existing facilities and cash generated by operations.

Anticipated timing of spend:		
0 - 1 year	**473.2**	251.0
1 - 2 years	**119.9**	158.6
3 - 5 years	**561.1**	664.8
more than 5 years	**180.2**	66.9
	1 334.4	1 141.3

32.2 Equipment lease commitments in cash

0 - 1 year	**1.2**	0.5
2 - 5 years	**1.3**	0.5
	2.5	1.0

The leases relate to equipment with various lease terms. The commitments include specified escalations in lease payments.

33. Financial instruments

Categories of financial instruments

Financial assets

Amortised cost		
Trade receivables	**407.7**	364.5
Bank balances and cash	**381.4**	355.1

Financial liabilities

Amortised cost		
Long-term bank loans	**600.3**	600.1
Short-term bank loans	**955.0**	1 145.5
Trade payables and accruals	**580.1**	600.7
Deposits	**34.5**	35.7
Shareholders for dividends	**2.2**	1.6

Financial risk management objectives and policies

The group's principal financial instruments comprise bank loans, bank and cash equivalents and various items such as trade receivables and payables that arise directly from operations. All financial instruments are carried at amortised cost. The main purpose of these instruments is to finance the group's operations.

The support office function co-ordinates access to funds. The financial management function of the group monitors and manages the credit risk, liquidity risk and market risk (including interest rate risk, currency risk and other price risk).

Monthly reporting to the chief operating decision maker enables risk monitoring and risk exposure mitigation.

Capital risk management

The group manages its capital to ensure that subsidiaries/divisions will be able to continue as going concerns while maximising the return to stakeholders through optimisation of the debt and equity structure. The group's overall strategy remains unchanged.

The capital structure of the group consists of bank and cash equivalents, equity, comprising stated capital, reserves, retained earnings, secured term loan and short-term bank loans.

Capital projects are timed to coincide with additional capacity required to ensure facilities are utilised on completion.

33. Financial instruments (continued)

Liquidity risk

Ultimate responsibility for liquidity risk management rests with the board of directors, which have established appropriate liquidity risk management procedures for the management of the group's short-, medium- and long-term funding and liquidity management requirements. The group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by daily monitoring forecast and actual cash flows, and by assessing the maturity profiles of financial assets and liabilities. Surplus funds are placed on short-term deposits.

Bank overdraft, term loans and revolving credit facilities available at 31 December 2023 amounted to R 2 065.0 million (2022: R2 065.0 million) of which R1 550.0 million (2022: R1 740.0 million) has been utilised at year-end. The group did not breach any of its covenants during the year ended 31 December 2023. The group's covenants as per its borrowing facilities are disclosed below:

Covenant	Criteria	Audited 2023	Audited 2022
Interest cover ratio	Greater than 3.5 times	**10.3 times**	9.7 times
Total net borrowings to EBITDA ratio	less than 3.25 times	**1.3 times**	1.5 times

All financial assets are expected to be realised within 1 year. The table below analyses the group's financial liabilities into relevant maturity groupings based on the remaining period at the reporting date to the contractual maturity set at the earliest date on which the group may be required to pay. The amounts disclosed in the table are the contractual undiscounted cash flows.

	Contractual outflows as at 31 December 2023		**Contractual outflows as at 31 December 2022**	
	Less than 1 year R'm	**Between 1 to 2 years R'm**	**Less than 1 year R'm**	**Between 1 to 3 years R'm**
Secured term loans	**59.4**	**629.6**	52.4	678.4
Revolving credit facility	**961.8**	**-**	1 149.8	-
Trade and other payables	**580.1**	**-**	600.7	-
Deposits	**34.5**	**-**	35.7	-
Total	**1 635.8**	**629.6**	1 838.6	678.4

The revolving credit facility and approximately 70% (2023: 73%) of the trade and other payables balance is expected to be settled between 0 - 3 months from year-end.

Credit risk

The group has applied the simplified approach in IFRS 9 to measure the loss allowance at lifetime ECL. The group determines the ECL on these items by using a provision calculation, estimated based on historical credit loss experience with focus on the categories of the credit risk framework of the debtors, adjusted as appropriate to reflect current conditions and estimates of future economic conditions.

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the group. The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit rating agencies.

The group's credit risk is primarily attributable to its trade receivables. The amounts presented in the statement of financial position are shown net of expected loss allowances. The group has no concentration of credit risk, with exposure spread over a large number of unrelated counterparties and customers who do not necessarily experience the same economic conditions at the same time.

Credit risk controls are in place in the form of upfront deposits before enrolment. Other monitoring procedures are also in place to ensure that follow-up action is taken to recover overdue debts or ultimately the suspension of delivery of services.

In order to minimise credit risk, the group has tasked its financial management to categorise exposures according to their degree of risk of default. The credit rating information is obtained from the group's own trading records which is based on historical trends while being cognisant of the current economic environment. The group's exposure is continuously monitored.

At the end of the reporting period the group reviews the recoverable amount of trade debtors to ensure that adequate loss allowance is made for irrecoverable amounts. In this regard, the directors of the company consider that the group's credit risk is significantly mitigated.

The group has applied the simplified approach in IFRS 9 to measure the loss allowance at lifetime ECL. The group determines the ECL on these items by using a provision calculation, estimated based on historical credit loss experience with focus on the categories of the credit risk framework of the debtors, adjusted as appropriate to reflect current conditions and estimates of future economic conditions. Note 20 includes further details on the loss allowance for trade and other receivables.

Bank balances and cash falls under a performing internal credit rating resulting in the consideration of 12 months ECL. As bank balances and cash are held with reputable international banking institutions no loss allowance has been included against this balance.

33. Financial instruments (continued)

Market risk

The group's activities expose it primarily to the financial risks of changes in interest rates and foreign currency exchange rates. Market risk exposures are separately measured as detailed in the respective notes below. There has been no change to the group's exposure to market risks or the manner in which these risks are managed and measured.

Interest risk

The group is exposed to interest risk on the banking facilities and bank balances as these attract interest at floating interest rates. The group analyses its interest rate exposure and calculates the impact on profit or loss of an interest rate shift. Should it be appropriate swaps or other hedging instruments will be considered.

A sensitivity analysis has been determined based on the exposure to interest rates at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 1% increase or decrease is used as a reasonably possible change in interest rates. If interest rates varied by 1% higher or lower and all other variables were held constant the group’s profits before taxation would have increased or decreased by R9.5 million (2022: R10.4 million).

The group's sensitivity to interest rates have decreased during the current year mainly due to the decrease in the long-term bank loans in place as detailed in notes 26 and 27.

The group's exposure to interest rates on financial liabilities are detailed in the table below:

		Interest outflow as at 31 December 2023		**Interest outflow as at 31 December 2022**	
	Interest rate	**Less than 1 year R’m**	**Less than 2 years R’m**	**Less than 1 year R’m**	**Less than 2 years R’m**
Secured term loans	Variable	**59.1**	**29.6**	52.2	78.4
Revolving credit facility	Variable	**6.8**	**-**	9.7	-
Total		**65.9**	**29.6**	61.9	78.4

Foreign currency risk management

The group undertakes certain transactions denominated in foreign currencies. Hence, exposure to exchange rate fluctuations arises.

Material foreign exchange exposures are hedged with a corresponding foreign exchange contract (FEC). There were no unsettled FECs as at year-end and hedge accounting did not apply.

The carrying amounts of the group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows.

	Liabilities		**Assets**	
	2023 R'm	2022 R'm	**2023 R'm**	2022 R'm
United States Dollar	**0.6**	0.1	**4.0**	0.6
Great British Pound	**-**	-	**0.6**	0.6
Mauritian Rupee	**-**	0.1	**-**	0.2
Euro	**0.1**	7.9	**-**	3.7
Botswana Pula	**2.3**	0.3	**-**	-

The group's foreign currency exposure risk has not changed significantly year on year. The payables and receivables consist of invoices denominated in a foreign currency and are expected to be settled in a relatively short period of time. Fluctuations in the exchange rates are unlikely to have a material impact on the group's results.

Fair value measurements

The directors consider that the carrying amount of the financial assets and financial liabilities recognised in the consolidated financial statements approximate their fair values.

	Notes	Audited 2023 R'm	Audited 2022 R'm

34. Notes to the statement of cash flows

34.1 Cash generated from operations

	Notes	2023 R'm	2022 R'm
Profit before taxation		**1 388.6**	1 174.2
Adjusted for non-cash IFRS and other adjustments (before taxation)		**36.0**	35.8
Share based payment expenses	5	**39.5**	36.9
Other non-cash adjustments		**(3.5)**	(1.1)
		1 424.6	1 210.0
Adjustments:		**572.9**	503.8
Depreciation and amortisation	5	**384.4**	345.7
Net finance costs	6	**189.7**	172.6
Net profit on disposal of property, plant and equipment	5	**(1.2)**	(11.4)
Profit on disposal of subsidiaries	5	**-**	(3.1)
		1 997.5	1 713.8

34.2 Movement in working capital

	2023 R'm	2022 R'm
(Increase)/decrease in inventories	**(3.3)**	3.4
Increase in trade and other receivables and prepayments	**(57.4)**	(137.1)
(Decrease)/increase in trade and other payables	**(13.0)**	92.6
Increase in fees received in advance and deposits	**17.0**	93.5
Net (outflow)/inflow in working capital	**(56.7)**	52.4

34.3 Taxation paid

	2023 R'm	2022 R'm
Balance at beginning of the year	**26.1**	36.3
Disposal of subsidiaries	**-**	0.8
Current charge (including foreign currency effect)	**(388.8)**	(348.5)
Taxation on equity item	**(2.2)**	(0.8)
Foreign taxation credits	**5.0**	0.4
Balance at end of the year	**(14.6)**	(26.1)
Cash amount paid	**(374.5)**	(337.9)

34.4 Dividends paid

	Notes	2023 R'm	2022 R'm
Balance at beginning of the year		**(1.6)**	(1.6)
Declared during the year	11	**(415.5)**	(320.7)
Balance at end of the year		**2.2**	1.6
Cash amount paid		**(414.9)**	(320.7)

34.5 Additions to property, plant and equipment to maintain operations

	2023 R'm	2022 R'm
Land and buildings	**(32.5)**	(60.1)
Computer equipment	**(84.3)**	(56.2)
Computer software	**(0.4)**	(0.5)
Furniture, fittings and equipment	**(59.7)**	(49.9)
Motor vehicles	**(3.0)**	(2.4)
Video equipment	**(9.7)**	(8.8)
Leasehold improvements	**(44.7)**	(17.6)
	(234.3)	(195.5)

	Audited 2023 R'm	Audited 2022 R'm

34. Notes to the statement of cash flows (continued)

34.6 Additions to property, plant and equipment to expand operations

Land and buildings	**(281.6)**	(289.3)
Computer equipment	**(51.2)**	(27.7)
Computer software	**-**	(0.5)
Furniture, fittings and equipment	**(34.3)**	(36.2)
Motor vehicles	**(0.2)**	(1.3)
Leasehold improvements	**(45.2)**	(154.4)
	(412.5)	(509.4)

34.7 Free operating cash flow before capex per share

Profit for the year	**998.2**	841.9
Adjusted for non-cash IFRS and other adjustments (after taxation)	**36.0**	35.8
Net operating profit after taxation - adjusted for non-cash IFRS and other adjustments	**1 034.2**	877.7
Depreciation and amortisation	**384.4**	345.7
Repayment of principal portion of lease liabilities	**(77.7)**	(98.2)
Taxation adjustment on IFRS 16 leases	**(16.3)**	(11.1)
Profit on disposal of property, plant and equipment (after taxation)	**(0.9)**	(8.2)
Operating cash flow after taxation	**1 323.7**	1 105.9
Movement in working capital	**(56.7)**	52.4
Free operating cash flow before capex	**1 267.0**	1 158.3
Weighted average number of shares for purposes of basic earnings per share ('m)	**545.3**	542.1
Free operating cash flow before capex per share (cents)	**232.3**	213.7

35. Related party transactions

The parent and ultimate controlling party of the group is ADvTECH Limited.

Transactions between the company and its subsidiaries, which are related parties of the company, have been eliminated on consolidation and are not disclosed in this note.

Please refer to note 4 of the company annual financial statements for details of group entities.

Directors, prescribed officers and senior executive remuneration

Emoluments paid to executive directors and prescribed officers of the group (excluding gains on share options exercised) for the year ended 31 December 2023, are set out below:

	Salary R	Long service award R	Bonus R	Expense allowances R	Provident fund contributions R	**Total 2023** R	Total 2022 R
Executive							
RJ Douglas*	4 572 694	11 000	5 164 167	180 000	605 968	**10 533 829**	9 824 933
JDR Oesch	3 424 812	-	3 136 916	150 000	455 789	**7 167 517**	6 715 871
Total executive directors	7 997 506	11 000	8 301 083	330 000	1 061 757	**17 701 346**	16 540 804
Prescribed officers							
MD Aitken	2 829 291	-	2 569 706	391 428	442 394	**6 232 819**	5 836 170
FJ Coughlan#	-	-	-	-	-	**-**	3 206 559
DL Honey	3 417 562	-	2 900 338	219 246	447 979	**6 985 125**	6 784 535
LA Wiseman&	3 057 567	-	1 876 663	55 614	207 915	**5 197 759**	4 012 141
Total prescribed officers	9 304 420	-	7 346 707	666 288	1 098 288	**18 415 703**	19 839 405

* RJ Douglas retired as a director from 29 February 2024.
# FJ Coughlan resigned with effect from 14 February 2022.
& LA Wiseman was appointed as a prescribed officer from 1 March 2022.

Emoluments paid to non-executive directors of the group for the ended 31 December 2023, are set out below:

	Board R	Audit and risk committee R	Remuneration committee R	Transformation, social and ethics committee R	Investment committee R	Nomination committee R	**Total 2023 R**	Total 2022 R
CH Boulle*	603 661	-	-	74 501	-	72 420	**750 582**	708 570
JS Chimhanzi	334 015	112 222	-	127 375	-	-	**573 612**	531 543
KM Gugushe#	-	-	-	-	-	-	**-**	215 363
SS Lazar	400 819	-	-	-	86 391	52 632	**539 842**	471 770
MM Nkosi	334 015	-	77 046	-	71 992	43 860	**526 913**	458 457
CB Thomson	334 015	112 222	77 046	-	135 345	-	**658 628**	590 895
S Van Graan	304 401	-	-	74 501	-	43 860	**422 762**	87 823
KDM Warburton	334 015	205 142	108 965	-	71 992	-	**720 114**	658 886
A Watson	334 015	112 222	77 046	-	-	-	**523 283**	89 977
Total non-executive	2 978 956	541 808	340 103	276 377	365 720	212 772	**4 715 736**	3 813 284

* CH Boulle will be retiring from the board following the conclusion of the AGM to be held on 5 June 2024.
# KM Gugushe resigned from the board with effect from 26 May 2022.

An amount of R540 342 (2022: R389 191) relating to value-added tax was paid on director fees.

35. Related party transactions (continued)

MSI scheme

The directors and prescribed officers were awarded the following shares at 31 December 2023:

	Share awards as at 31 December 2022	Share awards awarded during the year	Share awards vested during the year		Share awards forfeited during the year[$]	**Share awards as at 31 December 2023**
	Number	Number	Number	Benefit arising on vesting of awards (R)	Number	**Number**
Directors						
RJ Douglas	607 097		557 011	11 836 484	50 086	**-**
	354 177					**354 177**
	285 610					**285 610**
		377 895				**377 895**
JDR Oesch	365 310		335 172	7 071 927	30 138	**-**
	213 120					**213 120**
	171 861					**171 861**
		227 392				**227 392**
Prescribed officers						
MD Aitken	311 955		286 219	6 001 277	25 736	**-**
	181 993					**181 993**
	146 760					**146 760**
		155 344				**155 344**
DL Honey	349 265		320 451	6 752 087	28 814	**-**
	203 759					**203 759**
	174 172					**174 172**
		184 359				**184 359**
LA Wiseman	135 150		126 230	2 682 388	8 920	**-**
	82 394					**82 394**
	99 664					**99 664**
		112 348				**112 348**
	3 682 287	1 057 338	1 625 083	34 344 163	143 694	**2 970 848**

[$] This relates to awards forfeited due to performance targets not being met.

Details regarding directors' and prescribed officers' interests are disclosed in the directors' report on pages 14 to 17.

36. Securities on term loans and short term bank loans

In terms of the group's banking arrangement, ADvTECH Limited, ADvTECH Resource Holdings Proprietary Limited, ADvTECH Resourcing Proprietary Limited and The Independent Institute of Education Proprietary Limited have issued to its bankers unlimited cross guarantees including cessions of loan accounts on behalf of each other's overdraft, secured term loans and revolving credit facilities. These facilities are also secured by mortgage bonds over properties having a net book value of R2 932.2 million (2022: R2 836.3 million). As at 31 December 2023 the total amount of facilities utilised amounted to R1 550.0 million (2022: R1 740.0 million) as per notes 26 and 27.

37. Going concern

The annual financial statements of the group and company are prepared on a going concern basis.

Fees received in advance contributes a significant part of the negative working capital (excluding short term funding) where the obligation relates to providing services rather than the outflow of cash. Although current liabilities exceed current assets, receivables and cash exceed the amount of trade and other payables. The group also generates significant cash flow at the beginning of each year and is able to settle its liabilities in the ordinary course of business.

The directors have reviewed and approved the group and company budget and cash flow forecasts prepared by management. These forecasts have taken into account the potential revenue, costs (including the credit losses) and the expected level of capital expenditure. The directors have compared these forecasts against the cash reserves and borrowing facilities available to the group. It is concluded that the group will remain comfortably within its existing bank facility limits and covenants for at least the next 12 months from the date of approval of these annual financial statements with significant headroom available. Management prepared a detailed profit or loss, cash flow and balance sheet forecast. This forecast has been reviewed and approved by the board of directors.

Nothing has come to the attention of the directors to indicate that the group and company will not remain a going concern for the foreseeable future.

38. Events after the reporting period

The directors are not aware of any matter or circumstance between the date of the statement of financial position and the date on which these financial statements were authorised for issue that materially affects the results of the group and company for the year ended 31 December 2023 or the financial position at that date.

Company statement of comprehensive income
for the year ended 31 December 2023

	Notes	**Audited 2023 R'm**	Audited 2022 R'm
Revenue	1	**700.0**	400.0
Other income		**15.6**	12.7
Staff costs	2	**(6.3)**	(5.5)
Other operating expenses		**(9.3)**	(7.1)
Operating profit before interest		**700.0**	400.1
Net interest earned		**0.1**	-
Profit before taxation	2	**700.1**	400.1
Taxation	3	**(0.2)**	(0.1)
Profit for the year#		**699.9**	400.0

The company did not earn other comprehensive income during the year.

Company statement of financial position
as at 31 December 2023

	Notes	Audited 2023 R'm	Audited 2022 R'm
Assets			
Non-current assets			
Investments in subsidiaries at cost	4	**658.4**	658.4
		658.4	658.4
Current assets			
Loans to subsidiaries	4	**1 397.1**	1 049.5
Trade and other receivables	5	**5.2**	6.8
Prepayments		**0.1**	0.1
		1 402.4	1 056.4
Total assets		**2 060.8**	1 714.8
Equity and liabilities			
Capital and reserves			
Total stated capital	6	**1 603.8**	1 601.5
Treasury shares held by the share incentive trust#		**-**	(4.7)
Stated capital		**1 603.8**	1 596.8
Share incentive reserve		**56.5**	48.6
Retained earnings		**392.4**	63.8
Total equity		**2 052.7**	1 709.2
Current liabilities			
Trade and other payables	7	**4.1**	2.9
Taxation		**1.0**	0.3
Shareholders for capital distribution		**0.8**	0.8
Shareholders for dividend		**2.2**	1.6
		8.1	5.6
Total equity and liabilities		**2 060.8**	1 714.8

As the company was the beneficial holder of the ADvTECH Limited shares held by the Share Incentive Trust, these shares were, thus, considered to be treasury shares and were excluded from the stated capital of the company. The Share Incentive Trust does not hold any shares in the current year as the share option scheme reached its completion in the prior year.

Company statement of changes in equity
for the year ended 31 December 2023

	Note	Total stated capital R'm	Treasury shares held by the share incentive trust R'm	Share incentive reserve R'm	(Accumulated loss) / retained earnings R'm	Total equity R'm
Balance at 1 January 2022		1 601.5	(7.6)	43.2	(37.8)	1 599.3
Total profit and comprehensive income for the year					400.0	400.0
Dividends declared to shareholders*					(298.4)	(298.4)
Effect of share options exercised or forfeited**			2.9	2.6		5.5
Share awards under the management share incentive scheme (MSI)**				3.6		3.6
Taxation effect of share awards under the management share incentive scheme (MSI)				(0.8)		(0.8)
Balance at 31 December 2022		**1 601.5**	**(4.7)**	**48.6**	**63.8**	**1 709.2**
Total profit and comprehensive income for the year					699.9	699.9
Dividends declared to shareholders*					(371.3)	(371.3)
Shares issued	6	18.5				18.5
Share issue costs	6	(0.1)				(0.1)
Shares repurchased	6	(16.1)				(16.1)
Effect of share options forfeited**			4.7			4.7
Share awards under the management share incentive scheme (MSI)**				10.1		10.1
Taxation effect of share awards under the management share incentive scheme (MSI)				(2.2)		(2.2)
Balance at 31 December 2023		**1 603.8**	**-**	**56.5**	**392.4**	**2 052.7**

** Refer to note 11 of the consolidated annual financial statements.*

*** Refer to notes 24 and 25 of the consolidated annual financial statements for details on the share incentive schemes.*

Company statement of cash flows
for the year ended 31 December 2023

	Notes	**Audited 2023 R'm**	Audited 2022 R'm
Cash flows from operating activities			
Cash generated from operations	10.1	**-**	0.1
Movement in working capital	10.2	**2.8**	(1.9)
Cash generated by/(utilised in) operating activities		**2.8**	(1.8)
Net interest received		**0.1**	-
Taxation paid	10.3	**(1.7)**	(0.6)
Dividends paid	10.4	**(370.7)**	(298.4)
Net cash outflow from operating activities		**(369.5)**	(300.8)
Cash flows from investing activities			
Repayment of loans by subsidiaries*		**352.4**	291.7
Net cash inflow from investing activities		**352.4**	291.7
Cash flows from financing activities			
Shares issued		**18.5**	-
Shares repurchased		**(16.1)**	-
Proceeds from share options exercised in the Share Incentive Trust		**-**	4.0
Proceeds from shares purchased by subsidiaries		**14.7**	5.1
Net cash inflow from financing activities		**17.1**	9.1
Net increase in cash and cash equivalents		**-**	-
Cash and cash equivalents at beginning of the year		**-**	-
Cash and cash equivalents at end of the year#		**-**	-

 # The cash needs of the company is managed centrally by the group through intercompany loan accounts resulting in the entity always having a nil cash balance.

** Dividend income of R700 million (2022: R400 million) from The Independent Institute of Education Proprietary Limited was a non-cash transaction as it was not received at year-end and is included in the closing balance of loans to subsidiaries.*

The accounting policies applied are consistent with the group accounting policies detailed on pages 24 to 41.

	Audited 2023 R'm	Audited 2022 R'm

1. Revenue

The company derives its revenue from dividends from subsidiaries which is recognised at a point in time when the rights to receive payment have been established.

Dividends received from subsidiary	**700.0**	400.0

2. Profit before taxation

Profit before taxation is stated after taking the following into account:

Auditors' remuneration - current year audit fee	**2.5**	3.0
Directors' emoluments - for services as directors	**4.7**	3.8
Directors' emoluments - VAT on non-executive director fees	**0.5**	0.4
Staff costs	**1.1**	1.3
Total staff costs	**6.3**	5.5

	Audited 2023 R'm	Audited 2022 R'm

3. Taxation

3.1 Taxation expense comprises

	2023	2022
Total taxation expense	**0.2**	0.1

3.2 Reconciliation of taxation

	2023	2022
Profit before taxation	**700.1**	400.1
Taxation at 27% (2022: 28%)	**189.0**	112.0
Permanent differences	**(188.8)**	(111.9)
Disallowable expenditure - legal and consulting fees	**0.2**	0.1
Non-taxable income - dividend received	**(189.0)**	(112.0)
Taxation expense recognised in profit	**0.2**	0.1

	Issued ordinary share capital		Proportion held directly or indirectly		Interest of holding company				
					Shares		Loans receivable		
	31 Dec 2023 R	31 Dec 2022 R	**31 Dec 2023 %**	31 Dec 2022 %	**31 Dec 2023 R'm**	31 Dec 2022 R'm	**31 Dec 2023 R'm**	31 Dec 2022 R'm	Principal activity
4. Investments in and loans to subsidiaries and joint ventures									
Direct:									
The Independent Institute of Education (Pty) Ltd	**597 404 309**	597 404 309	**100**	100	**598.6**	598.6	**1 396.2**	1 041.5	1
Maramedia (Pty) Ltd	**100**	100	**100**	100	**-**	-	**-**	-	4
ADvTECH Resource Holdings (Pty) Ltd	**3 150 023**	3 150 023	**100**	100	**59.8**	59.8	**0.9**	0.9	2
Indirect:									
ADvTECH Kenya Ltd (c)	**119 560 239**	119 560 239	**100**	100					1
ADvTECH Mauritius Ltd (a)	**142 714**	142 714	**100**	100					2
ADvTECH Resourcing (Pty) Ltd	**68 156 396**	68 156 396	**100**	100			**-**	7.1	3
ADvTECH Resourcing Investments (Pty) Ltd	**68 508 341**	68 508 341	**100**	100					2
Africa HR Solutions Ltd (a)	**6 587 162**	6 587 162	**51**	51					3
Bryan Hattingh Independent Services (Pty) Ltd	**-**	1	**-**	100					5
CA Global Finance (Pty) Ltd	**1 000**	1 000	**52**	52					3
CA Global Headhunters (Pty) Ltd	**120**	120	**52**	52					3
CA Mining (Pty) Ltd	**100**	100	**52**	52					3
CA Global HR (Pty) Ltd	**120**	120	**52**	52					3
Capsicum Culinary Studio (Pty) Ltd	**1 000**	1 000	**100**	100					4
Charterhouse Private Schools (Pty) Ltd	**-**	100	**-**	100					5
Future Indefinite Investments 82 (Pty) Ltd	**100**	100	**100**	100					4
Kapele Appointments (Pty) Ltd	**-**	100	**-**	70					5
Knyber (Botswana) (Pty) Ltd (b)	**370 413**	370 413	**100**	100					1
Latiano 754 (Pty) Ltd	**47 435 741**	47 435 741	**100**	100					2
Maragon Private Schools Avianto (Pty) Ltd	**100**	100	**100**	100					4
Maragon Private Schools Ruimsig (Pty) Ltd	**100**	100	**100**	100					4
Maragon Private Schools Tshwane (Pty) Ltd	**120**	120	**100**	100					4
Maravest (Pty) Ltd	**1 000**	1 000	**100**	100					4
Oxbridge Academy (Pty) Ltd	**100**	100	**95**	95					1
Resen Holdings (Pty) Ltd (b)	**89 873 101**	89 873 101	**100**	100					2
Resource Development International (Pty) Ltd	**-**	200	**-**	100					5
Schole Mauritius Ltd (a)	**178 555 085**	178 555 085	**94**	94					2
Shetland Investments (Pty) Ltd	**100**	100	**100**	100					4
Star Schools (Pty) Ltd (joint venture)	**100**	100	**50**	50					1
Strategic Connection (Pty) Ltd	**-**	100	**-**	100					5
The Makini School Ltd (c)	**74 514 789**	74 514 789	**94**	94					1
The Private Hotel School (Pty) Ltd	**100**	100	**100**	100					1
					658.4	658.4	**1 397.1**	1 049.5	

1 Independent provider of education.
2 Investment/property holding company.
3 Recruitment, placement and temporary staffing company.
4 Dormant company.
5 Deregistered during the year.

The ADvTECH Limited Share Incentive Trust and the Ulwazi Trust are consolidated into the group financials as they are controlled by the group. Control is achieved through the ability of the group to appoint the trustees of each trust.

Results of subsidiaries so far as they concern members of the company: aggregate profit after taxation R998.2 million (2022: R841.9 million). All companies are incorporated in the Republic of South Africa except as indicated: (a) Mauritius (b) Botswana (c) Kenya.

The loans are unsecured, interest free and are repayable on demand. The inter-company loans do not carry a significant credit risk as the underlying entities are profitable, are forecasted to remain profitable in future based on budgets and cash flow forecasts and are expected to generate sufficient cash to meet their obligations. The expected credit losses on the loans is considered to be immaterial.

The directors consider that the carrying amounts of the loans receivable approximate their fair value as these are payable on demand.

	Audited 2023 R'm	Audited 2022 R'm

5. Trade and other receivables

Other receivables	**5.2**	6.8

Other receivables consist of inter-company receivables. The inter-company receivables are unsecured and interest free.

The inter-company receivables are recognised as "performing" under the internal credit rating and the loss allowance is based on lifetime expected credit losses. As the underlying entities are profitable and generating sufficient cash to meet their obligations, which is expected to continue for the following 12 months, the loss allowance is considered to be immaterial.

The directors consider that the carrying amounts of the loans receivable approximate their fair value as these are payable on demand.

6. Total stated capital

Authorised

1 000 000 000 shares of no par value (2022: 1 000 000 000 shares of no par value)

	Number of shares 2023 'm	**Audited Stated capital 2023 R'm**	Number of shares 2022 'm	Audited Stated capital 2022 R'm
Issued				
Balance at 1 January	**554.5**	**1 601.5**	554.5	1 601.5
Shares issued	**1.1**	**18.5**	-	-
Share issue costs	**-**	**(0.1)**	-	-
Shares repurchased	**(0.8)**	**(16.1)**	-	-
Balance at 31 December	**554.8**	**1 603.8**	554.5	1 601.5

The unissued shares are under the control of the directors subject to the provisions of the Companies Act and the requirements of the JSE Limited and in certain circumstances shareholders' approval.

	Audited 2023 R'm	Audited 2022 R'm

7. Trade and other payables

Trade payables and accruals	**4.1**	2.9

Trade payables and accruals principally comprise amounts outstanding for ongoing costs.

The directors consider that the carrying amount of trade payables approximates its fair value. The average credit period on purchases is two months. The company has financial risk management policies in place to ensure that payables are paid within the credit time frame.

	Audited 2023 R'm	Audited 2022 R'm

8. Financial instruments

8.1 Categories of financial instruments

Financial assets

Amortised cost		
Loans to subsidiaries	**1 397.1**	1 049.5
Trade and other receivables	**5.2**	6.8

Financial liabilities

Amortised cost		
Trade and other payables	**4.1**	2.9
Shareholders for dividend and capital distribution	**3.0**	2.4

Financial risk management objectives and policies

The company's principal financial instruments comprise various items such as other receivables, trade payables and loans to subsidiaries that arise directly from operations. These items have been classified as financial instruments carried at amortised cost. The main purpose of these instruments is to finance the company's operations.

The support office function co-ordinates access to funds. The financial management function of the group monitors and manages the credit risk, liquidity risk and market risk (including interest rate risk, currency risk and other price risk). Refer to note 33 in the consolidated annual financial statements for the policies and procedures in place to manage these risks.

Capital risk management

The company manages its capital to ensure that subsidiaries/divisions will be able to continue as going concerns while maximising the return to shareholders through optimisation of the debt and equity balance. The company's overall strategy remains unchanged.

The capital structure of the company consists of equity, comprising stated capital and reserves.

Liquidity risk

Maturity groupings are based on the remaining period at the reporting date to the contractual maturity set at the earliest date on which the company may be required to pay. The financial liability amounts disclosed are the contractual undiscounted cash flows. Both the trade and other payables as well as the shareholders for dividend and capital distribution, are due within less than 1 year. The loans to subsidiaries and other receivables are receivable in less than 1 year.

Credit risk

The company's credit risk is primarily attributable to its receivables and loans from subsidiaries. The credit risk on these are assessed as low and would only be considered in default should the circumstances in the underlying entities change adversely. The loss allowance on these is not considered significant as the underlying entities are profitable, are forecasted to remain profitable in future based on budgets and cash flow forecasts and are expected to generate sufficient cash to meet their obligations. The loan receivable from The Independent Institute of Education Proprietary Limited exceeds 5% of total financial assets, refer to note 4 for details of this loan.

The tables below detail the credit quality of the company's financial assets and other items, as well as the company's maximum exposure to credit risk according to the credit risk rating framework:

Financial instrument	Note	Internal credit rating	12 months or lifetime expected credit losses (ECL)	Gross carrying amount R'm	Loss allowance R'm	Net carrying amount R'm
31 December 2023						
Loans to subsidiaries	4	Performing	12 month ECL	**1 397.1**	**-**	**1 397.1**
Trade and other receivables	5	Performing	Lifetime ECL	**5.2**	**-**	**5.2**
31 December 2022						
Loans to subsidiaries	4	Performing	12 month ECL	1 049.5	-	1 049.5
Trade and other receivables	5	Performing	Lifetime ECL	6.8	-	6.8

Fair value measurements

The directors consider that the carrying amount of the financial assets and financial liabilities recognised in the financial statements approximate their fair values as they are payable on demand.

9. Contingent liabilities

In terms of the group's banking arrangement, ADvTECH Limited, ADvTECH Resource Holdings (Pty) Ltd, ADvTECH Resourcing (Pty) Ltd and The Independent Institute of Education (Pty) Ltd have issued to its bankers unlimited cross guarantees including cessions of loan accounts on behalf of each other's overdraft, secured term loans and revolving credit facilities. These facilities are also secured by mortgage bonds over properties having a net book value of R2 932.2 million (2022: R2 836.3 million). As at 31 December 2023 the total amount of facilities utilised amounted to R1 550.0 million (2022: R1 740.0 million) as per notes 26 and 27 of the consolidated annual financial statements.

	Note	Audited 2023 R'm	Audited 2022 R'm
10. Notes to the statement of cash flows			
10.1 Cash generated from operations			
Profit before taxation		**700.1**	400.1
Adjust for non-cash items - dividend income		**(700.0)**	(400.0)
		0.1	0.1
Net interest earned		**(0.1)**	-
		-	0.1
10.2 Movement in working capital			
Decrease/(increase) in trade and other receivables		**1.6**	(2.7)
Increase in trade and other payables		**1.2**	0.8
Net inflow/(outflow) in working capital		**2.8**	(1.9)
10.3 Taxation paid			
Balance at beginning of the year		**(0.3)**	-
Current charge	3	**(0.2)**	(0.1)
Taxation on equity item		**(2.2)**	(0.8)
Balance at end of the year		**1.0**	0.3
Cash amount paid		**(1.7)**	(0.6)
10.4 Dividends paid			
Balance at beginning of the year		**(1.6)**	(1.6)
Declared during the year		**(371.3)**	(298.4)
Balance at end of the year		**2.2**	1.6
Cash amount paid		**(370.7)**	(298.4)

11. Related party transactions

ADvTECH Limited performed certain administrative services for The Independent Institute of Education (Pty) Ltd and for ADvTECH Resourcing (Pty) Ltd for which management fees of R14.1 million (2022: R10.2 million) and R1.5 million (2022: R2.5 million) respectively were charged and paid, being an appropriate allocation of costs incurred by the relevant administrative departments.

Refer to note 35 of the consolidated annual financial statements for information regarding the directors' remuneration.

12. Events after the reporting period

Refer to note 38 of the consolidated annual financial statements for information relating to events after the reporting period.

ADvTECH Limited

Analysis of Ordinary Shareholders as at 31 December 2023

Range of shareholding	Number of shareholders	% of total shareholders	Number of shares	% of total issued share capital
1 to 1 000	12 647	83.34%	913 543	0.16%
1 001 to 10 000	1 583	10.43%	5 666 290	1.02%
10 001 to 100 000	604	3.98%	19 490 126	3.51%
100 001 to 1 000 000	255	1.68%	83 872 080	15.12%
Over 1 000 000	87	0.57%	444 808 934	80.19%
Total	**15 176**	**100.00%**	**554 750 973**	**100.00%**

Distribution of Shareholders	Number of shareholders	% of total shareholders	Number of shares	% of total issued share capital
Assurance Companies	47	0.31%	28 133 645	5.07%
Close Corporations	33	0.22%	215 015	0.04%
Collective Investment Schemes	212	1.40%	148 771 113	26.82%
Control Accounts	1	0.01%	14	0.00%
Custodians	13	0.09%	1 217 169	0.22%
Foundations & Charitable Funds	40	0.26%	10 390 796	1.87%
Hedge Funds	19	0.13%	31 404 694	5.66%
Insurance Companies	7	0.05%	1 809 353	0.33%
Investment Partnerships	19	0.13%	1 934 750	0.35%
Managed Funds	18	0.12%	25 288 498	4.56%
Medical Aid Funds	15	0.10%	3 082 229	0.56%
Organs of State	10	0.07%	96 790 432	17.45%
Private Companies	134	0.88%	9 586 085	1.73%
Public Companies	7	0.05%	1 412 923	0.25%
Public Entities	3	0.02%	186 495	0.03%
Retail Shareholders	12 882	84.84%	64 468 941	11.62%
Retirement Benefit Funds	1 473	9.71%	99 506 416	17.94%
Scrip Lending	7	0.05%	5 142 440	0.93%
Share Schemes	1	0.01%	183 750	0.03%
Sovereign Funds	2	0.01%	17 208 362	3.10%
Stockbrokers & Nominees	45	0.30%	1 848 110	0.33%
Trusts	179	1.18%	6 094 896	1.10%
Unclaimed Scrip	9	0.06%	74 847	0.01%
Total	**15 176**	**100.00%**	**554 750 973**	**100.00%**

In terms of Section 56(3) (a) & (b) and Section 56(5) (a) (b) & (c) of the South African Companies Act, 2008 (Act No. 71 of 2008) foreign disclosures have been incorporated into this analysis.

ADvTECH Limited

Analysis of Ordinary Shareholders as at 31 December 2023 (continued)

Shareholder spread	Number of shareholders	% of total shareholders	Number of shares	% of total issued share capital
Non-public	**12**	**0.08%**	**73 940 693**	**13.33%**
Directors and Associates (Excl Employee Share Schemes)				
Directors*	5	0.04%	57 313 165	10.33%
Prescribed Officers	3	0.02%	8 654 092	1.56%
Directors of a major subsidiary	2	0.01%	197 674	0.04%
Share Schemes	2	0.01%	7 775 762	1.40%
Public	**15 164**	**99.92%**	**480 810 280**	**86.67%**
Total	**15 176**	**100.00%**	**554 750 973**	**100.00%**

* Mr MM Nkosi has an indirect beneficial interest via shares held by Value Capital Partners Proprietary Limited.

Fund Managers With A Holding Greater Than 5% of The Issued Shares	Number of shares	% of total issued share capital
Coronation Fund Managers	143 028 403	25.78%
Public Investment Corporation	78 438 090	14.14%
Value Capital Partners	52 982 461	9.55%
Total	**274 448 954**	**49.47%**

Beneficial Shareholders With A Holding Greater Than 5% Of The Issued Shares	Number of shares	% of total issued share capital
Government Employees Pension Fund	92 717 892	16.71%
Coronation Fund Managers	87 305 592	15.74%
Old Mutual Group	34 334 801	6.19%
Total	**214 358 285**	**38.64%**

ADvTECH Limited

Analysis of Ordinary Shareholders as at 31 December 2023 (continued)

Share Information	2023	2022	2021	2020	2019
Closing price at period end (cents)	2 454	1 818	1 758	950	1 080
JSE market price high (cents)	2 544	1 924	1 955	1 115	1 543
JSE market price low (cents)	1 615	1 504	950	576	1 000
Total number of transactions on JSE	76 749	63 555	68 328	57 008	71 443
Total number of shares traded	145 305 100	116 376 524	189 543 694	147 436 015	137 759 968
Total value of shares traded (R)	2 778 192 315	2 025 338 484	2 703 771 224	1 251 731 767	1 701 647 937
Average price per share (cents)	1 912	1 740	1 426	849	1 235
Shares in issue*	554 750 973	554 459 991	554 459 991	551 783 426	548 766 976
Percentage volume traded to shares in issue	26%	21%	34%	27%	25%
PE ratio	14.6	12.2	14.3	11.6	12.4

* Shares in issue per JSE as at 31 December 2023.

Shareholders' Diary

Dividend	2024
Approval of dividend by the board	Wednesday, 20 March
Announcement of annual results and declaration of dividend for 2023 on SENS	Monday, 25 March
Last day to trade in order to participate in the dividend	Tuesday, 16 April
Trading commences ex-dividend	Wednesday, 17 April
Record date	Friday, 19 April
Share certificates may not be dematerialised and rematerialised between Wednesday, 17 April and Friday, 19 April both days inclusive	Wednesday, 17 April and Friday, 19 April
Dividend payment date	Monday, 22 April
Annual general meeting (AGM)	
Record date to receive notices	Friday, 26 April
Posting date and no change statement on SENS	Tuesday, 7 May
Last date to trade to be eligible to participate and vote at the AGM	Monday, 27 May
Public Holiday	Wednesday, 29 May
Record date to be recorded as a shareholder	Friday, 31 May
Proxy forms to be received by 10h00	Monday, 3 June
AGM to be held at 10h00	Wednesday, 5 June
Results of AGM published on SENS	Wednesday, 5 June
Interim Results	
Interim results for the six months ended 30 June 2024	Monday, 26 August