INTEGRATED REPORT 2024

PBT group
DATA SPECIALISTS

SCOPE AND BOUNDARY

Our Integrated Report is published annually and presents an overview of the activities, practices and progress of PBT Group Limited (PBT Group) for the 12-month period from 1 April 2023 through to 31 March 2024. The 2024 Integrated Report provides both financial and non-financial information for the period. All previously published Integrated Reports are available for download on PBT Group's website (www.pbtgroup.co.za).

The 2024 Integrated Report covers relevant aspects of all the operations of PBT Group. There has been no change in the scope and boundary of this report.

The information in this report has been selected to cater for the interests of providers of capital and other stakeholders who require a broad overview of the present and future direction and prospects of PBT Group – shareholders, funders, regulators, prospective employees, suppliers and community members, amongst others. Stakeholders with more in-depth needs are invited to contact PBT Group directly or visit the website for further information.

FRAMEWORKS AND ASSURANCE

The reporting principles that have been applied in this report were guided by the IFRS Accounting Standards (IFRS), the King IV Report on Corporate Governance for South Africa, 2016 (King IV) requirements, the Global Reporting Initiative's sustainability reporting guidelines and the Framework for Integrated Reporting. It also conforms to the statutory and reporting requirements of the South African Companies Act, Act 71 of 2008 (as amended) (Companies Act) and the Listings Requirements of the JSE Limited (Listings Requirements).

The Board acknowledges its responsibility for ensuring the integrity of this report. The Board and its subcommittees have reviewed the report and have satisfied themselves of the materiality, accuracy and balance of disclosures in this report. In addition, external assurance was sought for aspects of our reporting from a variety of sources. This includes:

- Independent auditors BDO South Africa Incorporated, who has provided an audit opinion on the financial statements.
- The Legal Verification Team Proprietary Limited, who has verified the Broad-Based Black Economic Empowerment (B-BBEE) scorecard rating.

MATERIALITY

The 2024 Integrated Report includes information which the Directors believe is material to investors' understanding of the Group's ability to create value. It provides a concise overview of the Company's performance, prospects and ability to provide sustainable value for all its stakeholders.

APPROVAL OF THE INTEGRATED REPORT

The Board acknowledges its responsibility to ensure the integrity of this report. The Directors confirm that they have collectively assessed the content of the Integrated Report and believe that it addresses the material issues and is a fair representation of the integrated performance of the Group. The Board has therefore approved the 2024 Integrated Report for publication.

On behalf of the Board

Elizna Read
Chief Executive Officer

Tony Taylor
Chairman

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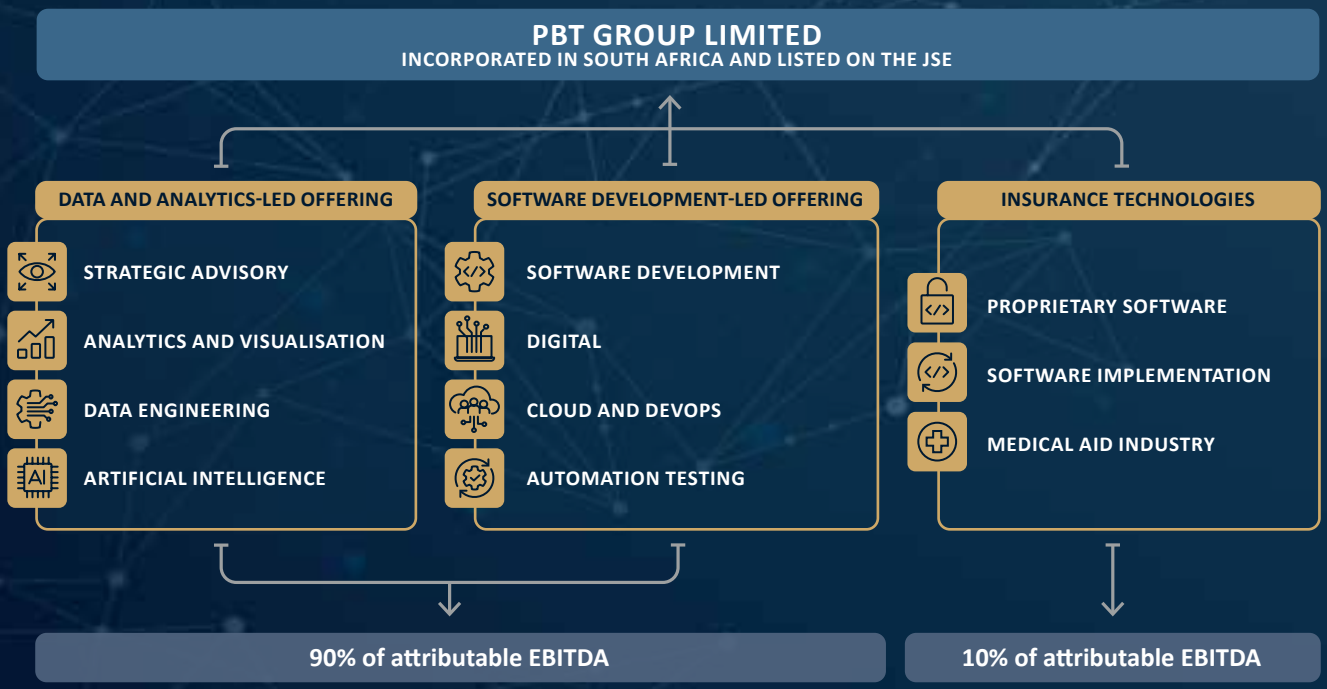
ABOUT US

PBT Group has a staff complement of 825, of which the vast majority are highly skilled and professional consultants. We have established strategic alliances with recognised local and international vendors. Our consultants have a sincere commitment to providing the highest levels of service and the most appropriate solutions to our clients.

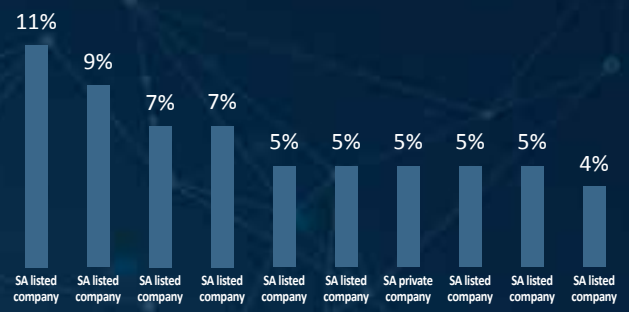
PBT Group maintains a technology and cloud agnostic approach, enabling it to deliver real and sustainable value to clients who represent a variety of industries including, amongst others, finance, insurance, telecommunications, retail and medical healthcare.

PBT Group is a streamlined and focused ***professional services business****.*



Top 10 clients

Revenue earned by top 10 clients as a % of Group revenue



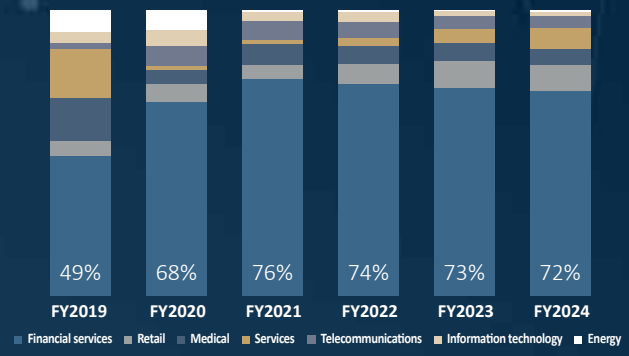
** Percentages are rounded.*

Comments

- Our clients are mostly Johannesburg Stock Exchange (JSE) listed A-grade clients. Low counterparty risk.
- Revenue from our top 10 clients accounts for c. 63% of Group revenue. Although listed as a single client, we service various and distinct business units within a client, providing diversification.

Client industries

Revenue earned by client industry as a % of Group revenue



** Percentages are rounded.*

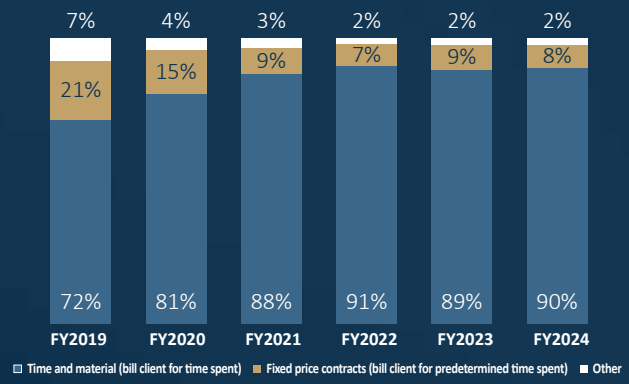
Note: FY = 12 months ended 31 March.

Comments

- Most of our revenue is from financial services clients, driven by digital transformation.
- Most of our consultants are interchangeable between industries, which reduces the risk of non-billability.

Revenue contracts

Revenue earned by contract type as a % of Group revenue



** Percentages are rounded.*

Note: FY = 12 months ended 31 March.

Note: Fixed price contracts are billed monthly at a fixed amount as per the contract. The amount is based on a fixed number of hours of an underlying resource. Fixed price contracts are different to project contracts, where the latter is only billed once a specific project milestone is reached.

Comments

- 98% of our revenue is from low-risk time and material contracts, where clients are billed for actual time spent.
- Our contracts mostly span over 12 months, after which it is typically renewed.

ABOUT US [CONTINUED]

Our Vision

To be the preferred data and analytics solutions and services provider to our global client base through strong partnerships, innovation and domain expertise.

Our Mission

To ensure the long-term success of business clients through the effective organisation, interpretation and publishing of company intelligence.

Our Values

Integrity, quality, professionalism, accountability, teamwork, respect, ethics and trust.

Our People

We have a staff complement of 825. The vast majority are highly skilled consultants who continuously deliver quality solutions and services in all of the Group's operations.

Our Commitment

PBT Group recognises the importance of transformation and the creation of sustainable BEE in the South African business landscape, consistently striving to meet and improve on guidelines related to social responsibility and empowerment.

Our Listing

PBT Group is listed on the JSE under the Software and Computer Services Sector.

GLOBAL FOOTPRINT

The Group's global client base includes many internationally recognised organisations, built on well-established relationships and extends to a variety of industries, including financial services, insurance, telecommunications, retail and medical healthcare.

Global ***expertise,*** *local* ***wisdom.***

- PBT Group Ltd — 100%
- PBT Group International BV — 100%
  - PBT Group (SA) Pty Ltd — 100%
    - PBT Insurance Technologies Pty Ltd — 100%
    - CyberPro Consulting Pty Ltd — 58%
    - PBT Technology Services Pty Ltd — 100%
  - Halliard International BV — 70%
  - PBT Group (UK) Ltd — 100%
  - PBT Group Europe BV — 100%

BUSINESS MODEL

*A **services** and **solutions-based** business.*

CLIENT ENGAGEMENT MODELS

1

Consulting Services

- Providing relevant expertise as a professional service.
- Billing largely per consulting hour on time and material basis.

+

2

Projects

- Engaging a team in collaboration with a client to deliver a solution via a formalised project.
- Billing based on predefined artefacts/scope.

+

3

Managed Services and Solutions

- Providing a predefined service as a managed service.
- Billing fixed for monthly service.

SERVICES

Advisory and Strategic

- Data strategy
- Modernisation
- Readiness programme
- Blueprint architecture
- Business analysis
- Project management

Analytics and Visualisation

- Business intelligence
- Self-service analytics
- Visualisation
- Storytelling
- Data science
- Smart analytics

Cloud and DevOps

- Cloud agnostic data specialists
- Best practice cloud application and data architecture
- DevOps specialists
- Containerisation and DevOps disciplines

Application and Software Development

- Custom line-of-business systems
- System integration
- Microservice and API development

Mobile, Web, UI and UX

- Web development
- Mobile application development
- Native and hybrid as well as full range of UI, UX and CX disciplines

SQA and Testing

- Manual testing
- Automation testing
- Software quality assurance as part of modern software development

Data Engineering

- Data architecture
- Data modelling
- Data lake
- Data streaming
- ETL/ELT
- Data warehouse
- Data wrangling

PBT group
DATA SPECIALISTS

COMPANY PROFILE

Established as an information management services company in 1998, PBT Group offers specialised consulting services to large national and international clients in South Africa, the United Kingdom and Europe.

As a leading data and analytics, and information specialist company, PBT Group provides services and creates solutions that capitalise on data-driven insights, to make well-timed, intuitive business decisions that consistently position the Group's clients ahead of the curve. PBT Group is a data specialist that takes ownership of a client's challenges – transforming the client's data into a tangible asset that will greatly assist in streamlining the client's business operations as well as their predictive and analytical capabilities.

PBT Group has a staff complement of 825, of which the majority are highly skilled and professional consultants, and has established strategic alliances with recognised local and international vendors.

PBT Group maintains a technology and cloud agnostic approach, enabling it to deliver real and sustainable value to clients who represent a variety of industries including finance, insurance, telecommunications, retail and medical healthcare.

PBT Technology Services specialises in data and analytics. With 25 years of data engineering expertise as a niche, both on premises and in the cloud, it covers all functional aspects of the data ecosystem, namely strategy, architecture, analysis, design, modelling, construction, implementation and maintenance. PBT Technology Services has provided these services across 27 countries and three continents through consulting, end-to-end projects and managed services. These services remain the key enabler for most aspects of data science, including predictive analytics, artificial intelligence and machine learning across various industries.

PBT Insurance Technologies (PBTit) is a provider of specialist healthcare management solutions and services, and its clients include numerous reputable medical aid schemes. Aimed at the medical aid and managed care sectors, PBTit incorporates a high level of flexibility, real-time claims processing, query capabilities, electronic data interchange, document management services, membership and contribution management as well as advanced medical savings account management.

CyberPro Consulting is a leading Microsoft Gold-certified partner as well as an Oracle Java partner that provides software system development, web and mobile digital solutions, as well as business intelligence and data analytics services. CyberPro Consulting's service offering spans the full project life cycle, from agile project management, business analysis, software architecture and development through to DevOps, automation testing and quality assurance.

PBT Group Europe and PBT Group (UK) offer an extension of the Group's services to the European and United Kingdom markets. In collaboration with specialised local partners, these subsidiaries complement the Group's core data engineering expertise with artificial intelligence competencies, providing comprehensive services and solutions.

PBT group
DATA SPECIALISTS

BUSINESS MILESTONES

2024 PBT Group sold its 100% stake in PBT Group (Australia) to its local management.

2023 In alignment with PBT Group's strategy to dispose of its non-core assets, Halliard disposed of its entire investment in Payapps, resulting in a return of R150 million to its investors.

2021 PBT Group achieves 51% black ownership and a Level 1 B-BBEE rating.

2020 PBT Group (UK) established as an extension of the Company's services internationally.

2019 PBT Group successfully exits the Africa and Middle East market.

2018 Following the downscaling of the Africa and Middle East operations, PBT Group shifts its international focus to the United Kingdom and Europe, including Ireland. Through this, PBT Group Europe, with its head office in Amsterdam, Netherlands, was established.

2017 Prescient disposes of its financial services arm, renames to PBT Group and continues its listing on the main board of the JSE as a focused listed IT entity.

2012 PBT Group acquires three specialist technology-focused companies: BI-Blue Consulting, a recognised leader in SAP Business Analytics and Enterprise Information Management, CyberPro Consulting, a leading Microsoft software services company, as well as Technique Business Intelligence Software, an IBM business partner and technical solutions authority. Prescient listed on the JSE through a reverse listing via PBT Group, continuing to operate through its two main subsidiaries, Prescient Holdings (financial services) and PBT Group (information management services).

2010 PBT Group listed on the JSE through a reverse listing via the Wooltru cash shell.

2009 Strategic Medical Systems, a provider of specialist healthcare management solutions and services, is renamed to PBT Insurance Technologies to better reflect the wider application of its services and align itself with the PBT brand.

2008 PBT Group (Australia) established in Melbourne.

2006 Rapid developments in the Company structure, together with the need to align operations with the Group's vision of its future potential and acquisitions, lead to Prescient Business Technologies renaming itself to PBT Group.

1998 Founded as Prescient Business Technologies, a specialised information management company.

SHAREHOLDER PROFILE

During the financial year 378 692 shares were repurchased and cancelled in terms of the general repurchase authority, of which 376 741 shares were delisted before year-end and 1 951 shares were delisted on 5 June 2024. As at 31 March 2024 the total shares in issue were 104 211 308 (2023: 104 590 000). No new shares were issued.

DISTRIBUTION OF SHAREHOLDERS

Number of shares held	Number of shareholders	Percentage	Number of shares	Percentage
1 – 10 000	3 070	94.20	1 598 649	1.53
10 001 – 100 000	132	4.05	4 065 444	3.90
100 001 – 1 000 000	44	1.35	14 941 717	14.34
1 000 001 – 10 000 000	11	0.34	38 529 498	36.97
Greater than 10 000 000	2	0.06	45 076 000	43.25
	3 259	100.00	104 211 308	100.00
Individuals	3 073	94.29	16 926 646	16.24
Nominees and trusts	61	1.87	6 714 906	6.44
Close corporations	14	0.43	146 726	0.14
Other corporate bodies	77	2.36	50 799 963	48.75
Partnerships	2	0.06	11 000 000	10.56
Banks	6	0.18	16 720 068	16.04
Insurance companies	4	0.12	50 026	0.05
Pension funds and medical aid societies	2	0.06	5 693	0.01
Collective investment schemes and mutual funds	20	0.61	1 847 280	1.77
Total	3 259	100.00	104 211 308	100.00

PUBLIC AND NON-PUBLIC SHAREHOLDERS

	Number of shareholders	Percentage	Number of shares	Percentage of total issued share capital
Non-public shareholders	16	0.49	55 233 825	53.00
Directors	8	0.25	979 680	0.94
Associates of Directors (including Directors of major subsidiaries)	7	0.21	37 554 145	36.04
Shareholders holding 10% or more of issued share capital	1	0.03	16 700 000	16.03
Public shareholders	3 243	99.51	48 977 483	47.00
	3 259	100.00	104 211 308	100.00

MAJOR SHAREHOLDERS

	Ordinary shares	Percentage of total issued share capital
The shareholders, other than Directors, who have a direct or indirect beneficial interest in 5% or more of the Group's issued share capital at 31 March 2024 are as follows:		
Banque Lombard Odier & Cie SA	**16 700 000**	**16.03**
PBT Direct Partnership	**8 000 000**	**7.68**
The shareholders, which are associates of Directors, and which hold 5% or more of the Group's issued share capital at 31 March 2024 are as follows:		
Spalding Investments 10 (RF) Proprietary Limited*	**28 376 000**	**27.23**
Poppy Ice Trading 23 Proprietary Limited**	**9 000 000**	**8.64**

* *During 2024, Spalding Investments 10 (RF) Proprietary Limited (Spalding) sold 224 000 PBT Group Limited shares. As a result, Spalding now owns 28 376 000 shares in PBT Group Limited. Please refer to the SENS announcement dated 16 February 2024 for further details.*

Spalding and Yonex Investments (RF) Proprietary Limited (Yonex) are B-BBEE and staff companies in which Elizna Read, Bianca Pieters, Pule Taukobong and Anastassia Sousa collectively hold a 33.64% and 34.12% interest respectively, as at 31 March 2024. The Directors and Company Secretary consequently have an indirect beneficial interest in PBT Group Limited via their interests in Spalding and Yonex. Please refer to Note 13 Share capital and Note 17 Share-based payments of the Annual Financial Statements for more information.

** *Cheree Dyers holds a 51% indirect interest in Poppy Ice Trading 23 Proprietary Limited. Therefore Cheree Dyers has an indirect beneficial interest in PBT Group Limited.*

DIRECTORS' HOLDINGS

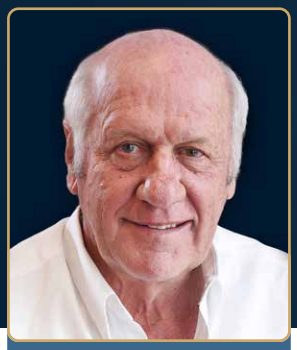
The Directors' holdings at 31 March were as follows:

	Direct number of shares	Percentage	Indirect number of shares	Percentage
2024				
Tony Taylor	**96 479**	**0.09**	**–**	**0.00**
Elizna Read	**569 893**	**0.55**	**5 354 736**	**5.14**
Bianca Pieters	**37 712**	**0.04**	**1 331 920**	**1.28**
Cheree Dyers	**198 426**	**0.19**	**4 590 000**	**4.40**
Pule Taukobong	**–**	**0.00**	**2 325 540**	**2.23**
	902 510	**0.87**	**13 602 196**	**13.05**
2023				
Tony Taylor	96 479	0.09	–	0.00
Elizna Read	532 560	0.50	5 354 736	5.12
Bianca Pieters	379	0.00	1 331 920	1.27
Cheree Dyers	198 426	0.19	4 590 000	4.39
Pule Taukobong	–	0.00	2 317 115	2.22
	827 844	0.79	13 593 771	13.00

The Board of Directors has assessed the independence of each Board member, being Executive, Non-Executive or Independent Non-Executive. The Board is cognisant of the fact that each member has a duty to act with independence of mind in the best interest of the Company.

The PBT Board believes they have the necessary knowledge, skill, experience, diversity and independence to fully discharge its governance role and responsibilities. Further to that, the Board believes that the independent designation for the Independent Non-Executive Directors are appropriate taking into consideration the indicators as set out in King IV together with other indicators and on a substance-over-form basis.

LETTER TO STAKEHOLDERS



TONY TAYLOR

INDEPENDENT NON-EXECUTIVE CHAIRMAN

ELIZNA READ

CHIEF EXECUTIVE OFFICER

PBT Group is pleased to announce its results for the 2024 financial year.

The diversity of the business units within PBT Group has ensured stability despite a generally challenging year.

We remain dedicated to maximising shareholder value and will continue to focus on sustainable organic growth and prioritising cash returns to shareholders.

BUSINESS ACTIVITIES AND GROUP RESULTS (from continuing operations)

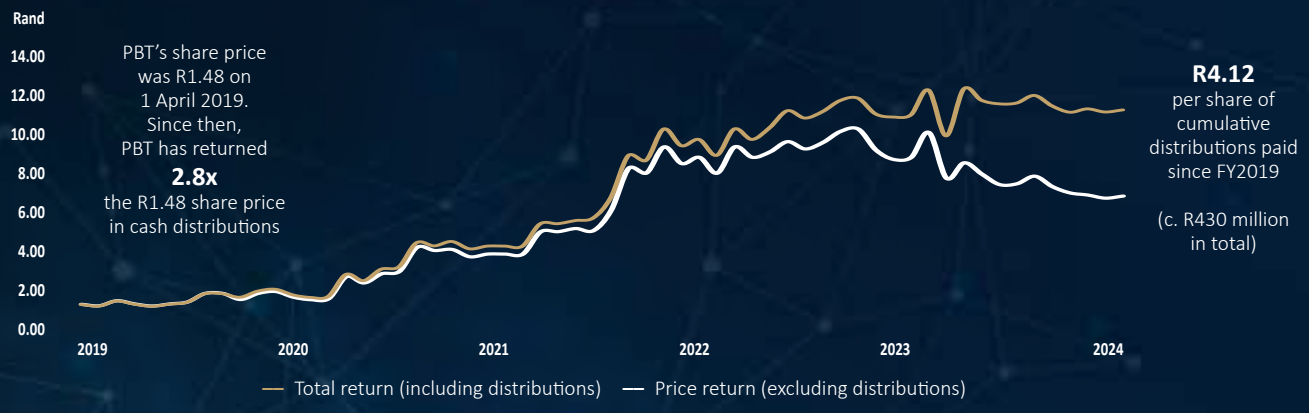
Financial results highlights

- Revenue increased by 3.0% to **R1.07 billion** (2023: R1.04 billion)
- EBITDA decreased by 5.6% to **R138.5 million** (2023: R146.6 million)
- Profit after taxation decreased by 5.1% to **R97.2 million** (2023: R102.5 million)
- Cash generated from operations increased by 4.3% to **R143.7 million** (2023: R137.7 million)
- Headline earnings decreased by 11.3% to **R64.4 million** (2023: R72.6 million)
- Normalised headline earnings decreased by 8.9% to **R70.2 million** (2023: R77.0 million)
- Earnings per share (EPS) decreased by 23.6% to **62.65 cents** per share (2023: 82.05 cents per share)
- Headline earnings per share (HEPS) decreased by 23.8% to **62.67 cents** per share (2023: 82.21 cents per share)
- Normalised headline earnings per share (NHEPS) decreased by 10.2% to **67.18 cents** per share (2023: 74.85 cents per share)
- Interim ordinary cash distribution of **26 cents** per share declared and paid (2023: 25 cents per share)
- Final ordinary cash distribution of **34 cents** per share declared (2023: 33 cents per share)
- Total ordinary cash distribution for the 2024 financial year of **60 cents** per share, a 3.4% increase compared to the previous year (2023: 58 cents per share)

All percentages are based on the full figures as stated in the Annual Financial Statements.

Total shareholder return

PBT CONSISTENTLY DISTRIBUTES A LARGE PORTION OF ITS EARNINGS. A TOTAL RETURN CHART ACCOUNTS FOR THESE DISTRIBUTIONS.



** Figures are rounded.*

Note: excludes the final FY2024 distribution of 34 cents per share.

FINANCIAL REVIEW

Five-year review: Financial Year 2019 (FY2019) to Financial Year 2024 (FY2024)

Since FY2019, revenue increased organically from R588.4 million to R1.1 billion, a five-year compound annual growth rate (CAGR) of 13%, demonstrating our ability to capture market opportunities and drive top-line expansion. In conjunction with our revenue growth, our earnings before interest, taxation, depreciation and amortisation (EBITDA) increased from R51.4 million to R138.5 million, a five-year CAGR of 22%, highlighting our commitment to operational efficiency and effective cost management. Furthermore, our normalised headline earnings per share increased from 18.20 cents per share to 67.18 cents per share, a five-year CAGR of 30%.

We are dedicated to maximising shareholder value and will continue to focus on sustainable organic growth and prioritising cash returns to shareholders.

FY2024 Group review (from continuing operations)

Although FY2024 was a challenging year for us, we managed to achieve another year of organic revenue growth. The Group's revenue increased by 3.0% to R1.1 billion, but gross profit margin decreased by 77 bps from 24.96% to 24.19%. The decrease in our gross margin is a function of higher-than-usual non-billability in our consultant base due to client budget constraints, as well as not entirely passing through the increase in the cost of consulting to our clients. Our operational costs increased more than the change in our gross profit, leading to EBITDA declining by 5.4% to R138.7 million. Our asset-light business model, servicing high-quality, mostly JSE-listed companies continues to serve us well, leading to robust cash flows and enabling us to declare a final ordinary dividend of 34 cents per share (R34.5 million) for a total FY2024 ordinary dividend of 60 cents per share (R60.8 million), an increase of 3.4% compared to the previous year.

REVIEW OF OPERATIONS

SOUTH AFRICA

DATA AND ANALYTICS, INSURANCE TECHNOLOGIES AND SOFTWARE DEVELOPMENT

PBT TECHNOLOGY SERVICES AND CYBERPRO CONSULTING

Consulting firms globally have come under pressure during the past financial year, and PBT Group was no exception. Budget constraints remain one of the biggest challenges across our client base. The drive to migrate to the cloud and the urgency for digitalisation have generally resulted in overspend, with clients having taken on additional consultants as well as permanent staff to aid them in their journey during the past three years. This has resulted in the current scenario of clients reducing costs, directly affecting our revenue. This is particularly relevant to our data and analytics services division, where the focus is on consulting services.

Technology is at the core of change today and PBT Group has been successfully embracing this through the PBT Cloud Academy. From a pure cloud perspective, most of our data engineers have been transformed into cloud engineers practising on the main three cloud service providers, being Google Cloud Platform (GCP), Microsoft Azure and Amazon Web Services

LETTER TO STAKEHOLDERS [CONTINUED]

(AWS). Generative Artificial Intelligence (AI) has now been incorporated in our training curriculum, as we believe that this concept is as important to the future of the business as the core fundamentals of any data practitioner. This is not only relevant to cloud engineers, but also to data analysts, as this role is viewed as a strategic differentiator in the data industry.

One of the biggest highlights during the period under review is our client data platform project (CDP) at one of South Africa's leading retail companies. The integration layer enabling the business to integrate their source systems with their customer relationship management (CRM) system, enabling both IT and the business to seamlessly use CRM functions, was a significant achievement. The team consisted of mostly PBT consultants and they were involved in all aspects of the development cycle, including architecture, design, modelling, development and implementation. Various technology stacks were applied and AI as well as machine learning (ML) components were part of the final product. As a result of this success, more phases have been awarded to PBT Group. The exposure to AI and ML will be ploughed back into the PBT Cloud Academy, to be utilised for continued learning and growth across all consultants.

Another highlight was the successful migration from Microsoft on prem to cloud using mostly AWS at a leading South African financial institution. Although the project team consisted of a variety of consultants from third parties as well as the client team themselves, PBT Group consultants were fundamental in the design, construction and implementation of the project. This is the first of multiple phases, with the PBT Group team now not only involved in the migration, but also within the cloud environment, enabling the business to make use of the AWS services and associated benefits.

As a result of the above-mentioned success, PBT Group has been awarded the privilege of being one of the preferred data service providers to a newly announced bank in South Africa. This entails supplying consultants in various functional roles ranging from architecture, design, data modelling, cloud engineers, business analysts, data analysts, data stewards, data governance, data scientists, machine learning, and project and programme management. This exciting venture has the potential to unlock many opportunities and provide great exposure, as it will see PBT Group combining its core strength of data engineering with concepts such as generative and predictive AI, as well as ML.

Corporate clients have continued their drive to permanently appoint rather than extend consultant engagements. However, signs of this reaching a turning point are already showing in the local market as corporates have also been putting a freeze on permanent positions. Although this is an indication of more budget cuts, it is also the start of a well-known cycle: as work and projects start piling up, clients slowly start to revert back to the consulting model. In the interim our focus is to remain relevant from a technology and training perspective, in order to be able to meet the demand when circumstances inevitably become favourable again.

Our software development division offers a more diverse range of services, which has been very advantageous within the macro environment of a weaker economy. Apart from application development, which remains in high demand as a priority for transactional systems (a client revenue-generating necessity), specialisations like automated testing have contributed significantly to the revenue. The alignment with certain products such as Salesforce as an example is also reaping benefits, albeit small at this stage, with good potential for the future. The contracting model favoured by our software development division is risk averse, with little to zero non-billability compared to the data and analytics division. This division remains a leader in the contracting space and will remain a significant contributor to the Group's revenue stream as they are continuously seeking new revenue opportunities outside of the obvious.

PBTit

During the past financial year PBT Insurance Technologies (PBTit) not only showcased its effectiveness in the challenging healthcare insurance sector of South Africa, but also its competence in integrating new clients successfully.

This year marked a significant period of growth for PBTit, fuelled by new client acquisitions and expansions within our existing client base, resulting in increased revenue and profitability.

The expansion of PBTit's client portfolio is a clear indicator of the robustness of our products in the market. Positive developments within our existing clients underscore our strategy to focus on and enhance our relationships with them.

PBTit is committed to continuously strengthening its footprint in the managed care and health insurance sectors. We are actively pursuing strategic initiatives to broaden our reach, forge new partnerships and introduce innovative solutions to address the changing needs of the industry.

EUROPE AND THE UNITED KINGDOM

DATA AND ANALYTICS

PBT GROUP EUROPE AND PBT GROUP (UK)

In the UK we have seen slow but steady progress during the past financial year. The successful implementation of two recent projects have not only resulted in a subsequent phase to start the new financial year off with, but is also valuable exposure in terms of the technology stack, being Microsoft Azure. Aligned with our offshore strategy model, the full staff complement for these projects reside in South Africa. The architecture, design, construction, testing and implementation were all done by PBT Group consultants. It is our believe that this success will lead to more offshore projects in the future.

The deployment of a Presales and Technology Director in the UK remains a good investment, as his participation in the above-mentioned projects positions him well to now start marketing PBT Group (UK) directly to clients, and aligning with product vendors that complement our services and offshore strategy. Although this will be a slow process, we have positioned ourselves well to launch when the time is right and when the local economy opens up once again.

Another UK highlight was the award of a lucrative support contract with most of the work conducted based on the offshore model. The establishment and growth of this model is of high strategic value to PBT Group in establishing us as an alternative to competitors from India, Romania and Poland. Although PBT Group (UK) has experienced a slight decline in profit during the past financial year, establishment costs have now been absorbed. In anticipation of a positive turn in this region's economy, we are excited about the opportunities, especially with the well-proven offshore model.

With a small client base in Europe, the impact of client budget cuts during the past financial year has been difficult to absorb. The business had a generally positive sales pipeline for the second half of the financial year, only to see client projects reduced and postponed. Our long-term business remained stable as most of our established contracts were renewed. However, the above resulted in a decline in revenue, with the forecast for the European region being subdued. The sales team continues to engage with new clients on a weekly basis, albeit all looking towards the third and fourth quarter for projects to commence. Despite the current limitations in the region, the fact that all our European consultants are working within the Microsoft Azure technology stack is a good foundation for future projects as this is the most sought-after cloud technology in Europe. This will position us well for when budgets are opened, and the industry regains some normality.

Summary:

The diversity of the business units within PBT Group has ensured stability despite a generally tough year, and should continue to do so until world economies recover and consulting services regain its momentum.

Share-based payment transactions

Refer to the Normalised Earnings Information for more detailed information.

The effect of IFRS 2 on the Group's financial statements is summarised as follows:

- IFRS 2 expense decreased the Group's profits by R5.0 million.
- A total number of 1.7 million treasury shares were taken into account.
- Investments in preference shares of R11.6 million are not treated as assets, which results in the total assets disclosed in the consolidated statement of financial position being decreased by this figure.
- Weighted average number of ordinary shares (WANOS) increased by 12.8 million shares, which as a result decreased EPS and HEPS for the period.
- Please refer to page 17 for the Normalised Earnings Information.

General repurchase

During the period 378 692 shares were repurchased in accordance with the general authority to repurchase shares granted at the Annual General Meeting held on 19 August 2022 and 4 August 2023 of which 376 741 were subsequently cancelled and delisted. On 5 June 2024 the remaining 1 951 shares were delisted. The average purchase price was R6.81 per share.

Going concern

PBT Group is a focused, profitable, cash-generative business that operates in a growing industry. PBT Group continuously analyses its business and also prepares forward-looking cash flow forecasts based on the expected performance of the business.

Please refer to note 38 Financial instruments and risk management – Capital management for the Group's externally imposed capital requirements. Management is satisfied that the Group will meet its externally imposed capital requirements.

Based on the above, PBT Group believes that it has adequate financial resources to continue in operation and will continue as a going concern for the foreseeable future. Accordingly, the consolidated and separate financial statements have been prepared on a going concern basis.

The Directors are not aware of any material changes that may adversely impact the Company. The Directors are also not aware of any material non-compliance with statutory or regulatory requirements or of any pending changes to legislation which may affect the Company.

LETTER TO STAKEHOLDERS [CONTINUED]

GOVERNANCE

PBT Group remains committed to sound corporate governance principles, including integrity, transparency and accountability, and subscribes to the Code of Corporate Practices and Conduct as set out King IV.

DISTRIBUTIONS

The Company's distribution policy is to consider an interim and a final distribution in respect of each financial year. At its discretion, the Board of Directors may consider a special or ad hoc distribution, where appropriate. Depending on the perceived need to retain funds for expansion or operating purposes, the Board of Directors may also elect not to pay distributions.

On Monday, 24 June 2024, the Board of Directors resolved to declare a capital reduction distribution of 17.00 cents per PBT ordinary share and a dividend distribution of 17.00 cents per PBT ordinary share (collectively "the Distribution"). The total Distribution will equate to R35.4 million.

The implications of the Distribution on shareholders are as follows:

- The gross dividend of 17.00 cents per PBT ordinary share from income reserves will be subject to dividend withholding tax at a rate of 20%. Consequently, a net final dividend of 13.60 cents per share will be distributed to those shareholders who are not exempt from paying dividend tax. In terms of dividend tax legislation, the dividend tax amount due will be withheld and paid over to the South African Revenue Service by a nominee company, stockbroker or Central Securities Depository Participant (CSDP) (collectively "regulated intermediary") on behalf of the shareholders. All shareholders should declare their status to their regulated intermediary, as they may qualify for a reduced dividend tax rate or exemption.
- The capital reduction distribution of 17.00 cents per PBT ordinary share is not subject to dividend withholding tax as it is paid out of capital reserves. As the capital reduction distribution will be regarded as a return of capital and may therefore have potential capital gains tax consequences, shareholders are advised to consult their tax advisers regarding the impact of the capital reduction distribution.

As at the date of declaration of the Distribution there were 104 163 255 PBT ordinary shares in issue. The Company's income tax reference number is 9725148713.

In compliance with the Companies Act, the Directors confirm and have resolved that the Company will satisfy the solvency and liquidity test immediately after the payment of the Distribution.

In accordance with the provisions of Strate Proprietary Limited, the electronic settlement and custody system used by the JSE Limited, the relevant dates for the Distribution are as follows:

Last day to trade "cum distribution"	**Tuesday, 16 July 2024**
First trading day "ex distribution"	**Wednesday, 17 July 2024**
Record date	**Friday, 19 July 2024**
Payment date	**Monday, 22 July 2024**

No share certificates may be dematerialised or rematerialised between Wednesday, 17 July 2024 and Friday, 19 July 2024, both days inclusive. Only the shareholders recorded in the Company's share register as at record date are entitled to receive the Distribution declared.

Payments for certificated shareholders will be transferred electronically to their bank accounts on the payment date. Shareholders who hold dematerialised shares will have their accounts at their CSDP or stockbroker credited on Monday, 22 July 2024.

CHANGES TO THE BOARD OF DIRECTORS

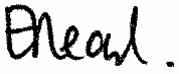
There were no changes to the Board during the period and to date of this report.

ACKNOWLEDGEMENTS

We would like to thank our dedicated sales, management and support team for their unwavering commitment and drive, and our specialisit consultants for being our ambassadors.

We would also like to thank our clients for their ongoing support, and our Board of Directors for their expertise and professional guidance during the 2024 financial year.

Tony Taylor
Chairman



Elizna Read
Chief Executive Officer

NORMALISED EARNINGS INFORMATION

NORMALISED EARNINGS AND NORMALISED HEADLINE EARNINGS PER SHARE

The purpose of the normalised earnings per share (EPS) and headline earnings per share (HEPS) is to reverse the accounting effect of IFRS 2 Share-based Payments, which the Board considers having a material effect on the Group's financial statements.

IFRS 2 creates an unavoidable decrease in the weighted average number of ordinary shares (WANOS) for the periods in which certain assets are treated as treasury shares and will result in an increase in WANOS for the periods in which those same assets are no longer treated as treasury shares. As a result, the implementation of IFRS 2 initially inflates the EPS and HEPS figures, however, over time, the impact on EPS and HEPS is reversed as WANOS increases. This effect is due to accounting standards which management feels is not a true reflection of the earnings of the business. Therefore, a normalised EPS and HEPS is presented.

The normalised headline earnings attributable to ordinary shareholders is adjusted to:

- Include the preference dividends earned on the preference share investments with:
  - PBT Foundation Proprietary Limited (PBT Foundation); and
  - Kappa Investments Proprietary Limited (Kappa).
- Exclude the IFRS 2 Share-based Payment expense for the transactions with Spalding Investments 10 (RF) Proprietary Limited (Spalding), Yonex Investments (RF) Proprietary Limited (Yonex), Ayson Proprietary Limited and Kappa.

The effect of other accounting standards, such as IFRS 9 Financial Instruments and IFRS 16 Leases, were considered in the determination of the normalised EPS and HEPS calculation, but due to the fact that these accounting standards do not create an irregular change on EPS and HEPS, they were not taken into account in the calculation of normalised earnings and HEPS.

As a result, the Board is of the view that a normalised EPS and HEPS, which removes the accounting effect of IFRS 2, is a more accurate reflection of after-tax earnings and after-tax earnings per share that will be more comparable over the years for the periods that the share-based payment transactions have an IFRS 2 effect.

In the 2023 financial year the PBT Group Limited shares linked to Spalding, Yonex and Pulsent OH GP Proprietary Limited reverted back to issued. The shares have been weighted from the date it was transferred out of treasury shares to issued shares and the remaining effect is in the 2024 financial year. As explained above, the WANOS has therefore increased with the decrease in the weighted treasury shares and has the effect that EPS decreased even though the profit attributable to ordinary shareholders have increased.

Financial information for the year ended 31 March 2024

Reconciliation	Note	Earnings Rand	Headline earnings Rand	WANOS Number of shares	EPS Cents per share	HEPS Cents per share
Unadjusted financial information		**64 369 278**	**64 390 104**	**102 748 476**	**62.6**	**62.7**
Adjustments:						
Preference dividends/Interest income earned and not recognised	1	**761 366**	**761 366**	**–**		
IFRS 2 expenses recognised	2	**5 021 750**	**5 021 750**	**–**	**4.6**	**4.5**
Weighted share-based payment shares included as treasury shares	3	**–**	**–**	**1 712 000**		
Normalised information		**70 152 394**	**70 173 220**	**104 460 476**	**67.2**	**67.2**

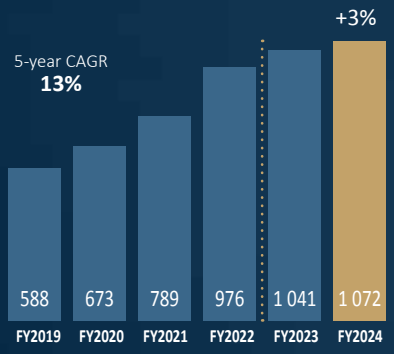
Notes:

1. *Preference dividends received on investment in preference shares were eliminated due to the investments being treated as treasury shares in terms of IFRS 2 Share-based Payments, instead of as assets.*
2. *Share-based payment expense incurred due to the application of IFRS 2 Share-based Payments.*
3. *The underlying weighted PBT Group shares relating to the investment in preference shares and loans granted to the B-BBEE and staff companies.*

FINANCIAL HIGHLIGHTS

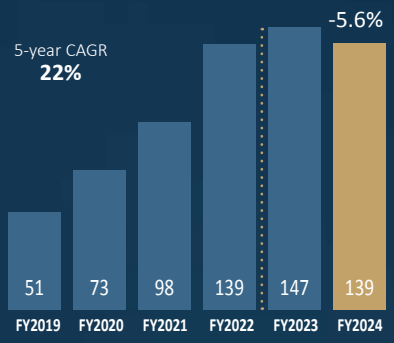
Revenue

R million



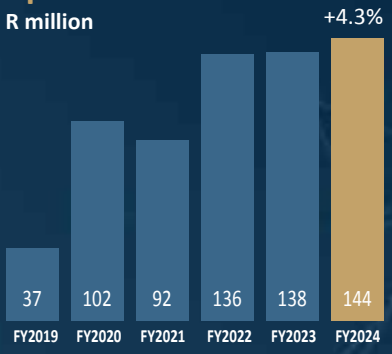
EBITDA

R million



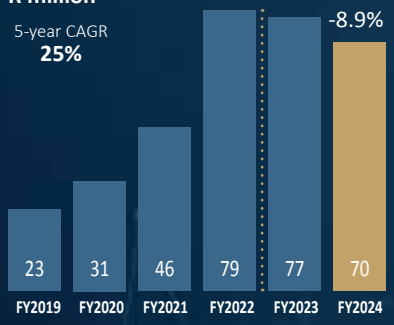
Cash generated from operations

R million



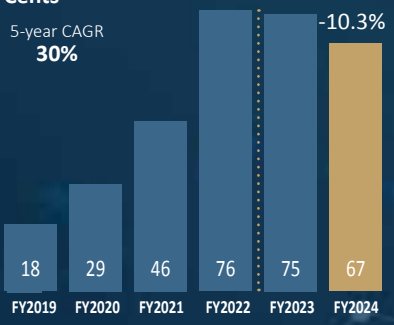
Normalised headline earnings

R million



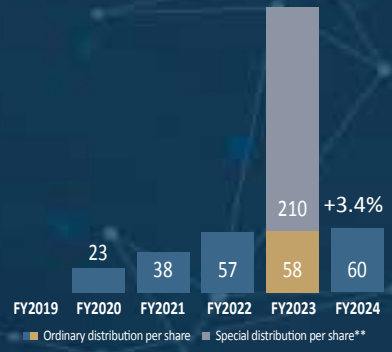
Normalised headline earnings per share

Cents



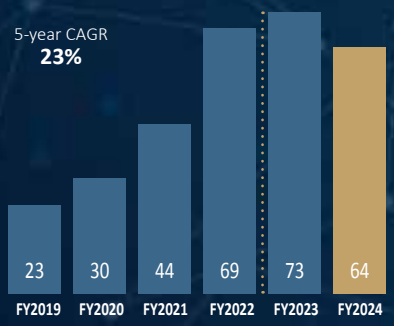
Distribution per share

Cents



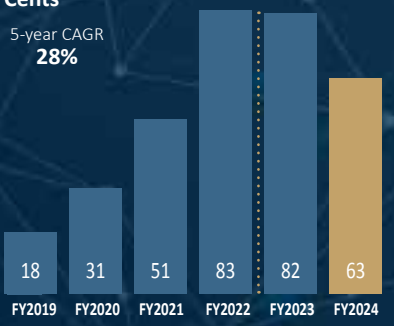
Headline earnings

R million



Headline earnings per share

Cents



Note: FY = 12 months ended 31 March and CAGR = 5-year compound annual growth rate from FY2019 to FY2024.
FY2019 to FY2022 includes PBT Australia. FY2023 and FY2024 exclude PBT Australia as it is classified as a discontinued operation.

^ Refers to the normalised figure.

** Normalised headline earnings adjusts for the impact of IFRS 2. This is a more accurate reflection of the underlying earnings generated by PBT Group. Please refer throughout this report for more detail.*

*** Includes the 150 cents per share special distribution declared in April 2023 from the Payapps sale proceeds finalised in FY2023.*

SIX-YEAR REVIEW

(continuing operations)

		Change	FY2024	FY2023	FY2022	FY2021	FY2020	FY2019
Revenue	(ZARm)	3.0%	**1 072.1**	1 040.9	975.7	789.0	672.5	588.4
EBITDA	(ZARm)	(5.6%)	**138.5**	146.6	138.6	98.3	72.8	51.4
Profit after tax	(ZARm)	(5.1%)	**97.2**	102.5	92.3	65.3	46.0	33.6
Cash generated from operations	(ZARm)	4.3%	**143.7**	137.7	135.8	92.1	102.1	36.5
Normalised headline earnings*	(ZARm)	(8.9%)	**70.2**	77.0	78.5	45.8	31.2	22.6
Headline earnings	(ZARm)	(11.3%)	**64.4**	72.6	69.3	44.3	29.7	22.6
Normalised headline earnings per share (NHEPS)	(ZAR cents)	(10.3%)	**67.18**	74.85	75.56	46.10	29.17	18.20
Headline earnings per share (HEPS)	(ZAR cents)	(23.8%)	**62.67**	82.21	82.89	50.59	30.79	18.20
Ordinary distribution per share (DPS)	(ZAR cents)	3.4%	**60.0**	58.0	57.0	38.0	23.0	0.0
Distribution cover	(NHEPS/DPS)	(13.3%)	**1.12**	1.29	1.33	1.21	1.27	0.00
Special distribution per share paid**	(ZAR cents)			2.10				
Weighted average number of ordinary shares	(Million)	16.3%	**102.7**	88.3	83.5	87.5	96.6	124.1
Normalised weighted average number of ordinary shares	(Million)	1.5%	**104.5**	102.9	103.8	99.3	107.0	124.4
End of period issued ordinary shares	(Million)	(0.4%)	**104.2**	104.6	105.9	99.1	102.3	109.2

* *Normalised headline earnings adjusts for the impact of IFRS 2. This is a more accurate reflection of the underlying earnings generated by PBT Group. Please refer to page 17 and throughout this report for more detail.*

** *Includes the 150 cents per share special distribution declared in April 2023 from the Payapps sale proceeds finalised in FY2023.*

Note: figures are rounded. Note: FY = 12 months ended 31 March.

CAPITAL ALLOCATION STRATEGY

Organic expansion

- Secure new clients.
- Growth within client accounts.
- Organic expansion is a focus area.

Distributions

- Substantial portion of earnings is paid as cash distributions.

Share repurchases

- Thorough understanding of PBT Group's business.
- No integration risk.
- Earn an immediate return on capital invested.
- Disciplined approach.

Acquisitive expansion

- Last acquisition was in 2012.
- Will consider strategic acquisitions but this is not a focus area.

HIGH ..... PRIORITY RANKING ..... LOW

DIRECTORATE

ELIZNA READ

CHIEF EXECUTIVE OFFICER

Age 45

Appointed March 2020

Elizna joined PBT Group shortly after its inception in 2000 and has served in several managerial positions, thereby garnering extensive knowledge about all aspects of the Company's business. She was appointed as the Human Resources Director of PBT Group in 2008, promoted to Operations Director in 2014, followed by another promotion to Chief Operations Officer in April 2018. She was appointed as Chief Executive Officer of the Company in March 2020.

SE

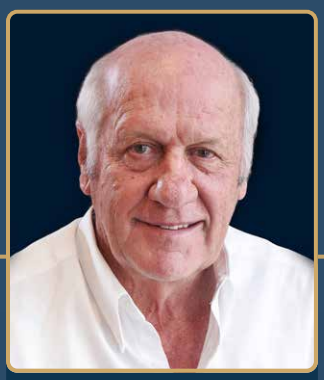
BIANCA PIETERS

CHIEF FINANCIAL OFFICER

Age 40

Appointed March 2020

Bianca qualified as a CA (SA) in early 2010. She joined PBT Group in 2010 as the Group Accountant and Company Secretary when PBT listed on the JSE via the Wooltru reverse listing. Together with the CFO and CEO, she has been responsible for all financial functions of the Group and also fulfilled the role of Corporate Governance Manager since April 2017. She was appointed as Chief Financial Officer of the Company in March 2020.



TONY TAYLOR

LEAD INDEPENDENT NON-EXECUTIVE CHAIRMAN

Age 77

Appointed March 2017

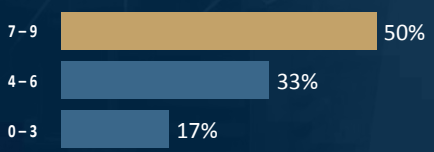
Tony graduated in 1967 with a BA in Social Anthropology at the University of Witwatersrand. He started his career at Edgars in 1968 and held management and Director positions at several major retail companies up to 2009. Tony is a Non-Executive Director of Truworths.

AR RN SE

- Chairman
- AR Audit and Risk Committee
- RN Remuneration and Nomination Committee
- SE Social and Ethics Committee

Director tenure

Years



CHEREE DYERS

INDEPENDENT NON-EXECUTIVE DIRECTOR

Age 50

Appointed March 2017

Cheree is a qualified Chartered Accountant and a CFA Charter holder. She has more than 20 years of experience in financial services and is the CEO of Prescient Investment Management since 2018. Outside of Prescient Cheree holds various Non-Executive Board positions in the insurance industry and tourism industry. She brings a wealth of business acumen to the Board and its audit and governance structures.

AR RN SE

ARTHUR WINKLER

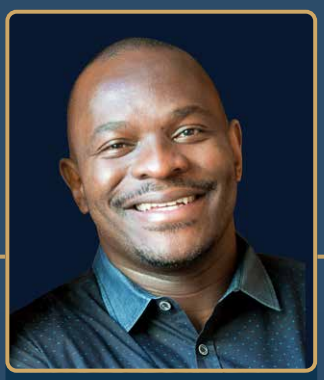
INDEPENDENT NON-EXECUTIVE DIRECTOR

Age 47

Appointed May 2017

Arthur qualified as a Chartered Accountant having graduated from the University of Cape Town. He completed his articles at Moores Rowland where he remained as an Audit Manager until joining Wooltru as Company Secretary. He joined the Trematon Group in 2008 where he currently fills the role of Executive Director and Chief Financial Officer of the Group.

AR RN



PULE TAUKOBONG

NON-EXECUTIVE DIRECTOR

Age 44

Appointed October 2021

Pule is a co-founder and partner at The Intrepid, a South Africa-focused private equity firm. He previously co-founded US-based CRE Venture Capital, an investor into visionary founder-led category-defining African technology companies. He has served on the boards of leading technology companies such as Andela, Yoco and Definely. Pule was also the founder of Africa Angels Network, the first angel investment group to focus on sub-Saharan Africa.

Pule has previously held investment roles at Investec in Johannesburg, Cape Town and New York. He is a Kauffman Fellow and holds a N. Dip Information Technology in Development Software and Information Systems from the Durban University of Technology.

*We would like to thank our Board of Directors for their **expertise** and **professional guidance** during the 2024 financial year.*

CORPORATE GOVERNANCE

PBT Group embraces sound corporate governance and the principles of integrity, competence, responsibility, accountability, fairness and transparency.

In doing so, PBT Group is committed to the Code of Corporate Governance Practices and Conduct as set out in King IV. The Directors understand that good governance within the Group can create a sustainable value and long-term equity performance for all stakeholders. PBT's commitment to good governance is formalised in its charters, policies and operating procedures.

The Directors seek to identify and respond to risks, and to promote considered and swift decision-making to facilitate continuous improvement in operational and corporate business practices, underpinned by transparent communication with all stakeholders.

The purpose of this report is to assist stakeholders in evaluating the Group's approach to corporate governance and compliance with King IV.

The Board is satisfied that it has fulfilled its responsibilities in accordance with its charter for the 2024 financial year and complied with paragraph 3.84 of the JSE Listings Requirements.

There is a clear division of responsibility at Board level to ensure a balance of power and authority to ensure that no one individual has unfettered power of decision-making.

- Executive Directors
- Non-Executive Director
- Independent Non-Executive Directors

BOARD COMPOSITION

At year-end, the Board was made up of six Directors namely Tony Taylor, Elizna Read, Bianca Pieters, Cheree Dyers, Pule Taukobong and Arthur Winkler. Of the six Directors, there are three Independent Non-Executive Directors, one Non-Executive Director and two Executive Directors. The Board is satisfied that its composition reflects the appropriate mix of knowledge, skills, experience, diversity and independence. The details of each Director are included on pages 20 and 21.

Tony Taylor, who is an Independent Non-Executive Director, is the Chairman of the Board and Elizna Read is the Group's Chief Executive Officer (CEO). The responsibilities of the Chairman and CEO are separate and clearly defined. The separation of duties at the top of the organisation ensures a balance of authority and power, with no individual having full decision-making authority.

The Board, together with the Remuneration and Nomination Committee, are responsible for identifying and nominating new Directors. The appointment process is conducted in a formal and transparent manner. In making new appointments the Committee and the Board take into account the blend of skills and experience, as well as social and business concerns such as B-BBEE.

The roles of Executive and Non-Executive Directors are separate to ensure that no Director can exercise unrestricted decision-making powers. The Chairman provides guidance to the Board, encouraging proper deliberation on all relevant matters while obtaining input from other Directors.

The Executive Directors are primarily responsible for implementing strategy and operational decisions while Non-Executive Directors contribute their independent and objective knowledge and experience to Board deliberations.

In compliance with the JSE Listings Requirements, the Audit and Risk Committee considers the expertise and experience of the Chief Financial Officer and confirms its satisfaction with her performance to shareholders annually.

The Directors hold office until the next Annual General Meeting (AGM) when one-third of the Non-Executive Directors will retire and, being eligible, make themselves available for re-election by the shareholders. This allows shareholders to hold Directors accountable and to appoint Directors to the Board who shareholders believe will add value to the business. The Executive Directors will not be required to retire on a rotational basis. The Non-Executive Directors have no fixed term of appointment and no service contracts with PBT Group. Letters of appointment confirm the terms of their service.

BOARD FUNCTIONING

PBT Group's Board meets at least four times a year. Meetings are convened by formal notice incorporating a detailed agenda supported by relevant written proposals and reports.

In addition, the Memorandum of Incorporation of the Company provides for material decisions taken between meetings to be ratified by way of Directors' Resolutions. Details of Directors' attendance at Board and Committee meetings during the year are set out below:

Director	Meetings attended	Meetings eligible for
Tony Taylor (Chairman)	5	5
Elizna Read	5	5
Bianca Pieters	5	5
Cheree Dyers	5	5
Pule Taukobong	5	5
Arthur Winkler	5	5

Directors declare their interests in contracts and other appointments at all Board meetings.

The Company has an induction programme for all new employees and an open invitation is extended to the Non-Executive Directors to attend this programme. In addition, ongoing formal and informal training is provided to the Directors as is appropriate.

The Board members have direct access to the Company Secretary in relation to the affairs of the Group and are entitled to obtain independent professional advice regarding Group matters at the Group's expense. All members of the Board are expected to contribute to ensuring that PBT Group maintains high standards of corporate governance.

The Board of Directors perform an annual assessment of their performance through a detailed peer review and assessment questionnaire, in order to assess the effectiveness of the Board and the Board members. The Board expressed that the outcome of this annual assessment was satisfactory.

The Directors confirm that the Company is in compliance with the provisions of the Companies Act and other relevant laws and regulations and is operating in conformity with its Memorandum of Incorporation and constitutional documents.

BOARD INDEPENDENCE

Three out of four Non-Executive Directors, including the Chairman, are considered Independent as per King IV and the guidelines set forth in the JSE Listings Requirements.

The Board conducted an assessment of the independence of all Non-Executive Directors in accordance with King IV recommendations during the reporting period. Following this assessment, the Board confirms that Tony Taylor, Cheree Dyers and Arthur Winkler (Non-Executive Directors) maintain their status as Independent.

The Board acknowledges the qualifications, experience, personal characteristics and integrity of Independent Non-Executive Directors.

Factors supporting their independence include:

- The absence of contractual, consulting, or family relationships with the Group.
- Not financially dependent on the fees earned as Non-Executive Directors.
- No involvement in external charities benefiting from Group donations.
- Board tenures of less than nine years.

These considerations ensure that Independent Non-Executive Directors exercise their judgement on Group matters independently and without constraint.

BOARD COMMITTEES

The Board has delegated specific roles and responsibilities to various Committees. Presently there are three Committees within the Group: Audit and Risk Committee, Remuneration and Nomination Committee and Social and Ethics Committee. The Board acknowledges that the delegation of its responsibilities does not reduce its accountability and as such, the Board monitors and oversees the performance of all Committees.

Board Committee evaluations are conducted annually to assess their effectiveness. The evaluations consistently demonstrate a high level of governance, indicating that Committees are functioning effectively and meeting the objectives outlined in their terms of reference.

Audit and Risk Committee

The Audit and Risk Committee comprises three Independent Non-Executive Directors which is consistent with King IV and as described in section 94 of the Companies Act.

The Committee is satisfied that the members thereof have the required knowledge and experience as set out in section 94(5) of the Companies Act of South Africa and Regulation 42 of the Companies Regulation, 2011. The reappointment of committee members will be a matter for consideration by shareholders at the forthcoming AGM.

In terms of the JSE Listings Requirements, paragraph 3.84(g), and the recommended practices as per King IV, the Committee has performed an annual evaluation of the appropriateness of the expertise and experience of the Chief Financial Officer and ensuring the appropriateness of the financial reporting procedures and that they are operating. During the current year the Committee is satisfied that the Chief Financial Officer possesses the appropriate expertise and experience and that the financial reporting procedures are operating effectively. All the entities included in the consolidated financial statements were considered in the annual evaluation and the Committee had access to all financial information.

CORPORATE GOVERNANCE [CONTINUED]

BDO South Africa Incorporated (BDO South Africa Inc.) was appointed as the Group's external auditor for the 2024 financial year. The Committee expressed its satisfaction that BDO South Africa Inc. is independent of the Group. BDO South Africa Inc. is accredited on the JSE's list of auditors in terms of its Listings Requirements. Each year the Committee reviews the extent of non-audit services provided by the external auditor. The Committee has reviewed the performance of the external auditor and has nominated, for approval by shareholders at the forthcoming AGM, BDO South Africa Inc. as the external auditor for the 2024 financial year, with Donvé Forbes, a registered auditor and partner of BDO South Africa Inc, as the designated auditor. BDO South Africa Inc. has been the external auditor of the Group for the past seven financial years, inclusive of the current financial year.

The Committee met three times during the 2024 financial year. Refer to the Report of the Audit and Risk Committee for meeting dates and attendance.

The Committee's terms of reference were reviewed in 2024 and approved by the Board. The terms of reference remain aligned with legislative mandates, regulatory requirements and the principles outlined in King IV.

The Committee is satisfied that it has fulfilled its responsibilities in accordance with its terms of reference for the reporting period. The Committee is satisfied that there has been no material non-compliance with laws and regulations during the year under review. The Audit and Risk Committee Report for the year ended 31 March 2024 is set out on pages 36 to 38.

AUDIT AND RISK COMMITTEE ATTENDANCE

Director	Meetings attended	Meetings eligible for
Arthur Winkler (Chairman)	3	3
Cheree Dyers	3	3
Tony Taylor	3	3

Remuneration and Nomination Committee

The members of the Remuneration and Nomination Committee, which meets at least once during the year, are Cheree Dyers (Chairman), Tony Taylor and Arthur Winkler. All three members of the Committee are Independent Non-Executive Directors of the Company. The primary responsibilities of this Committee include:

- Ensuring that the Group's Chairman, Directors and Senior Executives are rewarded for their contributions in accordance with individual performance.
- Ensuring the retention of key personnel through benchmarking Executive remuneration against industry norms and taking individual and Group performance targets into account in determining Executive remuneration.
- Ensuring appropriate human resources strategies, policies and practices are in place.
- Reviewing the composition and performance of the Board and its Committees.
- Overseeing the Board appointment process.
- Approving the remuneration of Directors and Senior Executives.

The Committee's terms of reference were reviewed in 2024 and approved by the Board. The terms of reference remain aligned with legislative mandates, regulatory requirements and the principles outlined in King IV.

The CEO attends the Remuneration and Nomination Committee meetings in order to provide insights about the performance of the Executive Directors and Senior Executives of the Group. The Committee takes these insights into consideration whilst carrying out their responsibilities. The Committee is satisfied that it has fulfilled its responsibilities in accordance with its terms of reference for the reporting period.

REMUNERATION AND NOMINATION COMMITTEE ATTENDANCE

Director	Meetings attended	Meetings eligible for
Cheree Dyers (Chairman)	2	2
Tony Taylor	2	2
Arthur Winkler	2	2

Social and Ethics Committee

The members of the Social and Ethics Committee are Cheree Dyers (Chairman), Elizna Read and Tony Taylor. Please see pages 20 and 21 for details on the qualifications and experience of the Directors. All members of the Committee are considered to be suitably qualified and experienced.

The responsibilities of the Committee are to monitor the Group's activities, taking into account relevant legislation, other legal requirements or prevailing codes of best practice, with regard to:

- Social and economic development.
- Corporate citizenship.
- Environment, health and public safety.
- Consumer relationships, including the Company's advertising public relations and compliance with consumer protection laws.
- Labour and employment.
- Drawing matters within its mandate to the attention of the Board as occasion requires.
- Reporting to the shareholders at the AGM on the matters within its mandate.

The Committee meets at least once a year to discuss relevant matters. The Committee Chairman brings any issues that it believes relevant to the attention of the Board at the next Board meeting.

The following key focus areas were addressed during the year.

(i) Policy reviews: The Committee reviewed the Code of Ethics and Gender and Race Diversity policies and subsequently made recommendations to the Board for approval.

(ii) Corporate citizenship: The Committee received feedback from management on matters relating to Broad-Based Black Economic Empowerment (B-BBEE), employment equity and corporate social investment.

These key focus areas are considered to be ongoing and the Committee will continue to review the various policies in place and receive feedback on matters dealing with ethics, social and economic development, good corporate citizenship and sustainable development.

The Committee's terms of reference were reviewed in 2024 and approved by the Board. The terms of reference remain aligned with legislative mandates, regulatory requirements and the principles outlined in King IV.

The Committee is satisfied that it has fulfilled its responsibilities in accordance with its terms of reference and as prescribed by the Companies Regulations to the Companies Act for the reporting period. There are no instances of non-compliance or other key areas of focus for the Committee besides the mandate of this Committee which has been mentioned above.

SOCIAL AND ETHICS COMMITTEE ATTENDANCE

Director	Meetings attended	Meetings eligible for
Cheree Dyers (Chairman)	1	1
Elizna Read	1	1
Tony Taylor	1	1

GENDER AND RACE DIVERSITY

In terms of the JSE Listings Requirements the Board is required to have a policy on the promotion of gender and race diversity at Board level. A formal policy has been established and is available on our website. The Board is supportive of the need for, and importance of, gender and race diversity and considers this when making new appointments to the Board. The approach to gender and race diversity adopted by the Board of the Company is as follows:

- Should a vacancy on the Board arise, or should there be a requirement for an additional Board appointment, consideration will be given to the gender and race of the Director/s so as to attain and maintain a level of gender and race diversity within the Board that is considered appropriate at the time, having due regard to the skills, expertise, experience and background required to fill any such Board position/s, the availability of suitable candidates, the development potential of candidates and to any additional requirements that may be necessary to ensure a mix of skills and experience on the Board and its Committees that will best serve the interests of the Company and its stakeholders.
- Application of the policy in effecting new or replacement appointments to the Board will be subject to the approval/ratification of the shareholders of the Company to such appointments at AGMs of the Company.

The Board has set voluntary targets to enhance female representation on the Board. The Board currently comprises three female members, reflecting our commitment to gender diversity and ensuring a meaningful representation of women on the Board. In the event of a vacancy on the Board, the Company will consider replacing the vacant position with a female candidate to maintain or enhance our current level of female representation.

Similarly, the Board has set voluntary targets to enhance race diversity on the Board. The Board currently comprises two black Directors. The Board aims to maintain or increase the presence of black Directors, ensuring that the Board composition continues to reflect meaningful racial diversity.

The Remuneration and Nomination Committee will review voluntary targets annually, assess the actual representation of female and black Directors against the targets, and provide recommendations for developing and promoting female and black Executives within the Group.

COMPANY SECRETARY

Anastassia Sousa is the Company Secretary for PBT Group. In terms of the JSE Listings Requirements paragraphs 3.84(h) and 7.F.9, the Board of Directors must satisfy itself, on an annual basis, on the competence, qualifications and experience of the Company Secretary. The Board has satisfied itself of the competence, qualifications and experience of Ms Sousa. The Board has satisfied itself on these criteria by confirming the Company Secretary's qualifications and experience through verification with third parties. In terms of paragraph 4.8(c) of the JSE Listings Requirements, the Company Secretary should maintain an arm's length relationship with the Board of Directors and should ideally not be a Director. The Board is satisfied that an arm's length relationship does exist between the Company Secretary and itself, thus addressing any possible conflict of interest and/or dilution of the Company Secretary's independence.

TECHNOLOGY AND INFORMATION GOVERNANCE

The Audit and Risk Committee is responsible for the governance of technology and information within the Group. The Board has approved an information technology (IT) policy which details the specific terms and conditions around the use of IT within the Group. This policy includes detail on information security to support confidentiality, integrity and availability of information to authorised personnel. The Board reviews this policy annually. The Board has delegated the implementation of this policy to management, but retains overall accountability.

IT risk management meetings are held by Senior Executives where IT strategies and risks are discussed. Significant IT risks together with manners in which to mitigate those risks are documented in a Group risk register. A formalised disaster recovery programme is in place to ensure the minimum disruption in the event of disaster.

CORPORATE GOVERNANCE [CONTINUED]

During the year under review IT governance focus areas included the following:

- Our Business Continuity process was bolstered by the offsite installation of redundant server and storage hardware.
- Our physical security was enhanced by the installation of CCTV equipment across all local offices.

STAKEHOLDER COMMUNICATION

PBT Group strives in its communication with stakeholders, particularly the investment community, to present a balanced and easily understandable assessment of the Group's position. In our financial reporting, formal announcements, media releases, annual meetings, presentations and dialogue with analysts and institutional shareholders, the objective is to provide clear and accurate information, disseminated as widely as possible.

PBT Group is committed to providing timely, accurate and clear information on corporate strategy and financial performance. The Board, through the Social and Ethics Committee, governs stakeholder relationships, communication and reporting, and delegates to management the responsibility for execution.

PBT Group manages communications with institutional shareholders, retail shareholders, prospective shareholders and the investment community as a whole, mainly by conducting information sessions following the publication of final results. Detailed investor presentations are released with the release of interim and final results. Executive Directors as well as representatives from management attend these sessions. In addition to public communication channels used to disseminate information, PBT Group also has an investor relations website where all financial information and Johannesburg Stock Exchange (JSE) SENS announcements are made available.

At the information sessions, questions and constructive dialogue are encouraged. Furthermore, shareholders are encouraged to attend and actively participate in the AGM. The Board ensures that the chairpersons of PBT Group's Audit and Risk, Social and Ethics, Remuneration and Nomination Committees and the designated external auditor are present at the AGM to respond to questions from shareholders. Insights obtained from these interactions are used to improve stakeholder communication.

PBT Group believes that effective stakeholder communication is a continuous process and strives to keep improving our offering in this regard.

INTERNAL AUDIT AND INTERNAL CONTROL

The Board and management are responsible for maintaining effective systems of internal control.

These are designed to provide reasonable assurance as to the integrity and reliability of the financial statements; to safeguard, verify and maintain accountability of the Group's assets; and to detect and minimise significant fraud, potential liability, loss and material misstatement while complying with applicable statutory laws and regulations.

The Group strives to maintain internal controls that ensure financial reporting systems contain complete, accurate and reliable information and safeguard the Group's assets. The external auditor reports to the shareholders and have ready access to the Chairman of the Audit and Risk Committee and the Directors.

Due to the size of the Executive Management structure, it is not considered necessary to have an internal audit function.

Nothing has come to the attention of the Directors to suggest that the accounting records and systems of internal control were not appropriate or satisfactory, neither has any material loss, exposure or misstatement arising from a material breakdown in the functioning of the systems of internal control or accounting been reported to the Directors in respect of the period under review.

CODE OF ETHICS

PBT Group's human resources policy includes the parameters within which staff and Directors are expected to conduct themselves. The policy includes a code of ethics which forms the foundation for the values and ethics of the Group. The policy also incorporates the 10 principles contained within the United Nations Global Compact Principles. Staff and Directors are expected to:

- Conduct themselves in a professional manner.
- Abide by the strictest code of ethical behaviour.
- Maintain an absolute degree of client and corporate confidentiality.
- Ensure that their personal positions are never placed before those of a client.
- Encourage an environment that is productive, efficient and entrepreneurial.
- Facilitate teamwork amongst peers, ensuring that all staff are treated with dignity and respect.

CONCLUSION

Governance procedures are reviewed on a regular basis to align with any legislative and regulatory changes that arise. The Board is satisfied with the manner in which the recommendations of King IV have been implemented to achieve good corporate governance within the Group.

ENTERPRISE RISK MANAGEMENT

PBT Group's vision for risk management is for decisions to be made based on an informed understanding of the risks involved and for risks to be managed within risk appetite and tolerance in the achievement of PBT Group's objectives.

RISK PHILOSOPHY AND GOVERNANCE

PBT Group is committed to its operations and innovation without compromising quality or assuming risk that is above what we are willing to accept.

Risk management plays a vital role in assisting PBT Group to understand the impacts and opportunities associated with achieving business priorities.

The Board is ultimately responsible for the governance of risk. The Audit and Risk Committee, as a subcommittee of the Board, assists the Board in carrying out these responsibilities by providing oversight of the adequacy of the risk management process.

Risk management is integral to promoting accountability and good governance. We are committed to embedding risk management into our business decision-making.

In creating shareholder value, the objectives of the risk management are as follows:

- Achieve the Group's performance and profitability goals.
- Prevent loss of resources.
- Ensure effective reporting and compliance with relevant laws and regulations.
- Protect the Group's reputation.
- Achieve our strategic objectives and effectively manage pitfalls and surprises along the way.

Please refer to our website for our material risk register as per the JSE Listings Requirements, paragraph 8.62(e):
https://www.pbtgroup.co.za/investor-relations/

REMUNERATION REPORT

The aim of remuneration at PBT Group is to reward staff for their contribution to long-term operating and financial performance of the Group. The overall philosophy is to ensure that the remuneration of employees is competitive and ensures that the Group attracts, motivates and retains individuals of the right calibre.

BACKGROUND STATEMENT

Remuneration governance

The Remuneration and Nomination Committee comprises three members, all of whom are Non-Executive members. The members are Cheree Dyers (Chairman), Tony Taylor and Arthur Winkler. The Remuneration and Nomination Committee meets at least once a year.

To ensure that the policy of remuneration is implemented and adhered to, the Remuneration and Nomination Committee is tasked with several responsibilities:

- Determine and approve the Group's general Remuneration Policy, which is presented at each Annual General Meeting (AGM) for approval by the shareholders.
- Ensure the retention of key personnel through benchmarking Executive remuneration against industry norms and taking individual and Group performance targets into account in determining Executive remuneration.
- Appraise the performance of the Chief Executive Officer.
- Approve the appointment and promotion of key Executives.
- Approve the annual increase percentages.
- Undertake an annual assessment of the effectiveness of the Committee and to report the findings to the Board.
- Approve any changes to the remuneration structure of the Group.
- Approve the performance targets for any long-term incentive awards.
- Prepare an annual Remuneration Report for inclusion in the Group's Integrated Report.

Due to the operational diversity of the Group and the number of employees across these units, the Committee has delegated the responsibility of allocating percentage increases of individual staff at a non-management level to the operational heads.

The Remuneration and Nomination Committee and the operational heads are fully supported through this process by the human resources function.

The Remuneration Policy

The Remuneration Policy aims to follow the guidelines and recommendations of King IV and is based on the following principles:

- Remuneration practices are aligned with corporate strategy.
- Total rewards are set at levels that are competitive relative to the information and communications technology industry.
- Incentive awards are earned through achieving performance measures and targets that ensure that they are sustainable and are aligned to the well-being of all stakeholders over the short, medium and long term.
- Incentive plans, performance measures and targets are structured to operate effectively throughout the business cycle.
- The design of the incentive plans is prudent and does not expose stakeholders to a position where the Group is placed at risk.

Employee salaries are subject to an annual review which considers the Group's performance, the performance of the individual, cost of living adjustments and changes in scope of an employee's role. Industry surveys are utilised and employees are benchmarked against their respective industry peers to ensure that the remuneration levels are fair and competitive.

The Remuneration Policy and Implementation Report set out above are proposed to shareholders in separate non-binding advisory votes in terms of the Notice of AGM. In the event that either the Remuneration Policy or the Implementation Report, or both, are voted against by 25% or more of the votes exercised at the AGM, the Board of Directors will engage with such shareholders in order to clarify the nature of and evaluate the validity of such objections and will, where possible and prudent, given the objectives of the Remuneration Policy, take those objections into consideration when formulating any amendments to the Company's Remuneration Policy and Implementation Report in the following financial year.

IMPLEMENTATION REPORT

Executive Directors' remuneration

The remuneration paid to Executive Directors is set out in the table at the bottom of the page.

Non-Executive Directors' remuneration

The Board, in reviewing Non-Executive Directors' fees, makes recommendations to shareholders considering, firstly, fees payable to Non-Executive Directors of comparable companies and, secondly, the importance attached to the retention and attraction of high-calibre individuals such as Non-Executive Directors. Remuneration is reviewed annually, with reference to surveys of Non-Executive Directors' remuneration. This remuneration is not linked to the Company's share price or performance. Levels of fees are also set by reference to the responsibilities assumed by the Non-Executive Directors in chairing the Board and in chairing or participation in its Committees. To avoid a conflict of interest, the Remuneration and Nomination Committee, which consists entirely of Independent Non-Executive Directors, takes no part in the determination of Non-Executive Directors' fees or in the recommendation to the Board and shareholders. The Board annually recommends remuneration of Non-Executive Directors for approval by shareholders in advance.

The Non-Executive Directors' fees for the year were as follows:

	Emoluments	
Rand	**2024**	2023
Director		
Tony Taylor	**439 392**	394 588
Cheree Dyers	**337 800**	302 080
Pule Taukobong*	**336 168**	281 637
Arthur Winkler	**330 220**	295 000
Total	**1 443 580**	1 273 305

* *Pule Taukobong is an investor to certain B-BBEE vehicles and, as such, a share-based payment expense of 347 022 (2023: R372 226) is attributable to him in his capacity as an indirect shareholder and not in his capacity as a Non-Executive Director.*

The Remuneration Committee met twice during the 2024 financial year and conducted its affairs in compliance with the Remuneration Policy. The Committee is satisfied that the overall principles set out by King IV have been applied and that the Companies Act has been adhered to.

Rand	Basic salary	Value of contributions paid	Bonus	Share-based payment#	Total
Executive					
2024					
Elizna Read	**2 160 000**	**39 621**	**1 671 410**	**874 235**	**4 745 266**
Bianca Pieters	**1 320 000**	**17 525**	**220 000**	**204 347**	**1 761 872**
	3 480 000	**57 146**	**1 891 410**	**1 078 582**	**6 507 138**
2023					
Elizna Read	1 920 000	36 057	1 547 600	938 300	4 441 957
Bianca Pieters	1 200 000	16 125	200 000	219 100	1 635 225
	3 120 000	52 182	1 747 600	1 157 400	6 077 182

The share-based payment expense included above is due to the accounting treatment of a transaction classified as an option, as explained in note 17.

SUSTAINABILITY REPORT

BROAD-BASED BLACK ECONOMIC EMPOWERMENT (B-BBEE)

PBT Group embraces diversity and continues to invest in transformation activities that have a positive impact on the South African economy. During the 2024 financial year PBT Group maintained its Level 1 B-BBEE rating as well as its 51% black ownership status.

The PBT Group of companies now holds the following B-BBEE certifications:

PBT Technology Services Proprietary Limited:	Level 1 Contributor
CyberPro Consulting Proprietary Limited:	Level 1 Contributor

EMPLOYMENT EQUITY AND SKILLS DEVELOPMENT

PBT Group has a staff complement of 823, of which the majority are highly skilled and professional consultants with international experience spanning across 27 countries worldwide. Our consultants are continuously exposed to various technologies and industries, and their wealth of experience has ensured the success of every client engagement. PBT Group is committed to growing the available skills base and enhancing the quality of skills in our industry. This is addressed through various training initiatives, such as the PBT Cloud Academy. Through the Academy, PBT Group offers an intensive, focused programme providing high-performing science, technology, engineering and mathematics (STEM) graduates with technical data engineering skills, and also continues to upskill existing consultants to the latest technology trends.

PBT Group participates in a number of training programmes where the focus is on the upliftment of previously disadvantaged individuals:

- The PBT Graduate Programme is an NQF-aligned qualification that has been presented annually since 2004. A total of 240 BEE candidates have successfully completed the programme and were able to launch their careers as a result thereof. The programme focuses on data and analytics and has produced many success stories, with some of our previous graduates now fulfilling prominent roles in the industry.
- PBT Group, through partnership with an accredited training provider, supports a recognised learnership for BEE candidates with disabilities. Learners obtain NQF-aligned qualifications through this initiative and opportunity for permanent employment is created through our partnership.
- PBT Group is a proud Youth Employment Service (YES) partner. Through this initiative, unemployed youth are given quality work experiences resulting in the creation of job opportunities.

CORPORATE SOCIAL INVESTMENT (CSI)

PBT Group is a responsible corporate citizen, and the brand is continuously involved in various CSI initiatives. CSI beneficiaries during the 2024 financial year included The Web Foundation (a public benefit organisation focusing on the establishment of libraries in rural schools), Siloam Ministries (an Atlantis-based denomination providing, amongst others, weekly feeding programmes and school outreaches to local communities) as well as Janet's Junction (a Milnerton-based community hub, providing weekly feeding programmes). Both feeding programmes are managed by individuals within PBT Group, supported by volunteers from the community.

The Hillsong Africa Foundation (HAF) Innovation Hub (iHub) continues to be PBT Group's main CSI beneficiary. Through iHub, HAF offers training programmes for young people which will see them acquire skills to equip them to work in the digital economy. Students receive ongoing mentorship and are provided with job opportunities through HAF's industry placement network.

APPLICATION OF THE KING IV PRINCIPLES

The table below provides a brief summary and guidance on PBT Group's application of the King IV principles:

Principles		Arrangements, achievements, measurements and future focus areas
1.	The governing body should lead ethically and effectively.	The Board is comprised of members who lead ethically and effectively by maintaining and upholding the values of integrity and fairness. The Board is guided by the Group's values and code of ethics. All Directors' interests are declared and reviewed at Board meetings. The Board is suitably competent to steer the strategic direction of the Group. A formal review of the performance of the Directors are undertaken annually. The results are discussed and actioned by all concerned.
2.	The governing body should govern the ethics of the Group in a way that supports the ethical culture of the Group.	The Social and Ethics Committee ensures that the code of ethics encompasses the ethos that the Group strives to uphold. The Board reviews and approves the Group's code of ethics and it delegates to management the responsibility for implementation and execution of the code of ethics.
3.	The governing body should ensure that the Group is and is seen to be a responsible corporate citizen.	When determining the Group's strategy, the Board ensures that it considers various factors that influence the sustainability of the business. These factors include the effect on human capital, the economy, society and the environment. The Social and Ethics Committee monitors the Group's corporate citizenship and recommends and manages social development spend for the year. The Board ensures that the Group is compliant with all applicable laws and regulations in order to ensure that the Group is and is seen to be a responsible corporate citizen.
4.	The governing body must ensure that the Group's core purpose, its risks and strategy are all inseparable elements of the value-creation process.	The Board understands the correlation between the Group's core purpose, its risks and its strategy. The Group's core purpose is determined by the Board and is achieved through the implementation of the Group's strategy. The Executive Directors of the Board hold numerous meetings during the year to deliberate over the Group's strategy. The Board continuously assesses the Group's strategy with reference to financial and non-financial indicators.
5.	The governing body should ensure that reports issued by the Group enable stakeholders to make informed assessments of the Group's performance and its short, medium and long-term prospects.	The Board acknowledges its responsibility over the Group's financial and integrated reporting, supported by internal and external controls. The Board approves all external reports prior to publication. The Group makes the following reports publicly available to all stakeholders: • Integrated Annual Report, which includes the following: – Corporate Governance Report – Remuneration Report – Enterprise Development Report – Sustainability Report – Consolidated Annual Financial Statements The Group's Integrated Annual Report aims to provide the stakeholders with information about the Group's strategy, governance, performance and prospects over the short, medium and long term.
6.	The governing body should serve as the focal point and custodian of corporate governance of the Group.	The overall responsibility for corporate governance within the Group lies with the Board. The Board records its role, responsibilities and procedural conduct in a charter which is regularly reviewed and ensures that there is a structural approach to governance within the Group. At least four Board meetings are held each year and attendance at these meetings is excellent. The Board is satisfied that it has fulfilled its responsibilities in terms of its charter for the year.

Principles		Arrangements, achievements, measurements and future focus areas
7.	The governing body should comprise the appropriate balance of knowledge, skills, experience, diversity and independence for it to properly discharge its governance role and responsibilities objectively and effectively.	The Board is comprised of six Directors, three of whom are Independent Non-Executive Directors, one Non-Executive Director and two Executive Directors. Each Director has their own skills and experiences, which bring diverse perspectives to Board meetings. The Directors are all adequately qualified and suitable to perform their responsibilities effectively. Brief summaries of each Director's qualifications, capacity, status and membership can be found on pages 20 and 21. The Board is considered of an appropriate size to enable it to meet and fulfil its governance role and responsibilities objectively and effectively. The Board performs an annual assessment of the performance of each Director and has found the current year review to be satisfactory.
8.	The governing body should ensure that its arrangements for delegation within its own structures promote independent judgement and assist with the balance of power and the effective discharge of its duties.	The Board carefully delegates specific roles and responsibilities to Directors and Committees. When delegating, the Board ensures that there is a balanced distribution of power so that no member can dominate decision-making. Furthermore, the delegation by the Board of its responsibilities does not reduce its accountability. The following Committees are in place: • Audit and Risk Committee • Remuneration and Nomination Committee • Social and Ethics Committee Each Committee comprises the appropriate mix of Directors. The roles and responsibilities delegated to each Committee are documented in a formal charter. Annual reviews of each charter are performed by the Board. The roles and responsibilities delegated to the Chief Executive Officer (CEO) and Chief Financial Officer (CFO) are recorded and approved by the Board.
9.	The governing body should ensure that the evaluation of its own performance and that of its Committees, its Chairperson and its individual members supports continued improvement in its performance and effectiveness.	The Board and all the Committees conduct an annual self-evaluation process to measure its respective performance and that of the Chairman. Each individual Director is also assessed on an annual basis. These results are presented to the Board for its conclusion. The suitability and effectiveness of the Company Secretary is reviewed by the Board on an annual basis.
10.	The governing body should ensure that the appointment of and delegation to management contributes to role clarity and the effective exercise of authority and responsibilities.	The Board, together with the Remuneration and Nomination Committee, are responsible for the nomination and appointment of the CEO. The CEO reports to the Board on a quarterly basis regarding the implementation and execution of the Group's approved strategy, policies, operational planning and all other major business developments and proposals. Certain functions are delegated to senior management, who report to the CEO. The CEO undergoes a formal performance evaluation annually, the results of which are discussed with the Board. The Board has satisfied itself as to the appropriateness of this appointment. Succession planning is an ongoing focus area. The Group's Company Secretary provides professional corporate governance services to the Group. The Company Secretary reports to the Board on all statutory, regulatory and governance matters concerning the Group and to the CFO on all other duties and administrative matters. The performance and independence of the Company Secretary is evaluated by the Board on an annual basis and the Board has satisfied itself as to the appropriateness of this appointment.
11.	The governing body should govern risk in a way that supports the Group in setting and achieving its strategic objectives.	The Audit and Risk Committee is responsible for monitoring risk in the Group. The Committee ensures that management identifies potential risks, which may affect the Company or its operations and implements an effective risk management policy and plan, enhancing the Company's ability to achieve its strategic objectives.

APPLICATION OF THE KING IV PRINCIPLES [CONTINUED]

Principles		Arrangements, achievements, measurements and future focus areas
12.	The governing body should govern technology and information in a way that supports the Group in setting and achieving its strategic objectives.	The Board acknowledges that information technology (IT) is an integral component of the Group's strategy. The Audit and Risk Committee is responsible for governance of technology and information. IT risks are monitored on a weekly basis and any significant risks or changes are reported to management. The Group has an IT policy in place to manage ethical and responsible use of technology and information. Any major IT investments are approved by management after taking into consideration costs and risks.
13.	The governing body should govern compliance with applicable laws, non-binding rules, codes and standards in a way that supports the Group being ethical and a good corporate citizen.	Questco Corporate Advisory Proprietary Limited is PBT Group's Sponsor and advises the Board, through the Company Secretary, on compliance with the JSE Listings Requirements. No regulatory penalties, sanctions or fines were imposed by the JSE Limited against the Group or any of the Directors of the Board. The Group also consults their legal team and auditors to ensure compliance with applicable laws and regulations.
14.	The governing body should ensure that the Group remunerates fairly, responsibly and transparently so as to promote the achievement of strategic objectives and positive outcomes in the short, medium and long term.	The Remuneration and Nomination Committee is responsible for setting remuneration policies that are aligned with the Group strategy. The aim of remuneration in the Group is to reward staff for their contribution to long-term operating and financial performance of the Group. The overall philosophy is to ensure that the remuneration of employees is competitive and that the Group attracts, motivates and retains individuals that are of the right calibre. Details about the Group's approach to remuneration, policy and implementation are disclosed in the Remuneration Report.
15.	The governing body should ensure that assurance services and functions enable an effective control environment and that these support the integrity of information for internal decision-making and of the Group's external reports.	The Board relies on internal and external assurance providers to aid an effective control environment. The Audit and Risk Committee oversees the assurance services within the Group. The consolidated annual financial statements included in the 2024 Integrated Report were independently audited by BDO South Africa Inc. Based on the small size of the Group, PBT Group does not have a separate internal audit function. The information included in the Integrated Report is compiled to disclose information about the Group's business performance, risks, opportunities and prospects. The Audit and Risk Committee is satisfied that control systems and procedures are suitably enforced, maintained and supervised by qualified personnel, with appropriate segregation of authority, responsibilities and reporting lines.
16.	In the execution of its governance role and responsibilities, the governing body should adopt a stakeholder-inclusive approach that balances the needs, interests and expectations of material stakeholders in the best interests of the organisation over time.	The Board ensures the development of appropriate policies that appreciate that stakeholders' perceptions affect the Group's reputation. The Social and Ethics Committee is responsible for providing guidance on and oversight of the Group's activities regarding the social and economic development, corporate citizenship, environment, health and public safety, relationship with all stakeholders, labour and employment, and to monitor the Company's sustainability and governance performance in this regard.
17.	The governing body of an institutional investor organisation should ensure that responsible investment is practised by the organisation to promote the good governance and the creation of value by the companies in which it invests.	Principle 17 is not applicable.

ANNUAL FINANCIAL STATEMENTS

2024

These financial statements have been prepared under the supervision of the Chief Financial Officer, Bianca Pieters CA (SA).

Audited in compliance with the applicable requirements of the Companies Act, Act 71 of 2008.

PBT group
DATA SPECIALISTS

REPORT OF THE AUDIT AND RISK COMMITTEE

The Audit and Risk Committee (the Committee) is pleased to present its report for the year ended 31 March 2024.

ROLE OF THE COMMITTEE

The Committee is constituted as a statutory Committee of the Company in terms of section 94 of the Companies Act and a Committee of the Board of Directors of the Company in terms of all other duties assigned to it by the Board of Directors. In terms of the Companies Act, this Committee has an independent role with accountability to the Board of Directors and shareholders of the Company. The Committee does not assume the functions of management, which remain the responsibility of the Executive Directors, Prescribed Officers and other members of senior management, nor does it assume accountability of the functions performed by other Committees of the Board of Directors.

The role of the Audit and Risk Committee is to assist the Board in fulfilling its responsibility regarding financial and auditing oversight, as well as the overall quality and integrity of financial and internal controls.

COMPOSITION OF THE COMMITTEE

The Committee members are elected annually by shareholders at the Annual General Meeting (AGM) of the Company on the recommendation of the Board of Directors. Throughout the period, the Audit and Risk Committee comprised of three Independent Non-Executive Directors, which is consistent with King IV and as described in section 94 of the Companies Act.

The Committee is satisfied that its members have the required knowledge and experience as set out in section 94(5) of the Companies Act of South Africa and Regulation 42 of the Companies Regulation, 2011.

OBJECTIVE AND SCOPE

The Committee specifically oversees the following functions:

- Annual assessment of the appointment of the external auditor and registered auditor, confirming their independence. Recommending their appointment to the AGM.
- Determination of the external audit fees and the terms of the engagement.
- Ensuring that the external auditor complies with the provisions of the Companies Act and any other legislation relating to their appointment.
- Liaison with the external auditor.
- Reviewing the work of the Group's external auditor to ensure the adequacy and effectiveness of the Group's financial, operating compliance and risk management controls.
- Determining the nature and extent and to preapprove any proposed agreement with the external auditor for the provision of any non-audit services.
- Ensuring that appropriate financial reporting procedures exist and are effective.
- Performing duties that are attributed to it by its mandate from the Board, the Companies Act, the JSE Limited (JSE) and regulatory requirements, and reporting to the Board any matters concerning accounting policies, financial control, records and reporting.
- Recommendation of financial statements for approval by the Board.
- Monitoring of the adequacy and effectiveness of the internal control systems.
- Assessment of the risk management process.
- Assessment of the governance processes.
- Assessment of the skills, expertise and capability of the finance function.

During the year under review, the Committee:

- Considered and satisfied itself of the appropriateness of the expertise and experience of the Chief Financial Officer (CFO).
- Ensured that the Group has established appropriate financial reporting procedures and that those procedures are operating effectively.
- Requested the following from the audit firm and individual auditor, in its assessment of the suitability for appointment of the audit firm:
  - The latest inspection results of an inspection performed by its regulator;
  - Any new inspection result of an inspection performed by its regulator, between the date of appointment of the auditor and the date of signature of the audit report;
  - A summary of the ongoing communication related to monitoring and remediation referred to in paragraph 46 of International Standard on Quality Management (ISQM 1); and
  - A summary of any legal or disciplinary proceedings completed or pending within the past five years.
- Received and reviewed reports from the external auditors concerning the effectiveness of the internal control environment, systems and processes.
- Considered the independence and objectivity of the external auditor and ensured that the scope of any additional services

provided was not such that they could be seen to have impaired their independence.

- Reviewed and recommended for adoption by the Board, such financial information that is publicly disclosed, which includes the consolidated financial statements for the year ended 31 March 2024 and that the financial statements, accounting practices and internal financial control of the Company is appropriate.
- Reviewed the following documents as issued by the JSE:
  - Report on proactive monitoring of financial statements in 2023;
  - Proactive Monitoring Limited Scope Thematic review: Cash flow information and disclosures of liquidity and going concern of October 2022; and
  - Combined Findings Report issued in October 2023.

EXPERTISE AND EXPERIENCE OF THE CFO

In terms of the JSE Listings Requirements, paragraph 3.84(g), and the recommended practices as per King IV, the Committee has performed an annual evaluation of the CFO and the finance function of the Group. During the current year, the Committee is satisfied that the CFO, and the finance function, possess the appropriate expertise and experience to meet their responsibilities.

ACCOUNTING PRACTICES AND INTERNAL CONTROL

Internal controls and systems have been designed to provide reasonable assurance as to the integrity and reliability of the financial information represented in the financial statements, and to safeguard, verify and maintain the assets of the Group. Nothing has come to the attention of the Committee to indicate that any material breakdown in the functioning of the Group's key internal control systems has occurred during the year under review. The Committee considers the Group's accounting policies, practices and financial statements to be appropriate.

The Committee has reviewed the JSE's proactive monitoring review findings and has made corrections/adjustments where applicable.

Due to the size of the Executive Management structure, it is not considered necessary to have an internal audit function.

EXTERNAL AUDIT

BDO South Africa Incorporated (BDO South Africa Inc.) was appointed as the Group's external auditor for the 2024 financial year. The Committee expressed its satisfaction that BDO South Africa Inc. is independent of the Group. BDO South Africa Inc. is accredited on the JSE's list of auditors in terms of its Listings Requirements. Each year the Committee reviews the extent of non-audit services provided by the external auditor.

The Committee has reviewed the performance of the external auditor and has nominated, for approval by shareholders at the forthcoming AGM, BDO South Africa Inc. as the external auditor for the 2025 financial year, with Donvé Forbes, a registered auditor and partner of BDO South Africa Inc, as the designated auditor.

The Committee has reviewed the firm's and engagement partner's quality reports and has considered the performance and quality to be satisfactory.

The Committee has requested and considered the information detailed in paragraph 3.84(g)(ii) of the JSE Listings Requirements from the audit firm, in its assessment of the suitability for the appointment of the audit firm.

The Committee, in consultation with Executive Management, agree to the terms of the engagement. The audit fee for the external audit has been considered and approved taking into consideration such factors as the timing of the audit, the extent of the work required as well as the scope. The Board has approved the audit fee for the 2024 financial year.

The Committee has considered and preapproved all non-audit services provided by the external auditor as well as the fees relative thereto, so as to ensure the independence of the external auditor is maintained. The Board is satisfied that the external auditor is still independent taking into consideration non-audit services provided to the company.

KEY AUDIT MATTERS

The Committee notes the key audit matters set out in the Independent Auditors' Report, which is:

- Goodwill impairment

The Committee has considered and evaluated these matters and is satisfied that they are represented correctly.

FINANCIAL STATEMENTS

The Committee has evaluated the consolidated and separate annual financial statements for the year ended 31 March 2024 and considers that they comply in all material aspects, with the requirements of the Companies Act and IFRS Accounting Standards. The Committee has therefore recommended the Integrated Report to the Board for approval. The Board has subsequently approved the consolidated annual financial statements.

REPORT OF THE AUDIT AND RISK COMMITTEE [CONTINUED]

SIGNIFICANT MATTERS CONSIDERED IN THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS

The Committee has reviewed the qualitative and quantitative information relating to items presented in the Group's consolidated annual financial statements that require significant judgement. The Committee is satisfied that the Independent Auditor's Report includes the auditor's responses to those areas that have been highlighted as requiring significant judgement under key audit matters. The Committee has satisfied itself that the consolidated annual financial statements present all the necessary disclosures and detail for users to understand the critical judgements and key estimates made by management.

GOING CONCERN

Management has prepared an assessment of the going concern status of the Group. The Board's statement on the going concern status is disclosed in the Directors' Report.

MEETINGS

The Committee performs the duties laid upon it by section 94(7) of the Companies Act by conducting meetings with key role players on a regular basis and by the unrestricted access granted to the external auditor.

The Committee meets at least three times a year.

A standing invitation to meetings of this Committee is issued to the following individuals in order to provide insight into items under review:

- Chief Executive Officer
- Chief Financial Officer
- Company Secretary
- Representatives of the external auditor

Arthur Winkler
Audit and Risk Committee Chairman

28 June 2024

Audit and Risk Committee attendance

Director	Meeting 1: 23 June 2023	Meeting 2: 24 Nov 2023	Meeting 3: 8 March 2024	Eligible for meetings
Arthur Winkler (Chairman)	Attended	Attended	Attended	Yes
Cheree Dyers	Attended	Attended	Attended	Yes
Tony Taylor	Attended	Attended	Attended	Yes

CEO'S AND CFO'S RESPONSIBILITY STATEMENT

In terms of paragraph 3.84(k) of the JSE Listings Requirements, the CEO's and CFO's Responsibility Statement must be made by them after due, careful and proper consideration of same as follows:

Each of the Directors, whose names are stated below, hereby confirm that:

(a) The annual financial statements set out on pages 47 to 124, fairly present in all material respects the financial position, financial performance and cash flows of PBT Group 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 PBT Group and its consolidated subsidiaries have been provided to effectively prepare the financial statements of PBT Group.

(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 were 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 taken steps to remedy the deficiencies.

(f) We are not aware of any fraud involving Directors.

Elizna Read
Chief Executive Officer

Bianca Pieters
Chief Financial Officer

Cape Town
28 June 2024

DECLARATION BY COMPANY SECRETARY

GROUP SECRETARY'S CERTIFICATION

In terms of section 88(2)(e) of the Companies Act, as amended, I certify that the Group has lodged with the Commissioner all such returns as are required of a public company in terms of the Companies Act and that all such returns are true, correct and up to date.

All Directors have access to the advice and services of the Company Secretary who provides guidance to the Board as a whole and to individual Directors with regard to corporate governance and how they should discharge their responsibilities in the best interests of the Group and Company.

Anastassia Sousa, CA (SA)
Company Secretary

Cape Town
28 June 2024

DIRECTORS' RESPONSIBILITIES AND APPROVAL

The Directors are required in terms of the Companies Act of South Africa to maintain adequate accounting records and are responsible for the content and integrity of the consolidated and separate financial statements and related financial information included in this report. It is their responsibility to ensure that the consolidated and separate financial statements fairly present the state of affairs of the Group as at the end of the financial year and the results of its operations and cash flows for the period then ended, in conformity with IFRS Accounting Standards. The external auditors are engaged to express an independent opinion on the consolidated and separate financial statements.

The consolidated and separate financial statements are prepared in accordance with IFRS Accounting Standards and are based upon appropriate accounting policies consistently applied and supported by reasonable and prudent judgements and estimates.

The Directors acknowledge that they are ultimately responsible for the system of internal financial control established by the Group and place considerable importance on maintaining a strong control environment. To enable the Directors to meet these responsibilities, the Directors set standards for internal control aimed at reducing the risk of error or loss in a cost-effective manner. The standards include the proper delegation of responsibilities within a clearly defined framework, effective accounting procedures and adequate segregation of duties to ensure an acceptable level of risk. These controls are monitored throughout the Group and all employees are required to maintain the highest ethical standards in ensuring the Group's business is conducted in a manner that in all reasonable circumstances is above reproach. The focus of risk management in the Group is on identifying, assessing, managing and monitoring all known forms of risk across the Group. While operating risk cannot be fully eliminated, the Group endeavours to minimise it by ensuring that appropriate infrastructure, controls, systems and ethical behaviour are applied and managed within predetermined procedures and constraints.

The Directors are of the opinion, based on the information and explanations given by management, that the system of internal control provides reasonable assurance that the financial records may be relied on for the preparation of the consolidated and separate financial statements. However, any system of internal financial control can provide only reasonable, and not absolute, assurance against material misstatement or loss.

The Directors have reviewed the Group's cash flow forecast for the next 12 months from report signing date and, in light of this review and the current financial position, they are satisfied that the Group has or had access to adequate resources to continue in operational existence for the foreseeable future.

The external auditors are responsible for independently auditing and reporting on the Group's consolidated and separate financial statements. The consolidated and separate financial statements have been examined by the group's external auditors and their report is presented on pages 45 to 47.

The consolidated and separate financial statements set out on pages 47 to 124, which have been prepared on the going concern basis, were approved by the Board of Directors on 28 June 2024 and were signed on their behalf by:

Tony Taylor
Chairman

Elizna Read
Chief Executive Officer

Cape Town
28 June 2024

DIRECTORS' REPORT

The Directors have pleasure in submitting their report on the consolidated and separate annual financial statements of PBT Group Limited and the Group for the year ended 31 March 2024.

NATURE OF BUSINESS

PBT Group Limited is a leading data, analytics and software engineering professional services business delivering enterprise-scale solutions and services to an international client base.

There have been no material changes to the nature of the Group's business from the prior year.

REVIEW OF FINANCIAL RESULTS AND ACTIVITIES

The consolidated and separate financial statements have been prepared in accordance with IFRS Accounting Standards, the requirements of the Companies Act, the Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council and the Listings Requirements of the JSE Limited. The accounting policies have been applied consistently compared to the prior year.

Full details of the financial position, results of operations and cash flows of the Group are set out in these consolidated and separate financial statements.

Refer to note 42 Segment report on page 120 for a detailed breakdown of the proportion of net profit or loss attributable to the various segments of the Group.

SHARE CAPITAL

During the financial year 378 692 shares were repurchased of which 376 741 were delisted and cancelled before year-end under the general repurchase authority. No new shares were issued.

Refer to note 13 of the consolidated and separate financial statements for detail of the movement in authorised and issued share capital.

DISTRIBUTIONS

The Company's distribution policy is to consider an interim and a final distribution in respect of each financial year. At its discretion, the Board of Directors may consider a special or ad hoc distribution, where appropriate. Depending on the perceived need to retain funds for expansion or operating purposes, the Board of Directors may also elect not to pay distributions.

On Monday, 24 June 2024, the Board of Directors resolved to declare a capital reduction distribution of 17.00 cents per PBT ordinary share and a dividend distribution of 17.00 cents per PBT ordinary share (collectively "the Distribution"). The total Distribution will equate to R35.4 million.

The implications of the Distribution on shareholders are as follows:

- The gross dividend of 17.00 cents per PBT ordinary share from income reserves will be subject to dividend withholding tax at a rate of 20%. Consequently, a net final dividend of 13.60 cents per share will be distributed to those shareholders who are not exempt from paying dividend tax. In terms of dividend tax legislation, the dividend tax amount due will be withheld and paid over to the South African Revenue Service by a nominee company, stockbroker or Central Securities Depository Participant (CSDP) (collectively "regulated intermediary") on behalf of the shareholders. All shareholders should declare their status to their regulated intermediary, as they may qualify for a reduced dividend tax rate or exemption.
- The capital reduction distribution of 17.00 cents per PBT ordinary share is not subject to dividend withholding tax as it is paid out of capital reserves. As the capital reduction distribution will be regarded as a return of capital and may therefore have potential capital gains tax consequences, shareholders are advised to consult their tax advisers regarding the impact of the capital reduction distribution.

As at the date of declaration of the Distribution there were 104 163 255 PBT ordinary shares in issue. The Company's income tax reference number is 9725148713.

In compliance with the Companies Act, the Directors confirm and have resolved that the Company will satisfy the solvency and liquidity test immediately after the payment of the Distribution.

In accordance with the provisions of Strate Proprietary Limited, the electronic settlement and custody system used by the JSE Limited, the relevant dates for the Distribution are as follows:

Last day to trade "cum Distribution"	Tuesday, 16 July 2024
First trading day "ex Distribution"	Wednesday, 17 July 2024
Record date	Friday, 19 July 2024
Payment date	Monday, 22 July 2024

No share certificates may be dematerialised or rematerialised between Wednesday, 17 July 2024 and Friday, 19 July 2024, both days inclusive. Only the shareholders recorded in the Company's share register as at record date are entitled to receive the Distribution declared.

Payments for certificated shareholders will be transferred electronically to their bank accounts on the payment date. Shareholders who hold dematerialised shares will have their accounts at their CSDP or stockbroker credited on Monday, 22 July 2024.

DIRECTORS' REPORT [CONTINUED]

DIRECTORATE

The Directors in office at the date of this report are as follows:

Directors	Office	Designation
Tony Taylor	Chairman	Independent Non-Executive
Elizna Read	Chief Executive Officer	Executive
Bianca Pieters	Chief Financial Officer	Executive
Cheree Dyers		Independent Non-Executive
Pule Taukobong		Non-Executive
Arthur Winkler		Independent Non-Executive

There have been no changes to the Directorate for the year under review.

DIRECTORS' INTERESTS IN SHARES

As at 31 March 2024 the Directors of the Company held direct and indirect beneficial interests of its issued ordinary shares, as set out below.

	Direct number of shares	Percentage	Indirect number of shares	Percentage
2024				
Tony Taylor	**96 479**	**0.09**	**–**	**0.00**
Elizna Read	**569 893**	**0.55**	**5 354 736**	**5.14**
Bianca Pieters	**37 712**	**0.04**	**1 331 920**	**1.28**
Cheree Dyers	**198 426**	**0.19**	**4 590 000**	**4.40**
Pule Taukobong	**–**	**0.00**	**2 325 540**	**2.23**
	902 510	**0.87**	**13 602 196**	**13.05**
2023				
Tony Taylor	96 479	0.09	–	0.00
Elizna Read	532 560	0.50	5 354 736	5.12
Bianca Pieters	379	0.00	1 331 920	1.27
Cheree Dyers	198 426	0.19	4 590 000	4.39
Pule Taukobong	–	0.00	2 317 115	2.22
	827 844	0.79	13 593 771	13.00

The Board of Directors has assessed the independence of each Board member, being Executive, Non-Executive or Independent Non-Executive. The Board is cognisant of the fact that each member has a duty to act with independence of mind in the best interest of the Company.

The PBT Board believes they have the necessary knowledge, skill, experience, diversity and independence to fully discharge its governance role and responsibilities. Further to that, the Board believes that the independent designation for the Independent Non-Executive Directors are appropriate taking into consideration the indicators as set out in King IV together with other indicators and on a substance-over-form basis.

The register of interests of Directors and others in shares of the Company is available to the shareholders on request. There were no changes to the Directors' shareholding between the end of the financial year and the date of the approval of the annual financial statements.

COMPANY SECRETARY

The Company Secretary is Ms Anastassia Sousa (CA) SA.

Business address
PBT House
2 Mews Close
Waterford Mews
Century City
7441

As required by the JSE Listings Requirements, paragraph 3.84(h), the Board has satisfied itself that the Company Secretary has the appropriate expertise, competence and experience. The Company Secretary is accountable to the Board and the following duties, among other things, were carried out:

- guidance to the Directors in terms of their duties, responsibilities, powers, training and induction of the responsibilities and liabilities under the Companies Act;
- making the Board aware of any law relevant to and/or affecting the Company;
- preparation of Board packs and recording of proper detailed minutes of meetings;
- ensuring proper and orderly conduct at all Board, Committee and Annual General Meetings;
- disclosure of corporate actions of SENS announcements and Directors' dealings in securities; and
- compliance with the JSE Listings Requirements and the Companies Act.

All Directors have access to the advice and services of the Company Secretary. The Board considered the competence, qualifications and experience of the Company Secretary and is satisfied that they are appropriate. This was concluded after due assessment following a review by the Remuneration and Nomination Committee of the Company regarding the Company Secretary's qualifications, experience and performance.

AUDITOR

BDO South Africa Incorporated (BDO South Africa Inc.) continued in office as auditor for the Company and its subsidiaries for 2024.

At the Annual General Meeting, the shareholders will be requested to reappoint BDO South Africa Inc. as the independent external auditor of the Company and to confirm Donvé Forbes as the designated lead audit partner for the 2025 financial year.

REPORT OF THE AUDIT AND RISK COMMITTEE

The Report of the Audit and Risk Committee, as required in section 94(7)(f) of the Companies Act, is set out on pages 36 to 38 of these consolidated and separate annual financial statements.

BOARD EVALUATION OF THE AUDIT AND RISK COMMITTEE

The Board of Directors believes that the Committee has satisfied its responsibilities for the year in compliance with the terms of reference of the Companies Act.

GOING CONCERN

PBT Group is a focused, profitable, cash-generative business that operates in a growing industry. PBT Group continuously analyses its business and also prepares forward-looking cash flow forecasts based on the expected performance of the business.

Please refer to note 38 Financial instruments and risk management – Capital management for the Group's externally imposed capital requirements. Management is satisfied that the Group will meet its externally imposed capital requirements.

Based on the above, PBT Group believes that it has adequate financial resources to continue in operation and will continue as a going concern for the foreseeable future. Accordingly, the consolidated and separate financial statements have been prepared on a going concern basis.

The Directors are not aware of any material changes that may adversely impact the Company. The Directors are also not aware of any material non-compliance with statutory or regulatory requirements or of any pending changes to legislation which may affect the Company.

EVENTS AFTER THE REPORTING PERIOD

The Directors are not aware of any material event which occurred after the reporting date and up to the date of this report, except as disclosed in note 40 Events after the reporting period.

DATE OF AUTHORISATION FOR ISSUE OF FINANCIAL STATEMENTS

The consolidated and separate financial statements have been authorised for issue by the Directors on Friday, 28 June 2024. No authority was given to anyone to amend the consolidated and separate financial statements after the date of issue.

INDEPENDENT AUDITOR'S REPORT

TO THE SHAREHOLDERS OF PBT GROUP LIMITED

Report on the audit of the consolidated and separate financial statements

OPINION

We have audited the consolidated and separate financial statements of PBT Group Limited (the Group and Company) set out on pages 47 to 124, which comprise the consolidated and separate statements of financial position as at 31 March 2024, and 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 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 PBT Group Limited as at 31 March 2024, and its consolidated and separate financial performance and consolidated and separate cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board 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 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 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 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.

We have determined that there are no key audit matters in respect of the separate financial statements to communicate in our report.

Key audit matter	How our audit addressed the key audit matter
GOODWILL IMPAIRMENT At 31 March 2024 goodwill comprises a significant portion of consolidated total assets as per the consolidated statement of financial position. Refer to note 5 to the consolidated financial statements in this regard. In terms of IAS 36 Impairment of Assets, management is required to test goodwill for impairment annually. Management made use of a value-in-use calculation which includes estimated future cash flows and an appropriate discount rate to calculate the estimated recoverable amount of the cash-generating unit and related goodwill. Forecasting future cash flows, and applying an appropriate discount rate, inherently involves a high degree of estimation uncertainty and judgement applied by management. We have determined that this is a matter of most significance to the current-year audit of the consolidated financial statements due to the significant judgement and estimates required by management in preparing a value-in-use model for purposes of the impairment assessment.	Our audit procedures focused on evaluating and testing the key assumptions used by management in conducting the impairment assessment. Our audit procedures in this regard included, amongst others: • We assessed the design, and tested the implementation of relevant controls, over the goodwill impairment assessment. • Inspected the model and assessed it against the requirements of IAS 36. • Tested the mathematical accuracy and methodology appropriateness of the underlying model calculations by applying the standard valuation principles associated with the discounted cash flow valuation method used by management. • Made use of our internal valuations expertise to assess the reasonability of the growth and discount rate by comparing the key growth rate assumptions to historical results, economic and industry forecasts, and assessed the discount rate with reference to the weighted average cost of capital of the Group. • Performed a retrospective evaluation of current-year actual results to the corresponding forecast prepared in the prior year, as well as compared the current forecast to current-year actuals in order to assess management's ability to prepare credible forecasts. • Performed sensitivity analyses to assess the effect of reasonably possible changes in key assumptions, which included revenue, terminal growth rates and the weighted average cost of capital. • Assessed the adequacy of the disclosure presented in the consolidated financial statements against the requirements of IAS 36.

OTHER INFORMATION

The Directors are responsible for the other information. The other information comprises the information included in the document titled "PBT Group Limited Annual Financial Statements for the year ended 31 March 2024" and in the document titled "Integrated Report 2024", which includes the Directors' Report, the Audit Committee's Report and the Company Secretary's Certificate as required by the Companies Act of South Africa. The other information does not include the consolidated and 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 and will 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 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 IFRS Accounting Standards as issued by the International Accounting Standards Board 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's and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group and/or the 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's and the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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

INDEPENDENT AUDITOR'S REPORT [CONTINUED]

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 BDO South Africa Incorporated has been the auditor of PBT Group Limited for seven years.

BDO South Africa Inc.
BDO South Africa Inc. (Jun 28, 2024 06:21 GMT+2)

BDO SOUTH AFRICA INCORPORATED
Registered Auditors

Donvé Forbes
Director
Registered Auditor

28 June 2024

119 – 123 Hertzog Boulevard
Foreshore
Cape Town
8001

STATEMENT OF FINANCIAL POSITION

as at 31 March 2024

Rand	Notes	GROUP 2024	GROUP 2023	COMPANY 2024	COMPANY 2023
ASSETS					
Non-current assets					
Plant and equipment	3	**3 061 901**	4 124 130	**–**	–
Right-of-use assets	4	**12 260 674**	5 388 921	**–**	–
Goodwill	5	**135 668 135**	135 668 135	**–**	–
Intangible assets	6	**3 096 196**	192 051	**–**	–
Investments in subsidiaries	7	**–**	–	**136 567 779**	136 567 779
Loans to Group companies	8	**–**	–	**1 324 797**	2 293 645
Loans receivable	9	**11 372 831**	9 449 279	**–**	–
Deferred tax	10	**4 634 805**	6 709 951	**–**	–
		170 094 542	161 532 467	**137 892 576**	138 861 424
Current assets					
Loans receivable	9	**2 205 350**	2 544 850	**–**	–
Trade and other receivables	11	**149 802 591**	156 812 921	**–**	–
Current tax receivable		**708 548**	486 547	**–**	–
Cash and cash equivalents	12	**49 179 949**	220 902 161	**25 089**	31 145
		201 896 438	380 746 479	**25 089**	31 145
Total assets		**371 990 980**	542 278 946	**137 917 665**	138 892 569
EQUITY AND LIABILITIES					
Equity					
Equity attributable to equity holders of parent					
Share capital	13	**516 290 010**	518 868 085	**2 415 652 079**	2 418 230 154
Treasury shares	14	**(11 624 982)**	(11 624 982)	**–**	–
Capital distribution reserve	15	**(703 180 501)**	(595 883 374)	**(591 100 480)**	(481 845 780)
Share-based payment reserve	17	**13 392 449**	9 656 422	**1 843 192**	2 300 714
Foreign currency translation reserve	18	**24 887 080**	22 763 958	**–**	–
Retained income/(Accumulated loss)		**411 848 011**	456 933 097	**(1 796 459 703)**	(1 844 268 894)
		251 612 067	400 713 206	**29 935 088**	94 416 194
Non-controlling interest	7	**26 052 750**	21 777 096	**–**	–
Total equity		**277 664 817**	422 490 302	**29 935 088**	94 416 194
LIABILITIES					
Non-current liabilities					
Loans from Group companies	19	**–**	–	**107 981 682**	44 425 337
Lease liabilities	4	**10 127 060**	1 851 429	**–**	–
Deferred tax	10	**2 582**	40 024	**–**	–
Financial guarantee contracts	21	**–**	24 316	**–**	24 316
		10 129 642	1 915 769	**107 981 682**	44 449 653
Current liabilities					
Trade and other payables	22	**76 135 476**	90 390 536	**803**	4 725
Lease liabilities	4	**3 669 242**	5 170 081	**–**	–
Current tax payable		**4 342 561**	4 664 093	**92**	21 997
Promoters' fee payable	23	**–**	17 450 773	**–**	–
Bank overdraft	12	**49 242**	197 392	**–**	–
		84 196 521	117 872 875	**895**	26 722
Total liabilities		**94 326 163**	119 788 644	**107 982 577**	44 476 375
Total equity and liabilities		**371 990 980**	542 278 946	**137 917 665**	138 892 569

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

for the year ended 31 March 2024

Rand	Notes	GROUP 2024	GROUP 2023*	COMPANY 2024	COMPANY 2023
Continuing operations					
Revenue	24	**1 072 092 136**	1 040 932 950	**156 276 393**	–
Cost of sales	25	**(812 753 318)**	(781 064 545)	**–**	–
Gross profit		**259 338 818**	259 868 405	**156 276 393**	–
Other operating income	26	**6 712 782**	3 603 983	**2 579 383**	5 540 032
Other operating gains/(losses)	27	**827 319**	(817 667)	**2 056 675**	(15)
Gain on disposal of investment in subsidiary	27	**–**	(26 521)	**–**	–
Movement in credit loss allowances	28	**(1 202 515)**	99 432	**(115 684)**	853 522
Share-based payment expense	17	**(5 095 482)**	(5 261 357)	**(771 509)**	(798 291)
Other operating expenses		**(122 079 417)**	(110 822 049)	**(3 629 841)**	(2 581 977)
Earnings before interest, taxation, depreciation and amortisation		**138 501 506**	146 644 226	**156 395 417**	3 013 271
Depreciation: plant and equipment	28	**(2 175 770)**	(1 841 670)	**–**	–
Depreciation: right-of-use assets	28	**(4 006 188)**	(4 423 060)	**–**	–
Amortisation: intangible assets	28	**(46 312)**	(51 089)	**–**	–
Operating profit	28	**132 273 235**	140 328 407	**156 395 417**	3 013 271
Investment income	29	**5 947 698**	2 412 774	**5 856**	16 231
Finance costs	30	**(2 205 853)**	(2 352 025)	**–**	(39 979)
Borrowings		**–**	(1 127 894)	**–**	–
Lease liabilities		**(1 199 088)**	(878 755)	**–**	–
Other		**(1 006 765)**	(345 376)	**–**	(39 979)
Profit before taxation		**136 015 080**	140 389 156	**156 401 273**	2 989 523
Taxation	31	**(38 806 619)**	(37 931 469)	**(566 411)**	(54 492)
Profit from continuing operations		**97 208 461**	102 457 687	**155 834 862**	2 935 031
Discontinued operations					
Loss from discontinued operations	35	**(2 392 190)**	(3 986 737)	**–**	–
Profit for the year		**94 816 271**	98 470 950	**155 834 862**	2 935 031

** Restated to reflect the impact of the discontinued operation. Please refer to note 35.*

Rand	Notes	GROUP 2024	GROUP 2023*	COMPANY 2024	COMPANY 2023
Other comprehensive income:					
Items that will not be reclassified to profit or loss:					
Gains on valuation of investments in equity instruments		–	14 224 792	–	–
Items that may be reclassified to profit or loss:					
Exchange differences on translating foreign operations	18	**4 648 958**	24 401 329	–	–
Release of foreign currency translation reserve due to dissolution of subsidiary	18	–	130 246	–	–
Release of foreign currency translation reserve due to sale of subsidiary	18	**(2 525 836)**	–	–	–
Other comprehensive income for the year net of taxation	34	**2 123 122**	38 756 367	–	–
Total comprehensive income for the year		**96 939 393**	137 227 317	**155 834 862**	2 935 031
Profit attributable to:					
Owners of the parent		**61 977 088**	68 480 391	**155 834 862**	2 935 031
From continuing operations		**64 369 278**	72 467 128	**155 834 862**	2 935 031
From discontinued operations		**(2 392 190)**	(3 986 737)	–	–
Non-controlling interest		**32 839 183**	29 990 559	–	–
		94 816 271	98 470 950	**155 834 862**	2 935 031
Total comprehensive income attributable to:					
Owners of the parent		**64 100 210**	107 236 758	**155 834 862**	2 935 031
From continuing operations		**66 492 400**	111 223 495	**155 834 862**	2 935 031
From discontinued operations		**(2 392 190)**	(3 986 737)	–	–
Non-controlling interest		**32 839 183**	29 990 559	–	–
		96 939 393	137 227 317	**155 834 862**	2 935 031
Basic earnings per share (cents)	41	**60.3**	77.5		
Continuing operations		**62.6**	82.0		
Discontinued operations		**(2.3)**	(4.5)		
Diluted basic earnings per share (cents)	41	**60.3**	70.7		
Continuing operations		**62.6**	74.8		
Discontinued operations		**(2.3)**	(4.1)		

* *Restated to reflect the impact of the discontinued operation. Please refer to note 35.*

STATEMENT OF CHANGES IN EQUITY

for the year ended 31 March 2024

Rand	Notes	Share capital	Treasury shares	Capital distribution reserve
GROUP				
Balance at 1 April 2022		516 459 160	(87 154 982)	(534 216 011)
Profit for the year		–	–	–
Other comprehensive income		–	–	–
Total comprehensive income for the year		–	–	–
Pulsent OH GP/PBT Direct				
Reclassification between share-based payment reserve and retained earnings		–	–	–
Reclassification between share capital and share-based payment reserve		12 420 000	–	–
Reduction of share-based payment shares included as treasury shares		–	18 630 000	–
B-BBEE ownership/Staff entities				
Share-based payment		–	–	–
Reduction of share-based payment shares included as treasury shares		–	65 700 000	–
Reduction of share-based payment advance in subsidiary		–	–	–
Share-based payment shares included as treasury shares		–	(8 800 000)	–
General				
Shares repurchased		(10 011 075)	–	–
Distributions		–	–	(61 667 363)
Transfer between reserves – Reclassification of equity revaluation to retained earnings due to disposal of investment		–	–	–
Total contributions by and distributions to owners of Group recognised directly in equity		2 408 925	75 530 000	(61 667 363)
Balance at 1 April 2023		518 868 085	(11 624 982)	(595 883 374)
Profit for the year		–	–	–
Other comprehensive income:				
Exchange differences arising during the year		–	–	–
Foreign currency translation reserve realised through profit/(loss)		–	–	–
Total comprehensive income for the year		–	–	–
B-BBEE ownership/Staff entities				
Share-based payment		–	–	–
Reclassification between share-based payment reserve and retained earnings – Spalding		–	–	–
Reclassification between share-based payment reserve and retained earnings – PBT Foundation		–	–	–
Reclassification between non-controling interest and retained earnings – Ayson		–	–	–
General				
Shares repurchased		**(2 578 075)**	–	–
Purchase of additional shares in subsidiary	7	–	–	–
Sale of part of subsdiary – control not lost	7	–	–	–
Transfer between reserves for non-controlling interest foreign currency translation reserve		–	–	–
Distributions		–	–	**(107 297 127)**
Total contributions by and distributions to owners of Group recognised directly in equity		**(2 578 075)**	–	**(107 297 127)**
Balance at 31 March 2024		**516 290 010**	**(11 624 982)**	**(703 180 501)**
Notes		13	14	15

Equity revaluation reserve	Share-based payment reserve	Foreign currency translation reserve	Total reserves	Retained income	Total attributable to equity holders of the Group	Non-controlling interest	Total equity
100 296 287	18 923 981	(1 767 617)	(503 918 342)	336 029 061	348 569 879	17 409 984	365 979 863
–	–	–	–	68 480 391	68 480 391	29 990 559	98 470 950
14 224 792	–	24 531 575	38 756 367	–	38 756 367	–	38 756 367
14 224 792	–	24 531 575	38 756 367	68 480 391	107 236 758	29 990 559	137 227 317
–	(2 108 916)	–	(2 108 916)	2 108 916	–	–	–
–	(12 420 000)	–	(12 420 000)	–	–	–	–
–	–	–	18 630 000	(6 296 537)	12 333 463	–	12 333 463
–	5 261 357	–	5 261 357	–	5 261 357	–	5 261 357
–	–	–	65 700 000	(12 399 570)	53 300 430	–	53 300 430
–	–	–	–	–	–	1 611 000	1 611 000
–	–	–	(8 800 000)	–	(8 800 000)	–	(8 800 000)
–	–	–	–	–	(10 011 075)	–	(10 011 075)
–	–	–	(61 667 363)	(45 510 243)	(107 177 606)	(27 234 447)	(134 412 053)
(114 521 079)	–	–	(114 521 079)	114 521 079	–	–	–
(114 521 079)	(9 267 559)	–	(109 926 001)	52 423 645	(55 093 431)	(25 623 447)	(80 716 878)
–	9 656 422	22 763 958	(575 087 976)	456 933 097	400 713 206	21 777 096	422 490 302
–	**–**	**–**	**–**	**61 977 088**	**61 977 088**	**32 839 183**	**94 816 271**
–	**–**	**4 648 958**	**4 648 958**	**–**	**4 648 958**	**–**	**4 648 958**
–	**–**	**(2 525 836)**	**(2 525 836)**	**–**	**(2 525 836)**	**–**	**(2 525 836)**
–	**–**	**2 123 122**	**2 123 122**	**61 977 088**	**64 100 210**	**32 839 183**	**96 939 393**
–	**5 095 482**	**–**	**5 095 482**	**–**	**5 095 482**	**–**	**5 095 482**
–	**(1 229 031)**	**–**	**(1 229 031)**	**1 229 031**	**–**	**–**	**–**
–	**(130 424)**	**–**	**(130 424)**	**130 424**	**–**	**–**	**–**
–	**–**	**–**	**–**	**(1 171 456)**	**(1 171 456)**	**1 171 456**	**–**
–	**–**	**–**	**–**	**–**	**(2 578 075)**	**–**	**(2 578 075)**
–	**–**	**–**	**–**	**(195 486)**	**(195 486)**	**72 146**	**(123 340)**
–	**–**	**–**	**–**	**242 443**	**242 443**	**15 272**	**257 715**
–	**–**	**–**	**–**	**–**	**–**	**(2 403)**	**(2 403)**
–	**–**	**–**	**(107 297 127)**	**(107 297 127)**	**(214 594 254)**	**(29 820 000)**	**(244 414 254)**
–	**3 736 027**	**–**	**(103 561 100)**	**(107 062 171)**	**(213 201 346)**	**(28 563 529)**	**(241 764 875)**
–	**13 392 449**	**24 887 080**	**(676 525 954)**	**411 848 011**	**251 612 067**	**26 052 750**	**277 664 817**
16	17	18, 34					

STATEMENT OF CHANGES IN EQUITY [CONTINUED]

for the year ended 31 March 2024

Rand	Notes	Share capital	Share-based payment reserve
COMPANY			
Balance at 1 April 2022		2 428 241 229	1 502 423
Profit for the year		–	–
Total comprehensive income for the year		–	–
Share-based payment		–	798 291
Shares repurchased		(10 011 075)	–
Distributions	38	–	–
Total contributions by and distributions to owners of Company recognised directly in equity		(10 011 075)	798 291
Balance at 1 April 2023		2 418 230 154	2 300 714
Profit for the year		–	–
Total comprehensive income for the year		–	–
Share-based payment expense		–	**771 509**
Shares repurchased		**(2 578 075)**	–
Reclassification between share-based payment reserve and retained earnings – Spalding		–	**(1 229 031)**
Distributions		–	–
Total contributions by and distributions to owners of Company recognised directly in equity		**(2 578 075)**	**(457 522)**
Balance at 31 March 2024		**2 415 652 079**	**1 843 192**
Notes		13	17

Capital distribution reserve	Total reserves	Retained income	Total equity
(420 178 417)	(418 675 994)	(1 786 060 231)	223 505 004
–	–	2 935 031	2 935 031
–	–	2 935 031	2 935 031
–	798 291	–	798 291
–	–	–	(10 011 075)
(61 667 363)	(61 667 363)	(61 143 695)	(122 811 058)
(61 667 363)	(60 869 072)	(61 143 695)	(132 023 842)
(481 845 780)	(479 545 066)	(1 844 268 894)	94 416 194
–	**–**	**155 834 862**	**155 834 862**
–	**–**	**155 834 862**	**155 834 862**
–	**771 509**	**–**	**771 509**
–	**–**	**–**	**(2 578 075)**
–	**(1 229 031)**	**1 229 031**	**–**
(109 254 700)	**(109 254 700)**	**(109 254 701)**	**(218 509 401)**
(109 254 700)	**(109 712 222)**	**(108 025 670)**	**(220 315 967)**
(591 100 480)	**(589 257 288)**	**(1 796 459 703)**	**29 935 088**

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STATEMENT OF CASH FLOWS

for the year ended 31 March 2024

Rand	Notes	GROUP 2024	GROUP 2023	COMPANY 2024	COMPANY 2023
Cash flows from operating activities					
Cash generated from/(used in) operations	32	**143 726 545**	137 749 261	**(3 755)**	2 987 722
Interest income	29	**5 331 877**	1 944 921	**5 856**	16 231
Dividends received	29	**–**	–	**158 270 362**	–
Finance costs	30	**(2 228 200)**	(2 361 269)	**–**	–
Tax (paid)/received	33	**(40 523 277)**	(41 269 900)	**10 241**	(22 254)
Net cash inflow from operating activities		**106 306 945**	96 063 013	**158 282 704**	2 981 699
Cash flows from investing activities					
Purchase of plant and equipment	3	**(1 165 932)**	(2 931 959)	**–**	–
Proceeds from sale of plant and equipment	3	**47 017**	12 827	**–**	–
Purchases of intangible assets	6	**(2 948 964)**	(37 330)	**–**	–
Cash advanced in loans to Group companies	8	**–**	–	**–**	(1 626 594)
Cash receipts on repayments of loans to Group companies	8	**–**	–	**–**	86 879 250
Receipts on repayments of loans receivable	9	**3 938 227**	3 432 486	**–**	–
Advances of loans receivable	9	**(6 145 617)**	(4 934 000)	**–**	–
Proceeds from disposal of investments at fair value		**–**	171 090 201	**–**	–
Proceeds on disposal of subsidiary, net of cash	35	**(1 925 040)**	–	**–**	–
Net cash (outflow)/inflow from investing activities		**(8 200 309)**	166 632 225	**–**	85 252 656
Cash flows from financing activities					
Share repurchased	13	**(2 578 075)**	(10 011 075)	**(2 578 075)**	(10 011 075)
Capital distribution	15	**(107 297 127)**	(61 667 363)	**(97 755 704)**	(61 667 362)
Dividends paid		**(107 297 127)**	(45 510 243)	**(97 755 704)**	(61 143 695)
Dividends paid to non-controlling interest	7	**(29 820 000)**	(25 500 000)	**–**	–
Share-based payment advanced – Kappa	17	**–**	(8 800 000)	**–**	–
Share-based payment advance repaid – Yonex	14	**–**	53 300 430	**–**	–
Reduction of treasury shares due to redemption of preference share investment and repayment of loan	14	**–**	12 333 463	**–**	–
Principal payments of lease liabilities	4	**(4 235 657)**	(5 782 056)	**–**	–
Repayments of loans from Group companies	19	**–**	–	**(158 410 356)**	(3 190 000)
Receipts of loans from Group companies	19	**–**	–	**198 211 079**	47 695 576
Proceeds of borrowings	20	**–**	30 000 000	**–**	–
Repayment of borrowings	20	**–**	(30 147 312)	**–**	–
Promoters' fee paid	23	**(17 593 260)**	–	**–**	–
Net cash outflow from financing activities		**(268 821 246)**	(91 784 156)	**(158 288 760)**	(88 316 556)
Total cash movement for the year		**(170 714 610)**	170 911 082	**(6 056)**	(82 201)
Cash and cash equivalents at the beginning of the year		**220 704 769**	49 794 973	**31 145**	113 346
Effect of exchange rate movement on cash balances		**(249 660)**	(1 286)	**–**	–
Less cash attributable to discontinued operations	35	**(609 792)**	–	**–**	–
Cash and cash equivalents at the end of the year	12	**49 130 707**	220 704 769	**25 089**	31 145

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS

for the year ended 31 March 2024

1. MATERIAL ACCOUNTING POLICY INFORMATION

Management has considered the principles of materiality in IFRS Practice Statement 2 Making Materiality Judgements, and only those accounting policies which are considered material have been presented in these consolidated and separate financial statements.

1.1 Basis of preparation

The consolidated and separate financial statements have been prepared on the going concern basis in accordance with, and in compliance with, IFRS Accounting Standards and IFRS Interpretations Committee (the Committee) interpretations issued and effective at the time of preparing these consolidated and separate financial statements and the Companies Act of South Africa as amended.

The consolidated and separate financial statements comply with the requirements of the Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council and the JSE Limited Listings Requirements.

The consolidated and separate financial statements have been prepared on the historic cost convention, unless otherwise stated in the accounting policies which follow and incorporate the material accounting policies set out below. They are presented in Rands, which is the Group's and Company's functional currency.

These accounting policies are consistent with the previous period.

1.2 Consolidation

Basis of consolidation

The consolidated and separate financial statements incorporate the consolidated and separate financial statements of the Company and all its subsidiaries. Subsidiaries are entities (including structured entities) which are controlled by the Group.

1.3 Significant judgements and sources of estimation uncertainty

The preparation of consolidated and separate financial statements in conformity with IFRS Accounting Standards requires management, from time to time, to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. These estimates and associated assumptions are based on experience and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Critical judgements in applying accounting policies

The critical judgements made by management in applying accounting policies, apart from those involving estimations, that have the most significant effect on the amounts recognised in the financial statements, are outlined as follows:

Preference share investment in PBT Foundation Prorprietary Limited and Kappa Investments Proprietary Limited – B-BBEE and staff companies

The accounting of the preference share investment in the B-BBEE and staff companies, taking into account the terms of the shareholders' agreement and the preference share agreement, required judgement as to whether the transactions fell into the ambit of IFRS 2 Share-based Payments. The key judgement PBT Group made related to option accounting under IFRS 2 and resulted in a conclusion that the transaction value is treated as the grant of an option. Refer to note 17 Share-based payments. This resulted in an IFRS 2 option expense being recognised and the underlying shares were accounted for as treasury shares.

Control considerations

B-BBEE and staff companies

Due to events as mentioned below, judgement was required to determine whether PBT Group controls the said companies in terms of IFRS 10 Consolidated Financial Statements and whether the companies should be consolidated into the Group or not:

- Yonex Investments (RF) Proprietary Limited (Yonex) sold its entire investment in preference shares to a third-party financial institution during the 2023 financial year.
- Ayson Investments Proprietary Limited (Ayson) voluntarily redeemed its entire investment in preference shares issued to CyberPro Consulting Proprietary Limited during the 2023 financial year.
- Spalding Investments 10 (RF) Proprietary Limited voluntarily redeemed its entire investment in preference shares issued to PBT Group Limited during the 2022 financial year.

Control elements in terms of IFRS 10 Consolidated Financial Statements were therefore evaluated to determine whether control exists, resulting in the above entities being consolidated. It was concluded that control over these entities does not exist. The following considerations were made:

- PBT Group does not hold any shares of any class and does not have any voting rights or potential voting rights in respect of these entities.
- PBT Group does not have the right to appoint any of the Directors of these entities.
- PBT Group is not exposed to variable returns and does not have any rights to any variable returns from these entities.

Key sources of estimation uncertainty

Impairment testing

The recoverable amount of the cash-generating units has been determined based on a value-in-use calculation. Key assumptions are applied to determine the recoverable amount of the cash-generating units, using the value-in-use calculation relating to sales growth rates, working capital requirements and capital expenditure.

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS [CONTINUED]

for the year ended 31 March 2024

The following assumptions were utilised:

Pre-tax discount rate: 21.57% (2023: 20.72%)
Share premium: 5.20% (2023: 5.20%)
Terminal growth rate: 5.00% (2023: 5.00%)
Number of years: 5 years (2023: 5 years)

No reasonable possible change is expected in a key assumption used in the value-in-use calculation that would change the value-in-use to be lower than the carrying value of goodwill.

Taxation
Estimates are required in determining the provision for income taxes due to the complexity of legislation. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

The Group recognises the net future tax benefit related to deferred income tax assets to the extent that it is probable that the deductible temporary differences will reverse in the foreseeable future. Assessing the recoverability of deferred income tax assets requires the Group to make significant estimates related to expectations of future taxable income. Estimates of future taxable income are based on forecast cash flows from operations and the application of existing tax laws in each jurisdiction. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Group to realise the net deferred tax assets recorded at the end of the reporting period could be impacted.

The deferred tax assets (arising mainly from assessed losses) in four (2023: four) subsidiaries of the Group were not recognised in either the current or prior year as management does not expect that there will be future taxable income in any of these entities.

1.4 Plant and equipment

Plant and equipment are initially measured at cost. Cost includes all of the expenditure which is directly attributable to the acquisition or construction of the asset.

Plant and equipment are subsequently stated at cost less accumulated depreciation and impairment losses.

The useful lives of items of plant and equipment have been assessed as follows:

Item	Depreciation method	Average useful life
Furniture and fixtures	Straight line	6 years
Office equipment	Straight line	5 years
Computer equipment	Straight line	3 years

The residual value, useful life and depreciation method of each asset are reviewed at the end of each reporting year. No material changes were made. If the expectations differ from previous estimates, the change is accounted for prospectively as a change in accounting estimate.

The depreciation charge for each year is recognised in profit or loss unless it is included in the carrying amount of another asset.

Impairments
Impairment tests are performed on plant and equipment when there is an indicator that they may be impaired. When the carrying amount of an item of plant and equipment is assessed to be higher than the estimated recoverable amount, an impairment loss is recognised immediately in profit or loss to bring the carrying amount in line with the recoverable amount.

1.5 Leases

All leases are accounted for by recognising a right-of-use asset and a lease liability, except for:

- leases with a term of 12 months or less.

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by reference to the rate inherent in the lease unless (as is typically the case) this is not readily determinable, in which case the Company's incremental borrowing rate on commencement of the lease is used. Variable lease payments are only included in the measurement of the lease liability if they depend on an index or rate. In such cases, the initial measurement of the lease liability assumes the variable element will remain unchanged throughout the lease term. Other variable lease payments are expensed in the period to which they relate.

Right-of-use assets are initially measured at the amount of the lease liability.

Subsequent to initial measurement lease liabilities increase as a result of interest charged at a constant rate on the balance outstanding and are reduced for lease payments made. Right-of-use assets are depreciated on a straight-line basis over the remaining term of the lease or over the remaining economic life of the asset if, rarely, this is judged to be shorter than the lease term.

When the Company revises its estimate of the term of any lease (for example, if it reassesses the probability of a lessee extension or termination option being exercised), it adjusts the carrying amount of the lease liability to reflect the payments to make over the revised term, which are discounted at a revised discount rate. The carrying value of lease liabilities is similarly revised when the variable element of future lease payments dependent on a rate or index is revised. In both cases an equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortised over the

remaining (revised) lease term. In circumstances where the determination of whether the contract is or contains a lease requires significant judgement, the relevant disclosures are provided in the significant judgments and sources of estimation uncertainty section of these accounting policies.

1.6 Goodwill

Goodwill is initially measured at cost, being the excess of the consideration transferred over the Group's net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognised in profit or loss. After initial recognition, goodwill is measured at cost less any accumulated impairment losses.

Goodwill is capitalised as an intangible asset with any impairment in carrying value being charged to the consolidated statement of comprehensive income.

Goodwill is tested for impairment at least annually and whenever there is an indication of impairment.

1.7 Intangible assets

Intangible assets are initially recognised at cost.

Intangible assets are subsequently measured at cost less any accumulated amortisation and impairment losses.

Amortisation is provided to write down the intangible assets, on a straight line basis, to their residual values as follows:

Item	Depreciation method	Average useful life
Internally developed software	Straight line	5 years
Computer software	Straight line	2 years

The useful life and amortisation method of intangible assets are reviewed at the end of each reporting year. No material changes were made.

Impairments

Impairment tests are performed on intangible assets when there is an indicator that they may be impaired. When the carrying amount of an intangible asset is assessed to be higher than the estimated recoverable amount, an impairment loss is recognised immediately in profit or loss to bring the carrying amount in line with the recoverable amount.

1.8 Investments in subsidiaries

Investments in subsidiaries are carried at cost less any accumulated impairment losses.

Impairments

Impairment tests are performed on investment in subsidiaries when there is an indicator that they may be impaired. When the carrying amount of an investment in subsidiaries is assessed to be higher than the estimated recoverable amount, an impairment loss is recognised immediately in profit or loss to bring the carrying amount in line with the recoverable amount.

1.9 Financial instruments

Financial instruments held by the Group are classified in accordance with the provisions of IFRS 9 Financial Instruments.

Broadly, the classification possibilities, which are adopted by the Group, as applicable, are as follows:

- Financial assets which are equity instruments:
  - mandatorily at fair value through profit or loss; or
  - designated as at fair value through other comprehensive income.
- Financial assets which are debt instruments:
  - amortised cost. (This category applies only when the contractual terms of the instrument give rise, on specified dates, to cash flows that are solely payments of principal and interest on principal, and where the instrument is held under a business model whose objective is met by holding the instrument to collect contractual cash flows.)
- Financial liabilities:
  - amortised cost.

Note 38 Financial instruments and risk management presents the financial instruments held by the Group based on their specific classifications.

The material accounting policies for each type of financial instrument held by the Group are presented below:

Financial assets

Amortised cost

These assets arise principally from the provision of services to customers (e.g. trade receivables – note 11), but also incorporate loans to Group companies (note 8) and loans receivable (note 9) where the objective is to hold these assets in order to collect contractual cash flows and the contractual cash flows are solely payments of principal and interest. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment.

Impairment of financial assets

Impairment provisions for current receivables are recognised based on the simplified approach within IFRS 9, using a provision matrix in the determination of the lifetime expected credit losses. During this process the probability of the non-payment of the trade receivables is assessed. This probability is then multiplied by the amount of the expected loss arising from default to determine the lifetime expected credit loss for the trade receivables. For trade receivables, which are reported net, such provisions are recorded in a separate provision account with the loss being recognised in the consolidated statement of comprehensive

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income. On confirmation that the trade receivable will not be collectible, the gross carrying value of the asset is written off against the associated provision.

Impairment provisions for loans to related parties are recognised based on the general approach in IFRS 9 which is also a forward-looking expected credit loss model. The methodology used to determine the amount of the provision is based on whether there has been a significant increase in credit risk since initial recognition of the financial asset. For those where the credit risk has not increased significantly since initial recognition of the financial asset, 12-month expected credit losses along with gross interest income are recognised.

For those for which credit risk has increased significantly, lifetime expected credit losses along with the gross interest income are recognised. For those that are determined to be credit impaired, lifetime expected credit losses along with interest income on a net basis are recognised.

The Group's and Company's financial assets measured at amortised cost comprise loans to Group companies, loans receivable, trade and other receivables and cash and cash equivalents in the consolidated and separate statement of financial position. Cash and cash equivalents include cash on hand and – for the purpose of the statement of cash flows – bank overdrafts. Bank overdrafts are shown separately on the consolidated statement of financial position.

Significant increase in credit risk
In assessing whether the credit risk on a financial asset as stated above has increased significantly since initial recognition, the Group compares the risk of a default occurring as at the reporting date with the risk of a default occurring as at the date of initial recognition.

The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience, cash flow and liquid asset position 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 counterparties operate as well as consideration of various external sources of actual and forecast economic information.

Irrespective of the outcome of the above assessment, the credit risk on a financial asset is always presumed to have increased significantly since initial recognition if the contractual payments are past their contractual pay dates, unless the Group or Company has reasonable and supportable information that demonstrates otherwise.

By contrast, if a financial asset is assessed to have a low credit risk at the reporting date, then it is assumed that the credit risk on the financial asset has not increased significantly since initial recognition.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increases in credit risk before the amount becomes past due.

Definition of a default
For purposes of internal credit risk management, the Group considers that a default event has occurred if there is either a breach of financial covenants by the counterparty or if the borrower is in significant financial difficulty such that it will have insufficient funds to repay the loan on demand. This is based on a number of factors including various liquidity and solvency ratios.

Write-off policy
The Group and Company 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. 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.

Credit risk for exposures other than those arising on cash and cash equivalents, are managed by making use of credit approvals, limits and monitoring. The Group only deals with reputable counterparties with consistent payment histories. Each counterparty is analysed individually for creditworthiness before terms and conditions are offered. The analysis involves making use of information submitted by the counterparties as well as external bureau data (where available). The exposure to credit risk and the creditworthiness of counterparties is continuously monitored.

Credit risk exposure arising on cash and cash equivalents is managed by the Group through dealing with well-established financial institutions with high credit ratings.

Trade and other receivables comprise a widespread geographical base. Management evaluates credit risk relating to customers on an ongoing basis. If customers are independently rated, these ratings are used. Otherwise, if there is no independent rating, risk control assesses the credit quality of the customer, taking into account its financial position, past experience and other factors.

Financial liabilities
The Group classifies its financial liabilities into one category, being amortised cost.

Amortised cost
Financial liabilities include borrowings, bank overdrafts, promoters' fee payable and trade and other payables and are subsequently measured at amortised cost using the effective interest rate method, which ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried in the consolidated statement of financial position.

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by the Group are initially measured at their fair values and are subsequently measured at the higher of:

- the amount of the loss allowance determined in accordance with IFRS 9; and
- the amount initially recognised less, where appropriate, cumulative amount of income recognised in accordance with the revenue recognition policies.

Refer to note 21 for details of financial guarantee contracts.

1.10 Tax

Current tax assets and liabilities

Current tax for current and prior periods is, to the extent unpaid, recognised as a liability. If the amount already paid in respect of current and prior periods exceeds the amount due for those periods, the excess is recognised as an asset.

Current tax liabilities (assets) for the current and prior periods are measured at the amount expected to be paid to (recovered from) the tax authorities, using the tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities

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

A deferred tax liability is recognised for all taxable temporary differences.

A deferred tax asset is recognised for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised.

A deferred tax asset is recognised for the carry forward of unused tax losses to the extent that it is probable that future taxable profit will be available against which they can be utilised.

When management assesses the extent to which it is probable that taxable profit will be available against which potential deferred tax assets can be utilised, they take into consideration that the utilisation of assessed losses are limited to the greater of 80% of the taxable income or R1 million in the year of assessment.

Deferred tax assets are reviewed at each reporting date and are reduced if it is no longer probable that the related tax benefit will be realised. Such reductions are reversed when the probability of future taxable profits improves. The review by management has resulted in the reduction of the deferred tax assets.

Tax expenses

The income tax expense consists of current and deferred tax and is recognised in profit or loss, except to the extent that the tax arises from:

- a transaction or event which is recognised, in the same or a different period, to other comprehensive income; or
- a business combination.

Current tax and deferred taxes are charged or credited to other comprehensive income if the tax relates to items that are credited or charged, in the same or a different period, to other comprehensive income.

Current tax and deferred taxes are charged or credited directly to equity if the tax relates to items that are credited or charged, in the same or a different period, directly in equity.

1.11 Share capital and equity

Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

Ordinary shares are classified as equity.

Ordinary shares are recognised at par value and classified as “share capital” in equity. Any amounts received from the issue of shares in excess of par value is also classified as “share capital” in equity. Dividends payable to the Company’s ordinary equity holders are recognised as a liability in the period in which the dividends are declared and approved.

The Group repurchases the Company’s own equity instruments from time to time. Any such repurchase is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company’s own equity instruments.

1.12 Treasury shares

Consideration paid for the purchase of treasury shares is recognised directly in equity. The cost of treasury shares held is presented in a separate reserve. Treasury shares represent shares held by B-BBEE and staff companies. Any excess of the consideration received on the sale of treasury shares over the weighted average cost of the shares sold is credited to retained earnings.

Included in treasury shares are shares held by B-BBEE and staff companies as well as PBT Group Limited via B-BBEE and staff companies called:

- PBT Foundation Proprietary Limited.
- Kappa Investments Proprietary Limited.
- PBT Group Limited via Spalding Investments 10 (RF) Proprietary Limited.
- PBT Group Limited via Yonex Investments (RF) Proprietary Limited.

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The preference share investments in PBT Foundation and Kappa Investments are not recognised as financial assets, but rather as treasury shares until the preference shares have been redeemed in full according to the terms and conditions of the transactions.

PBT Group Limited owns a small percentage of ordinary shares in Spalding and Yonex, who in turn own shares in PBT Group Limited. As a result, since PBT Group Limited owns shares in itself, indirectly via a look-through principal, these shares are then treated as treasury shares.

1.13 Capital distribution reserve

All distributions paid to the shareholders designated as out of the capital of the Company are recognised in the capital distribution reserve.

1.14 Equity revaluation reserve

Revaluations applied to the investment at fair value through other comprehensive income. The investment was revalued on a six-monthly basis. The fair value was determined using appropriate valuation techniques based on available information and takes into account information that would have provided the most accurate value of the investment and if the valuation technique used will be able to be applied for future periods.

All gains or losses on revaluations were recognised in other comprehensive income and in an equity revaluation reserve within equity. On disposal of the investment, the balance of the equity revaluation reserve will be transferred to retained earnings. The equity revaluation reserve were presented separately in the statement of financial position.

The investment recognised at fair value through other comprehensive income was sold during the 2023 financial year and therefore the full equity revaluation reserve was transferred to retained earnings.

1.15 Share-based payments

The Group entered into a number of transactions involving share-based payments. It includes:

- B-BBEE partners; and
- employees within the Group.

In terms of the Group's transactions with its B-BBEE partners, the B-BBEE partners received funding in order to finance the purchase of shares in PBT, whereby PBT benefits from the B-BBEE credentials obtained as consideration for equity instruments (equity-settled transactions).

In terms of the Group's share incentive scheme for employees, employees of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions).

The cost of equity-settled transactions is determined by the fair value of the option at grant date, using an appropriate valuation model, further details of which are given in note 17. Market performance conditions are reflected within the grant date fair value.

The cost of equity-settled transactions, being a share-based payment expense, is recognised in the employee benefits expense and disclosed separately on the face of the statement of profit or loss and other comprehensive income, together with a corresponding increase in the share-based payment reserve, over the period in which the service and, where applicable, the performance conditions are fulfilled (the vesting period).

Once the share-based payment has vested, a portion of the reserve is reclassified to retained earnings.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

1.16 Translation of foreign currencies

Foreign currency transactions

A foreign currency transaction is recorded, on initial recognition in Rands, by applying to the foreign currency amount the spot exchange rate between the functional currency and the foreign currency at the date of the transaction.

At the end of the reporting period:

- foreign currency monetary items are translated using the closing rate;
- non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction; and
- non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous consolidated and separate financial statements are recognised in profit or loss in the period in which they arise.

When a gain or loss on a non-monetary item is recognised to other comprehensive income and accumulated in equity, any exchange component of that gain or loss is recognised to other comprehensive income and accumulated in equity. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

Cash flows arising from transactions in a foreign currency are recorded in Rands by applying to the foreign currency amount the exchange rate between the Rand and the foreign currency at the date of the cash flow.

Investments in subsidiaries, joint ventures and associates
The results and financial position of a foreign operation are translated into the functional currency using the following procedures:

- assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- income and expenses for each item of profit or loss are translated at exchange rates at the dates of the transactions; and
- all resulting exchange differences are recognised to other comprehensive income and accumulated in the foreign currency translation reserve.

Exchange differences arising on a monetary item that forms part of a net investment in a foreign operation are recognised initially to other comprehensive income and accumulated in the translation reserve. They are recognised in profit or loss as a reclassification adjustment through other comprehensive income on disposal of net investment.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition of that foreign operation are treated as assets and liabilities of the foreign operation.

The cash flows of a foreign subsidiary are translated at the exchange rates between the functional currency and the foreign currency at the dates of the cash flows.

1.17 Employee benefits

Short-term employee benefits
Short-term employee benefits, which consist of paid vacation leave and sick leave, bonuses and non-monetary benefits such as medical care, are recognised in the period in which the service is rendered and are not discounted.

The expected cost of compensated absences is recognised as an expense as the employees render services that increase their entitlement or, in the case of non-accumulating absences, when the absence occurs.

The expected cost of profit sharing and bonus payments is recognised as an expense when there is a legal or constructive obligation to make such payments as a result of past performance.

1.18 Provisions and contingencies

The Group recognises provisions in circumstances where it has a present obligation resulting from past events, which can be measured reliably and for which it is probable that the Group will be required to settle the obligation.

There is always a degree of estimation uncertainty involved with provisions as they are measured at management's best estimate of the amount which will be required to settle the obligation. When the effect of discounting is material, the provision is measured at the present value of such amounts.

1.19 Revenue from contracts with customers

The Group recognises revenue from the following major sources:

- time and material contracts;
- fixed price contracts;
- project-based contracts;
- software licence sales (off the shelf); and
- usage-based licences.

The Company, in its separate set of financial statements, recognises dividends received from its subsidaries as revenue. Dividend income is recognised as revenue when the Company's right to receive payments is established.

Performance obligations and timing of revenue recognition
The Group provides business intelligence and information managed services to various customers.

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognises revenue when it transfers control of a product or service to a customer.

Revenue from time and material contracts as well as fixed price contracts is recognised on an over time basis, as the customer simultaneously receives and consumes the service that the Company provides. Revenue from providing services is recognised in the accounting period in which the service is rendered, i.e. when the performance obligation of the contract is met.

For time and material contracts, revenue is recognised as and when the service is provided, based on the number of hours worked per resource. For fixed price contracts, revenue is recognised monthly at a fixed amount per the contract as and when the service is provided. For both these types of contracts the Group has elected to take advantage of the practical expedient available in paragraph B16 of IFRS 15 because the amount invoiced corresponds directly with the value to the customer of the Group's performance completed to date.

No significant judgements have been made when determining the performance obligations and timing of recognition of revenue. Project contracts are recognised on an over time basis at an amount agreed upon in the contract between the Group and the customer. Each project comprises a single performance obligation. The project satisfies the performance obligation over time as the Group's performance does not create an asset with an alternative use and the Group has an enforceable right to payment for the performance completed to date.

The Group sells standard off-the-shelf software licences to customers. These software licences are sold separately and are not included as part of any service contract. Software

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licence revenue is therefore recognised at a point in time, when control of the good is transferred to the customer. There is limited judgement needed in identifying the point when control passes as transfer occurs once the software is activated for the customer.

Revenue from usage-based licences is recognised on an over time basis. The Group has elected to use the practical expedient available in paragraph B16 of IFRS 15 as the usage-based licence fee invoiced monthly corresponds to the value to the customer of the performance completed to date.

Payment terms for the majority of the contracts are 30 days from date of statement. The Group does not expect to have any contracts where the period between the transfer of the services to the customer and payment by the customer exceeds one year. As a result the Group does not adjust any of the transaction prices for a significant financing component.

Due to the nature of the Group's revenue, no obligations exist for returns or refunds.

Determining the transaction price and allocating amounts to performance obligations

The transaction price is determined based on the type of revenue contract.

Time and material contracts have predefined rates per hour per resource, as stipulated in the contract. These rates per hour are considered by management to be the stand-alone rates applicable to each type of resource.

Fixed price contracts have predetermined monthly amounts stipulated in each contract and therefore this amount reflects the transaction price.

Time and material, and fixed price contracts do not contain elements of variable consideration such as volume rebates, discounts or penalties, etc.

Project contracts have a predetermined price per contract which is agreed to between the Group and the customer.

The transaction price for software sales is the amount per invoice.

Usage-based licence contracts are calculated with reference to the number of beneficiaries per the medical scheme or based on a sliding scale of the customers' turnover.

For all contracts there is no judgement involved in allocating the transaction price to the performance obligations.

1.20 Cost of sales

The related cost of providing services recognised as revenue in the current period is included in cost of sales.

Contract costs comprise:

- costs that relate directly to the specific contract;
- costs that are attributable to contract activity in general and can be allocated to the contract; and
- such other costs as are specifically chargeable to the customer under the terms of the contract.

1.21 Government grants

The Group periodically receives Sector Education and Training Authority (SETA) grants which are used to train and upskill its employees. The Group undertakes training regardless of whether or not this grant is received.

Government grants are recognised when there is reasonable assurance that the Group will comply with any condition on which payment of the grant is dependent and the grant will be paid.

Government grants related to income are recognised in profit or loss on a systematic basis over the periods in which the Group recognises the related costs as expenses, for which the grant is intended to compensate.

1.22 Interest and dividend income

Interest income comprises interest income on funds invested. Interest income is recognised as it accrues in profit or loss, using the effective interest method.

Dividend income is recognised as income when the Group's right to receive payments is established.

1.23 Borrowing costs

Borrowing costs are recognised as an expense in the period in which they are incurred.

1.24 Segmental reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Executive Management.

Segment results include revenue and expenses directly attributable to a segment and the relevant portion of enterprise revenue and expenses that can be allocated on a reasonable basis to a segment, whether from external transactions with other Group segments. Segment results

are determined before any adjustments for non-controlling interests.

Segment assets and liabilities comprise the operating assets and liabilities that are directly attributable to the segment or can be allocated to the segment on a reasonable basis. Segment assets are determined after deducting related allowances that are reported as direct offsets in the Group's statement of financial position. Capital expenditure represents the total costs incurred during the period to acquire segment assets that are expected to be used during more than one period, namely plant and equipment, and intangible assets other than goodwill.

Business segments comprise the following, which are aggregated upon consolidation:

- South Africa; and
- Europe and United Kingdom.

1.25 Discontinued operation

During the 2024 financial year PBT Group disposed of the PBT Group (Australia) Proprietary Limited subsidiary. This subsidiary is classified as a discontinued operation.

A discontinued operation is a component of the Group's operations and cash flows that has been disposed of and:

- represents a separate major line of business or geographical area of operations;
- is part of a single co-ordinated plan to dispose of this separate major line if business or geographical area of operations; or
- is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs on disposal or when the operation meets the criteria to be classified as held for sale, if earlier.

When an operation is classified as a discontinued operation, the comparative statement of profit or loss and other comprehensive income is restated as if the operations had been discontinued from the commencement of the comparative year.

Additional disclosures are provided in note 35. All other notes to the consolidated and separate financial statements include amounts for continuing operations, unless indicated otherwise.

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2. NEW STANDARDS AND INTERPRETATIONS

2.1 Standards and interpretations effective and adopted in the current year

In the current year the Group and Company have adopted the following standards and interpretations that are effective for the current financial year and that are relevant to its operations. These pronouncements did not have a material impact on the consolidated and separate statement of profit or loss and other comprehensive income, statement of financial position, or statement of cash flows:

Standard	Details of amendment	Annual periods beginning on or after
IAS 1 Presentation of Financial Statements and IFRS Practice Statement 1 (Amendment – Disclosure of Accounting Policies)	In February 2021 the IASB issued amendments to IAS 1, which change the disclosure requirements with respect to accounting policies from "significant accounting policies" to "material accounting policy information". The amendments provide guidance on when accounting policy information is likely to be considered material. The amendments to IAS 1 are effective for annual reporting periods beginning on or after 1 January 2023, with earlier application permitted. As IFRS Practice Statements are non-mandatory guidance, no mandatory effective date has been specified for the amendments to IFRS Practice Statement 2.	1 January 2023
IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors (Amendment – Definition of Accounting Estimates)	In February 2021 the IASB issued amendments to IAS 8, which added the definition of accounting estimates in IAS 8. The amendments also clarified that the effects of a change in an input or measurement technique are changes in accounting estimates, unless resulting from correction of prior-period errors.	1 January 2023
IAS 12 Income Taxes (Amendment – Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction)	In May 2021 the IASB issued amendments to IAS 12, which clarify whether the initial recognition exemption applies to certain transactions that result in both an asset and a liability being recognised simultaneously (e.g. a lease in the scope of IFRS 16). The amendments introduce an additional criterion for the initial recognition exemption under IAS 12.15, whereby the exemption does not apply to the initial recognition of an asset or liability which, at the time of the transaction, gives rise to equal taxable and deductible temporary differences.	1 January 2023

2.2 Standards and interpretations not yet effective

New accounting pronouncements to be adopted on 1 April 2024

Amendments issued by the IASB, effective for periods commencing on or after 1 January 2024. These pronouncements are not expected to have a material impact on the consolidated and separate statement of profit or loss and other comprehensive income, statement of financial position, or statement of cash flows.

Standard	Details of amendment	Annual periods beginning on or after
IAS 1 Presentation of Financial Statements (Amendment – Classification of Liabilities as Current or Non-current)	The IASB issued amendments to IAS 1 – Classification of Liabilities as Current or Non-current in January 2020, which have been further amended partially by amendments to Non-current Liabilities with Covenants issued in October 2022. The amendments require that an entity's right to defer settlement of a liability for at least 12 months after the reporting period must have substance and must exist at the end of the reporting period. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement for at least 12 months after the reporting period.	1 January 2024
IFRS 16 Leases (Amendment – Lease Liability in a Sale and Leaseback)	The IFRS Interpretations Committee issued an agenda decision in June 2020 – Sale and Leaseback with Variable Payments. This matter was referred to the IASB for standard setting for some aspects. The IASB issued the final amendments in September 2022. The Amendments provide a requirement for the seller-lessee to determine "lease payments" or "revised lease payments" in a way that the seller-lessee would not recognise any amount of the gain or loss that relates to the right of use retained by the seller-lessee.	1 January 2024
IAS 1 Presentation of Financial Statements (Amendment – Non-current Liabilities with Covenants)	Subsequent to the release of amendments to IAS 1 – Classification of Liabilities as Current or Non-current, the IASB amended IAS 1 further in October 2022. If an entity's right to defer is subject to the entity complying with specified conditions, such conditions affect whether that right exists at the end of the reporting period, if the entity is required to comply with the condition on or before the end of the reporting period and not if the entity is required to comply with the conditions after the reporting period. The amendments also provide clarification on the meaning of "settlement" for the purpose of classifying a liability as current or non-current.	1 January 2024
IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosure (Amendment – Supplier Finance Arrangements)	On 25 May 2023 the IASB issued Supplier Finance Arrangements, which amended IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures (the Amendments). These Amendments arose as a result of a submission received by the IFRS Interpretations Committee (the Committee) about the presentation requirements for liabilities and associated cash flows arising out of supply chain financing arrangements and related disclosures. In December 2020 the Committee published an Agenda Decision Supply Chain Financing Arrangements – Reverse Factoring that addressed this submission based on the requirements in IFRS Accounting Standards existing at that time. During this process the feedback from stakeholders indicated limitations of the then existing requirements to address important information needs of users to understand the effects of supplier finance arrangements on an entity's financial statements and to compare one entity with another. In response to this feedback, the IASB undertook a narrow-scope standard setting, leading to the Amendments. The Amendments require entities to provide certain specific disclosures (qualitative and quantitative) related to supplier finance arrangements. The Amendments also provide guidance on characteristics of supplier finance arrangements.	1 January 2024

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New accounting pronouncements to be adopted on or after 1 April 2024

Amendments issued by the IASB, effective for periods commencing on or after 1 January 2025. The effects of these amendments on the consolidated and separate statement of profit or loss and other comprehensive income, statement of financial position, or statement of cash flows have not yet been assessed.

Standard	Details of amendment	Annual periods beginning on or after
IAS 21 The Effects of Changes in Foreign Exchange Rates (Amendment – Lack of Exchangeability)	On 15 August 2023 the IASB issued Lack of Exchangeability which amended IAS 21 The Effects of Changes in Foreign Exchange Rates (the Amendments). The Amendments arose as a result of a submission received by the IFRS Interpretations Committee (the Committee) about the determination of the exchange rate when there is a long-term lack of exchangeability. IAS 21, prior to the Amendments, did not include explicit requirements for the determination of the exchange rate when a currency is not exchangeable into another currency, which led to diversity in practice. The Committee recommended that the IASB develop narrow-scope amendments to IAS 21 to address this issue. After further deliberations, the IASB issued an exposure draft of the proposed amendments to IAS 21 in April 2021 and the final amendments were issued in August 2023. The Amendments introduce requirements to assess when a currency is exchangeable into another currency and when it is not. The Amendments require an entity to estimate the spot exchange rate when it concludes that a currency is not exchangeable into another currency.	1 January 2025
IFRS 18 Presentation and Disclosure in Financial Statements	IFRS 18 is the culmination of the IASB's Primary Financial Statements project. IFRS 18 introduces three sets of new requirements to improve companies' reporting of financial performance and give investors a better basis for analysing and comparing companies: • Improved comparability in the statement of profit or loss (income statement) through the introduction of three defined categories for income and expenses – operating, investing and financing – to improve the structure of the income statement, and a requirement for all companies to provide new defined subtotals, including operating profit. • Enhanced transparency of management define performance measures with a requirement for companies to disclose explanations of those Company-specific measures that are related to the income statement. • More useful grouping of information in the financial statements through enhanced guidance on how to organise information and whether to provide it in the primary financial statements or in the notes, as well as a requirement for companies to provide more transparency about operating expenses. This Standard replaces IAS 1 Presentation of Financial Statements. It carries forward many requirements from IAS 1 unchanged.	1 January 2027

3. PLANT AND EQUIPMENT

	GROUP					
	2024			2023		
Rand	Cost	Accumulated depreciation	Carrying value	Cost	Accumulated depreciation	Carrying value
Computer equipment	**11 284 733**	**(8 755 115)**	**2 529 618**	10 867 233	(7 633 093)	3 234 140
Furniture and fixtures	**4 454 946**	**(3 959 494)**	**495 452**	4 716 950	(3 860 268)	856 682
Office equipment	**129 248**	**(92 417)**	**36 831**	117 335	(84 027)	33 308
Total	**15 868 927**	**(12 807 026)**	**3 061 901**	15 701 518	(11 577 388)	4 124 130

Reconciliation of plant and equipment

	GROUP						
Rand	Opening balance	Additions	Disposals	Foreign exchange movements	Depreciation: discontinued operation	Depreciation	Total
2024							
Computer equipment	**3 234 140**	**1 103 897**	**(75 544)**	**23 154**	**–**	**(1 756 029)**	**2 529 618**
Furniture and fixtures	**856 682**	**43 770**	**–**	**–**	**–**	**(405 000)**	**495 452**
Office equipment	**33 308**	**18 265**	**(1)**	**–**	**–**	**(14 741)**	**36 831**
	4 124 130	**1 165 932**	**(75 545)**	**23 154**	**–**	**(2 175 770)**	**3 061 901**
2023							
Computer equipment	1 748 259	2 873 833	(6)	15 252	(16 143)	(1 387 055)	3 234 140
Furniture and fixtures	1 271 483	24 367	–	–	–	(439 168)	856 682
Office equipment	14 997	33 759	(1)	–	–	(15 447)	33 308
	3 034 739	2 931 959	(7)	15 252	(16 143)	(1 841 670)	4 124 130

A register containing the information required by Regulation 25(3) of the Companies Regulations, 2011 is available for inspection at the registered office of the Company.

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS [CONTINUED]

for the year ended 31 March 2024

4. LEASES

Nature of leasing activities

The Group leases a number of office properties in the various jurisdictions from which it operates. The average lease term for all contracts within the Group is 2.2 years (2023: 2.6 years); no judgement was used in determining the lease terms. Certain lease contracts include an option to renew on expiry; these renewal periods are only included in the lease term if management is reasonably certain that they will be renewed.

The lease contracts provide for rental payments to increase annually by fixed percentages. There are no variable lease payments, as such no sensitivity analysis has been disclosed.

During the current year, there was a modification to the original terms of a property lease. The lease term was increased, prior to the completion of the lease, and the monthly payment amounts decreased without a change in size of the underlying property.

	GROUP	
Rand	2024	2023
Right-of-use assets		
The carrying amount of right-of-use assets are as follows:		
Cost	**23 869 829**	24 260 973
Accumulated depreciation	**(18 480 908)**	(13 757 777)
Carrying amount	**5 388 921**	10 503 196
Additions	**4 410 129**	–
Depreciation	**(4 006 188)**	(4 423 060)
Depreciation – discontinued operation	**(131 910)**	(745 045)
Modification to lease terms	**6 595 087**	–
Foreign exchange movements	**4 635**	53 830
Closing balance	**12 260 674**	5 388 921

	GROUP	
Rand	2024	2023
Lease liabilities		
At 1 April	**7 021 510**	12 745 473
Additions	**4 410 129**	–
Principal payments of lease liabilities	**(4 235 657)**	(5 782 056)
Interest expense	**1 199 089**	878 756
Interest expense – discontinued operation	**849**	28 755
Total cash outflow for leases (principal and interest)	**(5 435 595)**	(6 689 567)
Modification to lease terms	**6 595 087**	–
Foreign exchange movements	**5 233**	58 093
Closing balance	**13 796 302**	7 021 510

	GROUP	
Rand	2024	2023
Split between non-current and current portions		
Non-current liabilities	**10 127 060**	1 851 429
Current liabilities	**3 669 242**	5 170 081
	13 796 302	7 021 510

4. LEASES (CONTINUED)

Rand	GROUP 2024	GROUP 2023
Maturity analysis of lease liability		
The maturity profile of contractual cash flows are presented in the following table. The cash flows presented below are undiscounted contractual amounts and therefore include both capital and interest payments.		
Future cash outflows		
– less than three months	**1 245 606**	1 626 514
– between three and 12 months	**3 787 319**	3 916 109
– between one and two years	**4 956 768**	1 157 365
– more than two years	**6 799 252**	811 658
	16 788 945	7 511 646
Other disclosures		
Expenses of short-term leases included in operating expenses	**372 731**	546 894

5. GOODWILL

	GROUP					
	2024			2023		
Rand	Cost	Accumulated impairment	Carrying value	Cost	Accumulated impairment	Carrying value
Goodwill	**285 574 135**	**(149 906 000)**	**135 668 135**	285 574 135	(149 906 000)	135 668 135

The goodwill on the statement of financial position arose from the reverse acquisition of PBT Group Limited by the Prescient Holdings Group of companies (Prescient Holdings) effective 1 September 2012. According to IFRS 3 Business Combinations, PBT Group Limited was treated as the accounting acquiree and goodwill on the PBT Group of companies arose as a result. For the 2012 goodwill calculation and allocation, the PBT Group of companies at that date was seen as a separate cash-generating unit (CGU). The CGU still remains the same on which goodwill impairment testing is performed and consists of the South African entities within the Group.

No reconciliation of goodwill has been presented as there has been no movement during the periods presented.

Impairment testing

The Group performs an annual impairment test on goodwill. The recoverable amount of PBT Group to which goodwill is allocated has been determined based on the value-in-use (VIU) calculation. The VIU is calculated by discounting the projected cash flows of the South African entities (discounted cash flow (DCF) approach) for a five-year period as approved by management. The 2024 financial year goodwill figure has not been impaired as the recoverable amount was considerably higher than the goodwill figure. The key assumptions would have to change considerably in order for the carrying amount of goodwill to exceed the recoverable amount.

The CGU's cash flow forecasts were based on the sales pipeline, demand/supply dynamics of the Group's services and the general economic environment as a whole.

The following key assumptions were used for the VIU calculations:

Discount rates

The discount rate, being the weighted average cost of capital (WACC) of 16.72% (2023: 16.15%) is calculated using a capital asset pricing model (CAPM) approach and included a small share premium of 5.20% (2023: 5.20%). The pre-tax discount rate used in the VIU figures is 21.57% (2023: 20.72%).

Terminal growth rates

A terminal growth rate of 5% (2023: 5%) has been used which is in line with inflation and real GDP growth.

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS [CONTINUED]

for the year ended 31 March 2024

6. INTANGIBLE ASSETS

	GROUP					
	2024			2023		
Rand	Cost	Accumulated amortisation	Carrying value	Cost	Accumulated amortisation	Carrying value
Computer software	**1 743 652**	**(1 603 106)**	**140 546**	1 737 147	(1 578 359)	158 788
Internally developed software	**34 306 636**	**(31 350 986)**	**2 955 650**	31 360 398	(31 327 135)	33 263
Total	**36 050 288**	**(32 954 092)**	**3 096 196**	33 097 545	(32 905 494)	192 051

Reconciliation of intangible assets

	GROUP				
Rand	Opening balance	Additions	Foreign exchange movements	Amortisation	Total
2024					
Computer software	**158 788**	**–**	**4 219**	**(22 461)**	**140 546**
Internally developed software	**33 263**	**2 948 964**	**(2 726)**	**(23 851)**	**2 955 650**
	192 051	**2 948 964**	**1 493**	**(46 312)**	**3 096 196**
2023					
Computer software	123 889	37 330	9 967	(12 398)	158 788
Internally developed software	71 954	–	–	(38 691)	33 263
	195 843	37 330	9 967	(51 089)	192 051

Other information

Computer software has a two-year useful life and has an average remaining life of one year left.

Internally developed software is software that was developed by PBT Group in order to use in projects and is registered in terms of The Trade Marks Act, Act 194 of 1993. Expenditure on internally developed software is capitalised each year and each capitalisation has a life span of five years. The average remaining useful life of each year's capitalisation will differ depending on what year it was capitalised.

Amortisation on intangible assets is included in the line item "other operating expenses" on the statement of profit or loss and other comprehensive income.

7. INVESTMENTS IN SUBSIDIARIES

The following table lists the entities which are controlled by the Group, either directly or indirectly, through subsidiaries.

	% holding	
	2024	2023
GROUP COMPANIES		
South Africa		
PBT Academy Proprietary Limited	**100**	100
CyberPro Consulting Proprietary Limited	**58**	58
PBT Group (South Africa) Proprietary Limited	**100**	100
PBT Innovation Proprietary Limited	**100**	100
PBT Insurance Technologies Proprietary Limited	**100**	100
PBT Consulting Proprietary Limited	**100**	100
PBT Technology Services Proprietary Limited	**100**	100
Technique Business Intelligence Software Proprietary Limited	**100**	100
Australia		
All Claims Proprietary Limited	**100**	70
PBT Group (Australia) Proprietary Limited	**–**	100
The Netherlands		
Halliard International Besloten Vennootschap	**70**	100
PBT Group Europe Besloten Vennootschap	**100**	100
PBT Group International Besloten Vennootschap	**100**	100
United Kingdom		
PBT Group (UK) Limited	**100**	100
Special purpose entities*		
PBT Foundation Trust	**–**	–
PBT Foundation Proprietary Limited	**–**	–

** During the 2022 financial year 100% of the investment in PBT Foundation Proprietary Limited was sold to the PBT Foundation Trust (the Trust). The trustees of the Trust are Directors and employees of PBT Group and accordingly it was concluded that the Group controls the Trust and therefore also PBT Foundation Proprietary Limited. Both entities are incorporated in South Africa.*

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS [CONTINUED]

for the year ended 31 March 2024

7. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Changes during the year

Sale of PBT Group (Australia) Proprietary Limited

On 30 September 2023 PBT Group International Besloten Vennootschap (PBT Group International) sold 100% of its investment in PBT Group (Australia) Proprietary Limited for a total consideration of AUD1.00. Refer to note 35 Discontinued operations for further details.

Change in ownership interest in subsidiaries

During the current year PBT Group International sold 30% of its investment in Halliard International Besloten Vennootschap (Halliard) to an external party and Halliard purchased an additional 30% investment in All Claims Proprietary Limited (All Claims) from that same external party. Halliard now owns 100% of All Claims and PBT Group International owns 70% of Halliard. The price at which both transactions took place was R123 239 (AUD10 028.46).

The schedule below shows the effect on the equity attributable to owners of the parent for the:

- current-year change in ownership interest in a subsidiary, that did not result in a loss of control; and
- current-year change in ownership interest in a subsidiary where control was already established.

	GROUP		
Rand	Retained earnings	Non-controlling interest	Total
2024			
Change in ownership			
Purchase of additional shares in subsidiary – All Claims Proprietary Limited	**(195 486)**	**72 146**	**(123 340)**
Sale of part of subsidiary – control not lost – Halliard International Besloten Vennootschap	**242 443**	**15 272**	**257 715**

	COMPANY		COMPANY	
	% holding		Carrying amount	
Rand	2024	2023	2024	2023
PBT Group International Besloten Vennootschap	**100%**	100%	**136 567 779**	136 567 779

Subsidiaries within the Group with material non-controlling interests

In terms of IFRS 12 Disclosure of Interests in Other Entities, paragraph 12 the following information is disclosed for a material subsidiary with non-controlling interests (NCIs) material to the Group:

CyberPro Consulting Proprietary Limited (CyberPro) is a material subsidiary with NCI material to the Group. CyberPro's principal place of business is in Gauteng and the Western Cape. PBT Group (South Africa) Proprietary Limited holds 58% (2023: 58%) of CyberPro; the former is 100% held by PBT Group International.

7. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Summarised financial information of subsidiary with a material non-controlling interest

The following information is provided for subsidiaries with NCIs which are material to the reporting company. The summarised financial information is provided prior to intercompany eliminations.

	CyberPro Consulting Proprietary Limited	
Rand	2024	2023
STATEMENT OF FINANCIAL POSITION		
Non-current assets	**6 980 194**	5 967 418
Current assets	**99 445 871**	89 836 858
Total assets	**106 426 065**	95 804 276
Non-current liabilities	**1 405 478**	–
Current liabilities	**42 334 504**	40 320 612
Total liabilities	**43 739 982**	40 320 612
Total net assets	**62 686 083**	55 483 664
Carrying amount of non-controlling interest	**26 052 117**	23 303 139
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME		
Revenue	**646 068 608**	581 546 372
Earnings before interest, taxation, depreciation and amortisation	**106 087 532**	97 911 676
Operating profit	**105 326 318**	97 136 959
Profit before tax	**106 799 914**	97 583 295
Tax expense	**(28 790 748)**	(26 153 806)
Profit for the year	**78 009 166**	71 429 489
Total comprehensive income	**78 009 166**	71 429 489
Profit allocated to non-controlling interest	**32 763 850**	30 000 385
SUMMARISED STATEMENT OF CASH FLOWS		
Cash generated from operations	**101 981 229**	75 495 438
Cash flows from operating activities	**73 900 415**	48 490 811
Cash flows from investing activities	**(601 787)**	(1 132 771)
Cash flows from financing activities	**(71 862 900)**	(63 920 374)
Net increase/(decrease) in cash and cash equivalents	**1 435 728**	(16 562 334)
Dividend paid to non-controlling interest*	**29 820 000**	27 300 000

* *A portion of the dividend declared by CyberPro in 2023 to its shareholder, Ayson, has been retained by CyberPro and converted to borrowings. This was a non-cash movement of R1.87 million. The dividend paid in cash to the NCI was R29.8 million (2023: R25.5 million).*

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS [CONTINUED]

for the year ended 31 March 2024

8. LOANS TO GROUP COMPANIES

Rand	COMPANY 2024	COMPANY 2023
SUBSIDIARIES		
PBT Group International Besloten Vennootschap	**1 324 797**	2 293 645
The above loan is unsecured, bears interest at 2% compounded annually and has no fixed terms of repayment. No capital repayments are required in the next 12 months.		
Split between non-current and current portions		
Non-current assets	**1 324 797**	2 293 645
Exposure to credit risk		
Loans receivable inherently expose the Group to credit risk, being the risk that the Group will incur financial loss if counterparties fail to make payments as they fall due.		
Reconciliation of loss allowances		
Opening balance	**–**	(877 838)
Decrease in provision for expected credit loss allowance	**–**	877 838
Closing balance	**–**	**–**

The Company uses the general approach as per IFRS 9 probability of default, the loss given default and exposure at default to calculate the expected credit loss per loan. The loan has not defaulted in the past. Assessments are done on the companies to determine if the companies will be in a position to repay the loan based on the cash flow abilities. The loan as stated above is considered by management to be in stage 1, in terms of IFRS 9, as there has been no significant increase in credit risk since initial recognition. At each year-end, the calculated expected credit loss allowance was deemed immaterial and therefore no allowance was recognised. The expected credit loss allowance, as recognised at the beginning of the prior year, was therefore reversed in full.

9. LOANS RECEIVABLE

Loans receivable are presented at amortised cost, which is net of loss allowance, as follows:

	GROUP	
Rand	2024	2023
PBT Insurance Technologies Employees	**2 475 297**	3 312 386
Less: loss allowance	**(29 781)**	(35 594)
The secured loans bear interest at prime and is fully repayable by 31 March 2026. No capital repayments are required in the next 12 months.		
Enterprise and supplier development loans	**7 029 000**	6 959 000
Less: loss allowance	**(309 400)**	(313 550)
The unsecured loans bear no interest. Current loans to the value of R2.2 million (net of loss allowance) are repayable within one year. The non-current loans of R4.5 million (net of loss allowance) have various repayment dates ranging from April 2025 to February 2028 with no capital repayments required in the next 12 months.		
Loans to directors and B-BBEE partner	**3 203 479**	2 135 966
Less: loss allowance	**–**	(64 079)
These secured loans bear interest at prime. A loan to the value of R1.9 million is fully repayable by 31 July 2029 and loans to the value of R1.3 million are fully repayable by 31 March 2029. No capital repayments are required in the next 12 months.		
PBT Group (Australia) Proprietary Limited	**2 419 167**	–
Less: loss allowances	**(1 209 581)**	–
The unsecured loan bears interest at 2% compounded annually. The loan is fully repayable in four six-monthly instalments starting on 1 April 2025. No capital repayments are required in the next 12 months.		
	13 578 181	11 994 129
Split between non-current and current portions		
Non-current assets	**11 372 831**	9 449 279
Current assets	**2 205 350**	2 544 850
	13 578 181	11 994 129
Exposure to credit risk		
Loans receivable inherently exposes the Group to credit risk, being the risk that the Group will incur financial loss if counterparties fail to make payments as they fall due.		
Reconciliation of loss allowances		
The following table shows the movement in the loss allowances for loans receivable.		
Opening balance	**(413 223)**	(407 344)
Increase in provision for expected credit loss allowance due to loans advanced	**(1 224 581)**	(93 479)
Decrease in provision for expected credit loss allowance due to reduced risk of recoverability	**89 042**	87 600
Closing balance	**(1 548 762)**	(413 223)

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS [CONTINUED]

for the year ended 31 March 2024

9. LOANS RECEIVABLE (CONTINUED)

The Company uses the general approach as per IFRS 9 probability of default, the loss given default and exposure at default to calculate the expected credit loss per loan. None of the loans have defaulted in the past. The movement during the year related to the reassessment of the ECL allowance as at year-end, repayment of loans and loans advanced during the year.

Assessments are done on the companies to determine if the companies will be in a position to repay the loan based on the cash flow abilities. Except for PBT Group (Australia) Proprietary Limited (PBT Australia), the loans as stated above are considered by management to be in stage 1 in terms of IFRS 9 as there are no significant increases in credit risks since initial recognition.

The loan to PBT Australia has not yet defaulted and is not considered to be credit impaired at its initial recognition. As PBT Australia is currently streamlining its business, with the necessary plans in place to increase cash flows, we consider this loan to be in stage 2 as it has a greater risk of non-repayment than the other loans stipulated above. This loan's expected credit loss is set at 50% using the general approach method and will be closely reassessed.

Each of the type of loans is assessed differently based on their risk profile:

- The probability of default for loans to PBT Insurance Technologies Employees have not changed as the risk has not changed and is minimal.
- The Enterprise and Supplier Development loans each has different risk profiles and depends on who the loans are made to. The risk of loss for these loans is roughly the same with no changes in their risk profiles.
- The probability of default for the loan to directors and B-BBEE partners are minimal, as the loans are secured.
- The loan to PBT Australia is a newly granted loan as discussed above and management is in constant communication with PBT Australia to determine recoverability.

To date the Group has experienced no defaults on any of the loans.

10. DEFERRED TAX

Rand	GROUP 2024	GROUP 2023
Deferred tax liability	**(2 582)**	(40 024)
Deferred tax asset	**4 634 805**	6 709 951
Total net deferred tax asset	**4 632 223**	6 669 927
The below table presents the deferred tax assets and liabilities recognised for temporary differences per underlying item.		
Accrued expenses	**8 140 311**	10 582 846
Allowance for expected credit losses	**120 525**	531 939
Capital allowances	**(2 582)**	(5 934)
Contract asset	**(4 202 650)**	(6 243 598)
Income received in advance	**162 000**	479 210
Lease liabilities	**3 725 001**	1 900 040
Prepaid expenses	**–**	(61 311)
Provisions	**–**	148 500
Right-of-use assets	**(3 310 382)**	(1 458 827)
Tax losses available for set-off against future taxable income	**–**	797 062
Total deferred tax	**4 632 223**	6 669 927
Reconciliation of deferred tax asset/(liability)		
At the beginning of the year	**6 669 927**	4 725 485
Accrued expenses	**(425 379)**	1 647 757
Allowances for expected credit losses	**(54 527)**	243 823
Capital allowances	**3 816**	1 065
Contract asset	**2 040 948**	(1 181 207)
Discontinued operation – sale of PBT Australia	**(3 382 560)**	–
Exchange rate movements	**(762 107)**	–
Income received in advance	**(317 210)**	479 210
Lease liabilities	**1 823 392**	(1 567 693)
Prepaid expenses	**(46 348)**	(20 835)
Provisions	**(148 500)**	148 500
Right-of-use assets	**(1 850 139)**	1 401 590
Tax losses available for set-off against future taxable income	**1 080 910**	792 232
	4 632 223	6 669 927

No deferred tax items were charged directly to other comprehensive income nor equity during the current and prior financial years.

Unrecognised deferred tax assets
Total unrecognised deferred tax assets for the Group amounted to R11.9 million (2023: R14.9 million). The majority of the deferred tax assets not raised relates to PBT Consulting Proprietary Limited, which has an estimated tax loss carried forward of R44.2 million (2023: R49.2 million). Deferred tax assets are only recognised when it is probable that taxable profit will be available against which the difference can be utilised.

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS [CONTINUED]

for the year ended 31 March 2024

11. TRADE AND OTHER RECEIVABLES

	GROUP	
Rand	2024	2023
Financial instruments		
Trade receivables at amortised cost	**131 604 544**	132 521 628
Trade receivables	**131 727 729**	133 747 013
Loss allowance	**(123 185)**	(1 225 385)
Contract asset	**15 681 415**	23 116 089
Contract asset: gross	**15 696 235**	23 124 437
Loss allowance	**(14 820)**	(8 348)
Accrued interest	**433 579**	145 496
Recoverable costs	**1 146 824**	–
Deposits	**723 716**	711 571
Non-financial instruments		
VAT	**182 103**	105 449
Prepayments	**30 410**	212 688
Total trade and other receivables	**149 802 591**	156 812 921
Financial instrument and non-financial instrument components of trade and other receivables		
At amortised cost	**149 590 078**	156 494 784
Non-financial instruments	**212 513**	318 137
	149 802 591	156 812 921
Reconciliation of contract asset		
Opening balance	**23 124 437**	18 749 594
Reversal of revenue invoiced during the year	**(23 124 437)**	(18 749 594)
Revenue recognised but not invoiced	**15 696 235**	23 124 437
Closing balance	**15 696 235**	23 124 437

Exposure to credit risk

Trade receivables inherently expose the Group to credit risk, being the risk that the Group will incur financial loss if customers fail to make payments as they fall due. Refer to note 12 for security over the debtors' book of PBT Technology Services Proprietary Limited. Refer to note 38 Financial instruments and risk management.

11. TRADE AND OTHER RECEIVABLES (CONTINUED)

Provision matrix

The following table details the risk profile of trade receivables:

Rand	GROUP Loss rate %	Gross trade receivables	Expected credit loss	Net trade receivables
2024				
Not past due	**–**	**93 381 141**	**(954)**	**93 380 187**
Past due by one to 30 days	**0.29**	**30 830 591**	**(90 078)**	**30 740 513**
Past due by 31 to 60 days	**0.26**	**6 398 547**	**(16 490)**	**6 382 057**
Past due by 61 to 90 days	**1.50**	**854 463**	**(12 845)**	**841 618**
Past due by 91 to 120+ days	**1.00**	**262 987**	**(2 818)**	**260 169**
	–	**131 727 729**	**(123 185)**	**131 604 544**
2023				
Not past due	–	97 645 258	(1 895)	97 643 363
Past due by one to 30 days	0.06	30 237 069	(16 839)	30 220 230
Past due by 31 to 60 days	0.15	2 829 781	(4 153)	2 825 628
Past due by 61 to 90 days	0.36	538 782	(1 963)	536 819
Past due by 91 to 120+ days	48.10	2 496 123	(1 200 535)	1 295 588
	–	133 747 013	(1 225 385)	132 521 628

The average ECL rate for the Group is 0.09% (2023: 0.92%), being the total ECL for the period over the gross trade receivables. The significant decrease in the current year in the period 91 to 120+ days is due to the disposal of PBT Group (Australia) Proprietary Limited which had one specific client with a high ECL rate and not part of the trade receivables for the 2024 year-end balance.

The majority of the trade receivabe balances refer to South African clients with 30-day payment terms. Trade receivables in the United Kingdom and Europe region has 60-day payment terms.

Reconciliation of loss allowances

The following table shows the movement in the loss allowance:

Rand	GROUP Trade receivables* 2024	2023	GROUP Contract asset** 2024	2023
Opening balance	**(1 225 385)**	(641 718)	**(8 348)**	(14 984)
Decrease in provision for expected credit loss allowance due to decreased risk of recoverability	**1 218 027**	153 247	**–**	6 636
Increase in provision for expected credit loss allowance due to increased risk of recoverability	**(115 827)**	(736 914)	**(6 472)**	–
Closing balance	**(123 185)**	(1 225 385)	**(14 820)**	(8 348)

* *Trade receivables:*
No bad debts were written off during the current year and as such none of the ECL allowance provided for in the prior year was utilised against any bad debts. The movement during the year related to the reassessment of the ECL allowance as at year-end. The large decrease in the ECL for the current year is due to the disposal of PBT Australia.

** *Contract asset:*
The movement during the year related solely to the reassessment of the ECL allowance as at year-end.

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS [CONTINUED]

for the year ended 31 March 2024

11. TRADE AND OTHER RECEIVABLES (CONTINUED)

Management has assessed all possible impacts on its business model for financial assets, as per paragraph 4.1.1(a) of IFRS 9 Financial Instruments. A "hold to collect" business model has been applied by the Group.

In applying IFRS 9 Financial Instruments to trade receivables and contract assets, the Group made use of the simplified approach in calculating expected credit losses (ECLs). Trade receivables and contract assets have similar risk characteristics and therefore the approach was the same for both types of assets. In calculating the ECLs the Group makes use of a provision matrix, a practical expedient in IFRS 9. The expected loss rate that was applied in both the current and prior financial years are based on the Group's historical credit losses experienced and takes into consideration all possible impacts that might have an effect on the recoverability of outstanding trade receivables as at year-end. ECL calculations are done per company as each company has a different historical credit loss experience and therefore the ECL rate applied will be different.

Management considers historical information, individual trade receivable information and macroeconomic conditions in addition to the provision matrix outcome to assess if the ECL allowance applied is sufficiently representative. The Group's historic defaults have been very minimal and generally have a good customer base which results in a very low ECL rate.

Fair value of trade and other receivables
The fair value of trade and other receivables approximates their carrying amounts.

12. CASH AND CASH EQUIVALENTS

Rand	GROUP 2024	GROUP 2023	COMPANY 2024	COMPANY 2023
Cash and cash equivalents consist of:				
Cash on hand	**1 591**	6 667	**–**	**–**
Bank balances	**21 240 042**	189 085 441	**3 655**	11 521
Short-term deposits	**27 337 384**	30 678 281	**21 434**	19 624
Bank guarantees*	**600 932**	1 131 772	**–**	**–**
Bank overdraft	**(49 242)**	(197 392)	**–**	**–**
	49 130 707	220 704 769	**25 089**	31 145
Current assets	**49 179 949**	220 902 161	**25 089**	31 145
Current liabilities	**(49 242)**	(197 392)	**–**	**–**
	49 130 707	220 704 769	**25 089**	31 145

Credit quality of cash at bank and short-term deposits, excluding cash on hand

A bank credit rating is an opinion of a particular credit agency regarding the ability of a bank to fulfil its financial obligations. It is an estimate of how likely a bank is to default.

The below table indicates the short-term credit ratings that Moody's Investors Services (unless otherwise indicated) has assigned to the various financial institutions that are utilised within the Group.

Credit rating				
Aa1	**3 299 336**	174 492 630	**–**	**–**
Aa3	**114 819**	2 184 849	**–**	**–**
A3	**1 727 587**	3 843 687	**–**	**–**
$AA_{(ZA)(f)}$ (GCR credit rating)	**27 000 000**	26 000 000	**–**	**–**
Ba2	**17 036 616**	7 173 511	**–**	**–**
Ba3	**–**	7 200 817	**–**	**–**
Not rated				
Cash on hand	**1 591**	6 667	**–**	**–**
	49 179 949	220 902 161	**–**	**–**

Cash and cash equivalents pledged as security

Restrictions on cash in the Group

* As at 31 March 2024 a total of R0.6 million (2023: R1.1 million) was held under bank guarantee by various financial institutions in respect of office lease deposits.

As at 31 March 2024 the following Group companies have secured overdraft facilities:

- CyberPro Consulting Proprietary Limited has an overdraft facility of R30.9 million (2023: R30.9 million). This overdraft facility is secured by unrestricted cession of the debtors' book of CyberPro Consulting Proprietary Limited, being R77 million.
- PBT Technology Services Proprietary Limited has an overdraft facility which is based on the lesser of 1.4x debtors cover ratio and the facility limit of R40 million (2023: R40 million). This overdraft facility is secured by unrestricted cession of the debtors' book of PBT Technology Services Proprietary Limited, being R42.7 million. Refer to note 38 Financial instruments and risk management for the loan covenants applicable to this facility.

As at 31 March 2024 the following Group companies have unsecured overdraft facilities:

- PBT Technology Services Proprietary Limited – R0.5 million (2023: R0.5 million).

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS [CONTINUED]

for the year ended 31 March 2024

13. SHARE CAPITAL

Number of shares	Notes	GROUP 2024	GROUP 2023
Authorised			
200 000 000 ordinary shares of no par value		–	–
Reconciliation of number of shares in issue			
Shares in issue at the beginning of the year		**104 590 000**	105 915 317
Repurchase of shares		**(378 692)**	(1 325 317)
Shares in issue at the end of the year		**104 211 308**	104 590 000
Less: Treasury shares			
Shares held by B-BBEE and staff companies treated as treasury shares	14	**(2 819 920)**	(1 712 000)
Yonex Investments (RF) Proprietary Limited			
Opening balance		–	(14 600 000)
Reduction of treasury shares due to redemption of preference share investment		–	14 600 000
PBT Foundation Proprietary Limited			
Opening balance		**(672 000)**	(672 000)
Pulsent OH GP Proprietary Limited*			
Opening balance		–	(6 900 000)
Reduction of treasury shares due to repayment of loan amount		–	6 900 000
Kappa Investments Proprietary Limited			
Opening balance		**(1 040 000)**	–
Shares purchased and treated as treasury shares		–	(1 040 000)
PBT Group Limited through Spalding Investments 10 (RF) Proprietary Limited			
Shares purchased and treated as treasury shares		**(448 000)**	–
PBT Group Limited through Yonex Investments (RF) Proprietary Limited			
Shares purchased and treated as treasury shares		**(659 920)**	–
Number of shares as at date of the report		**101 391 388**	102 878 000

* *Pulsent OH GP Proprietary Limited in its capacity as the general partner of the PBT Direct GP Partnership* en commandite, *the latter in its capacity as general partner of the PBT Direct Partnership* en commandite.

95 788 692 unissued ordinary shares are under the control of the Directors in terms of a resolution of members passed at the last Annual General Meeting. This authority remains in force until the next Annual General Meeting.

Rand	Notes	GROUP 2024	GROUP 2023	COMPANY 2024	COMPANY 2023
Issued					
Ordinary shares of no par value		**516 290 010**	518 868 085	**2 415 652 079**	2 418 230 154
Issued share capital reconciliation					
Opening balance		**518 868 085**	516 459 160	**2 418 230 154**	2 428 241 229
Reclassification from share-based payment reserve		–	12 420 000	–	–
Repurchase of shares		**(2 578 075)**	(10 011 075)	**(2 578 075)**	(10 011 075)
Issued as at date of the report		**516 290 010**	518 868 085	**2 415 652 079**	2 418 230 154

Repurchase of shares – general authority

During the period 378 692 shares were repurchased in accordance with the general authority to repurchase shares granted at the Annual General Meetings held on 19 August 2022 and 4 August 2023 of which 376 741 were subsequently cancelled and delisted. On 5 June 2024 the remaining 1 951 shares were delisted. The average purchase price was R6.81 per share.

14. TREASURY SHARES

Treasury shares represent PBT Group Limited ordinary shares held by various B-BBEE and staff vehicles, as well as newly acquired shares indirectly held by PBT Group Limited through same staff vehicles.

	GROUP		COMPANY	
Rand	2024	2023	2024	2023
Opening balance	**11 624 982**	87 154 982	–	–
Treasury shares purchased	–	8 800 000	–	–
Kappa Investments Proprietary Limited	–	8 800 000	–	–
Spalding Investments 10 (RF) Proprietary Limited*	–	–	–	–
Yonex Investments (RF) Proprietary Limited*	–	–	–	–
Reduction of treasury shares	–	(84 330 000)	–	–
Repayment of loan: Pulsent OH GP Proprietary Limited				
Cash movement – external sources	–	(11 820 973)	–	–
Cash movement – from dividends received which reduced Group distributions	–	(6 809 027)	–	–
Redemption of preference shares: Yonex Investments Proprietary Limited				
Cash movement – external sources	–	(53 300 430)	–	–
Cash movement – from dividends received which reduced Group distributions	–	(12 399 570)	–	–
Closing balance	**11 624 982**	11 624 982	–	–
Reconciliation of number of treasury shares movement during the year				
Opening balance as at the beginning of the year	**1 712 000**	22 172 000	–	–
Treasury shares purchased	**1 107 920**	1 040 000	**1 107 920**	–
Shares acquired by staff company and treated as treasury shares – Kappa Investments Proprietary Limited	–	1 040 000	–	–
Shares acquired in staff company and treated as treasury shares – Spalding Investments 10 (RF) Proprietary Limited*	**448 000**	–	**448 000**	–
Shares acquired in staff company and treated as treasury shares – Yonex Investments (RF) Proprietary Limited*	**659 920**	–	**659 920**	–
Reduction of treasury shares	–	(21 500 000)	–	–
Due to repayment of loan (Pulsent OH GP Proprietary Limited)	–	(6 900 000)	–	–
Due to sale of preference share investment (Yonex Investments Proprietary Limited)	–	(14 600 000)	–	–
	2 819 920	1 712 000	**1 107 920**	–

* *During the current year an employee that was a shareholder in both Spalding and Yonex staff companies, resigned from the Group and therefore forfeited his indirect interests in PBT shares through these staff companies. In terms of the agreements with the employees, PBT Group Limited has the right to purchase said employee's shareholding in the staff companies for R0.01. PBT Group Limited has therefore purchased the employee's shareholding in Spalding and Yonex for R0.01 each, and since Spalding and Yonex hold shares in PBT Group Limited, PBT Group Limited ultimately has an indirect shareholding in itself.*

These indirectly acquired PBT shares do not constitute a share buy-back and will be recognised as treasury shares, until such time that PBT Group Limited sells its shareholding in Spalding and Yonex. At this point, a specific repurchase resolution will then be needed to be approved by shareholders.

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS [CONTINUED]

for the year ended 31 March 2024

Rand	GROUP 2024	GROUP 2023	COMPANY 2024	COMPANY 2023
15. CAPITAL DISTRIBUTION RESERVE				
The capital distribution reserve are distributions paid to the shareholders designated as out of the capital of the Company.				
Opening balance	**595 883 374**	534 216 011	**481 845 780**	420 178 417
Capital distributions during the financial year	**107 297 127**	61 667 363	**109 254 700**	61 667 363
	703 180 501	595 883 374	**591 100 480**	481 845 780
16. EQUITY REVALUATION RESERVE				
Revaluations of investments previously held by the Group which are measured at fair value through other comprehensive income.				
Opening balance	–	100 296 287	–	–
Revaluation during the year	–	14 224 792	–	–
Revaluation reserve transferred to retained earnings due to disposal of investment	–	(114 521 079)	–	–
	–	–	–	–

17. SHARE-BASED PAYMENTS

The PBT Group entered into a number of share-based payment transactions with employees and/or B-BBEE partners over the past couple of years. Most of these transactions resulted in PBT Group becoming a black-owned company. These are set out further below.

- Issue of shares for cash
  - Pulsent OH GP Proprietary Limited (Pulsent OH) – 2022 financial year (refer to note 21)
- Increase in black ownership
  - Spalding Investments 10 (RF) Proprietary Limited (Spalding) – 2020 and 2021 financial years
  - PBT Foundation Proprietary Limited (PBT Foundation) – 2022 financial year
  - Yonex Investments (RF) Proprietary Limited (Yonex) (previously K202169196 (South Africa) Proprietary Limited) – 2022 financial year
  - Ayson Proprietary Limited (Ayson) – 2021 financial year
- Transaction with staff company
  - Kappa Investments Proprietary Limited (Kappa) – 2023 financial year

	GROUP		COMPANY	
Rand	2024	2023	2024	2023
Reconciliation of share-based payment reserve				
Opening balance	**9 656 422**	18 923 981	**2 300 714**	1 502 423
Share-based payment expense	**5 095 482**	5 261 357	**771 509**	798 291
Reclassification between share capital and share-based payment reserve – option premium	**–**	(12 420 000)	**–**	–
Reclassification between share capital and share-based payment reserve – share-based payment expense recognised in 2022	**–**	(2 108 916)	**–**	–
Reclassification of share-based payment reserve due to vesting	**(1 359 455)**	–	**(1 229 031)**	–
Closing balance	**13 392 449**	9 656 422	**1 843 192**	2 300 714
IFRS 2 expense per transaction The following share-based payment expense is accounted for in the statement of comprehensive income and presented as a separate line item:				
Equity settled				
– Spalding Investments 10 (RF) Proprietary Limited	**771 509**	798 291	**771 509**	798 291
– Yonex Investments (RF) Proprietary Limited	**3 691 957**	4 024 840	**–**	–
– Ayson Proprietary Limited	**175 555**	175 075	**–**	–
– Kappa Investments Proprietary Limited	**456 461**	263 151	**–**	–
	5 095 482	5 261 357	**771 509**	798 291

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS [CONTINUED]

for the year ended 31 March 2024

17. SHARE-BASED PAYMENTS (CONTINUED)

Current-year movement in share-based payment reserve
In 2024 the first tranche of each of the three Spalding transactions vested. The share-based payment expenses that accumulated within the share-based payment reserve up to this point will be transferred out of the reserve to retained earnings.

PRIOR-YEAR (2023) TRANSACTIONS
Kappa Investments
On 1 October 2022 PBT Group (South Africa) Proprietary Limited entered into an agreement with Kappa for the purpose of providing funding to incentivise additional employees of the Group to purchase shares in PBT Group Limited for a total cash consideration of R8.8 million which was funded by the Group through the issuance of preference shares. The preference shares issued was 1 000 000 preference shares at R8.80 each in Kappa and are cumulative redeemable preference shares.

The following are the key terms of the preference share agreement:

- The preference dividends are calculated in arrears at a rate of 72% of the prime lending rate.
- Any preference dividends not paid out on a six-monthly basis will be accumulated and accrued for payment at a later date, the latest date being the repayment date.
- The preference shares are payable in three tranches, being:
  - the first 33.33% five years after issue date (October 2027);
  - the second 33.33% six years after issue date (October 2028);
  - the final 33.33% seven years after issue date (October 2029), including any rolled up or unpaid preference dividends.
- The dividends that Kappa will receive from its investment in PBT will be utilised to repay the preference dividends and part capital, if the dividends received are in excess of the preference dividends payable.

As the only security for the repayment of the preference share investment is the underlying PBT Group shares, with no other recourse, the transaction is treated as a share-based payment transaction under IFRS 2 and the preference share investment is accounted for as treasury shares. The vesting period is five to seven years, with the only vesting condition being that the individual remains an employee of the Group over the period.

Share-based payment transaction history
In years prior to 2023 PBT Group entered into a number of share-based payment transactions with B-BBEE and staff companies. Below is a summary of each of the transactions:

	SPALDING					
	Transaction 1	Transaction 2	Transaction 3	YONEX	AYSON	KAPPA
Transaction date	Feb 2019	Sept 2020	Mar 2021	Jul 2021	Jul 2020	Oct 2022
Value of transaction	R16 500 000	R7 000 000	R3 855 000	R65 700 000	R4 500 000	R8 800 000
Number of PBT Group Limited shares	10 373 282	2 576 718	1 050 000	14 600 000	–*	1 040 000
Tranche 1	3 457 761	858 906	350 000	4 866 667	N/A	346 666
Tranche 2	3 457 761	858 906	350 000	4 866 667	N/A	346 667
Tranche 3	3 457 760	858 906	350 000	4 866 666	N/A	346 667
Vesting dates						
The strike price for each tranche is variable						
Tranche 1	Feb 2024	Feb 2024	Mar 2024	Jul 2026	Jul 2025	Oct 2027
Tranche 2	Feb 2025	Feb 2025	Feb 2025	Jul 2027	Jul 2026	Oct 2028
Tranche 3	Feb 2026	Feb 2026	Feb 2026	Jul 2028	Jul 2027	Oct 2029

* *The transaction with Ayson involved purchasing a minority share in CyberPro, a wholly owned subsidiary in the Group.*

17. SHARE-BASED PAYMENTS (CONTINUED)

Summary of share-based payment transactions

TRANSACTIONS
Increase of black ownership
In prior years PBT Group increased its black ownership by introducing two new B-BBEE partners in a formerly staff-held company and in a newly incorporated B-BBEE and staff company.

Spalding
Terms of the transaction
Spalding is an entity owned by employees, management and a B-BBEE partner of PBT Group. Spalding's sole investment is 28 376 000 (2023: 28 600 000) PBT Group ordinary shares. Spalding was previously funded by the PBT Group through a preference share arrangement, similar to Kappa on page 86. The preference share funding was fully repaid in the 2022 financial year. The Group continues to recognise a share-based payment expense related to this transaction over the initial vesting period as set out in the table on page 86.

PBT Foundation
Terms of the transaction
On 23 July 2021 Spalding entered into an agreement to issue 480 Spalding Shares for cash to a further B-BBEE partner, the PBT Foundation Proprietary Limited (PBT Foundation), for a total cash consideration of R2.8 million. The purpose of the transaction was in order to increase the black shareholding in Spalding such that it became a black-owned company. The subscription price payable by PBT Foundation were funded by PBT Group (South Africa) Proprietary Limited (a wholly owned subsidiary of PBT Group) subscribing for cumulative redeemable preference shares in PBT Foundation. The preference shares earn preference dividends at 72% of the prime interest rate and are secured by a pledge by PBT Foundation of 100% of its Spalding shares, through which it has an indirect interest in PBT Group shares.

Accounting treatment of the transaction
As the only security for the repayment of PBT Foundation's preference shares is the investment in Spalding (with their only investment being the underlying PBT shares) with no other recourse, the transaction is treated as a share-based payment transaction under IFRS 2 and the preference share investment is treated as the issue of an option to the B-BBEE party. The preference share investment is not recognised as an asset but instead treated as treasury shares held by a subsidiary company. As there is no vesting or lock-in period, the full share-based payment expense for PBT Foundation was recognised immediately in the 2022 financial year.

Yonex
Terms of the transaction
Yonex is an entity owned by employees, management and a B-BBEE partner of PBT Group. Yonex's sole investment is its 51.5% interest in Spalding for an indirect investment in PBT Group Limited of 14 600 000 PBT Group ordinary shares. During May 2022 Spalding and Yonex concluded an asset-for-share transaction in terms of which Yonex swapped its 14 600 000 PBT shares for a 51.5% interest in Spalding. Yonex was previously funded by the PBT Group through a preference share arrangement, similar to Kappa as set out on page 86. The preference shares were sold to Sanlam Investment Management Proprietary Limited (SIM) in 2023 after which the PBT Group shares reverted back to issued and no treasury shares are recognised. The Group continues to recognise a share-based payment expense related to this transaction over the initial vesting period as set out in the table on page 86.

Ayson
The transaction with Ayson was concluded in the year ended March 2021 and the share-based payment expense vests over seven years. For completeness the transaction with Ayson is included in the reconciliation set out on page 89 to provide a complete view of the Group's B-BBEE transactions.

TRANSACTION WITH STAFF COMPANY
Kappa
For the details on the Kappa transaction please see page 86.

Accounting treatment of the repayment
As the only security for the repayment of the preference shares are the underlying PBT shares with no other recourse, the transaction is accounted for as a share-based payment transaction under IFRS 2 and treated as the issue of an in-substance option to the respective employees. The preference share investment is not recognised as an asset but instead treated as treasury shares held by a subsidiary company. The preference share agreement comprises three tranches, with vesting periods of five, six and seven years respectively, with the only vesting conditions as set out on page 86.

Given that the preference share investment is not recognised and the PBT shares are not treated as issued for accounting purposes the dividends declared in respect of these PBT shares and any related preference dividend receipts or repayments of the preference shares are also not recognised for accounting purposes. However from a legal perspective, the dividend distributions have occurred and the preference shares payable balance owing by Kappa has reduced by the amount reflected on page 89. The 1.0 million shares are reflected in treasury shares.

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS [CONTINUED]

for the year ended 31 March 2024

17. SHARE-BASED PAYMENTS (CONTINUED)

Effect on annual financial statements

Quantitative summary

Below is a quantitative summary of all the transactions which indicates the movement in the accounts for the specified financial years.

	GROUP				
Rand	Share capital	Treasury shares	Retained earnings	Share-based payment reserve	Distributions
2023					
Issue of shares					
Pulsent OH					
1 April 2022 – 31 March 2023					
Opening balance	18 630 000	(18 630 000)	–	14 528 916	
Reclassification between share-based payment reserve and share capital	12 420 000	–	–	(12 420 000)	–
Reclassification between share-based payment reserve and retained earnings	–	–	2 108 916	(2 108 916)	–
Reduction of share-based payment shares included as treasury shares	–	18 630 000	(6 296 537)	–	–
Repayment of loan by way of dividends paid by PBT Group Limited	–	–	–	–	(4 278 000)
	31 050 000	–	(4 187 621)	–	(4 278 000)
1 April 2023 – 31 March 2024					
Opening balance	31 050 000	–	(4 187 621)	–	
Increase in black ownership					
Spalding					
1 April 2022 – 31 March 2023					
Opening balance	–	–	–	1 502 423	
Share-based payment expense	–	–	–	798 291	–
	–	–	–	2 300 714	–
1 April 2023 – 31 March 2024					
Opening balance	–	–	–	2 300 714	
Share-based payment expense	–	–	–	771 509	–
Reclassification between share-based payment reserve and retained earnings	–	–	1 229 031	(1 229 031)	–
	–	–	1 229 031	1 843 192	–
Yonex					
1 April 2022 – 31 March 2023					
Opening balance	–	(65 700 000)	–	2 138 511	
Redemption of preference shares	–	–	–	–	6 820 043
Share-based payment expense	–	–	–	4 024 840	–
Reduction of share-based payment shares included as treasury shares	–	65 700 000	(12 399 570)	–	–
	–	–	(12 399 570)	6 163 351	6 820 043
1 April 2023 – 31 March 2024					
Opening balance	–	–	(12 399 570)	6 163 351	
Share-based payment expense	–	–	–	3 691 957	–
	–	–	(12 399 570)	9 855 308	–

17. SHARE-BASED PAYMENTS (CONTINUED)

Effect of annual financial statements (continued)

Rand	GROUP				
	Share capital	Treasury shares	Retained earnings	Share-based payment reserve	Distributions
2023					
Increase in black ownership continued					
PBT Foundation					
1 April 2022 – 31 March 2023					
Opening balance	–	(2 824 982)	–	447 629	
Redemption of preference shares	–	–	–	–	452 452
	–	(2 824 982)	–	447 629	452 452
1 April 2023 – 31 March 2024					
Opening balance	–	(2 824 982)	–	447 629	
Redemption of preference shares	–	–	–	–	744 951
Reduction of share-based payment shares included as treasury shares	–	–	130 424	(130 424)	–
	–	(2 824 982)	130 424	317 205	744 951
Ayson					
1 April 2022 – 31 March 2023					
Opening balance	–	–	–	306 502	
Redemption of preference shares	–	–	–	–	1 611 000
Share-based payment expense	–	–	–	175 075	–
	–	–	–	481 577	1 611 000
1 April 2023 – 31 March 2024					
Opening balance	–	–	–	481 577	
Share-based payment expense	–	–	–	175 555	–
	–	–	–	657 132	–
Kappa					
1 April 2022 – 31 March 2023					
Share-based payment expense	–	–	–	263 151	
Share-based payment shares included as treasury shares	–	(8 800 000)	–	–	–
	–	(8 800 000)	–	263 151	–
1 April 2023 – 31 March 2024					
Opening balance	–	(8 800 000)	–	263 151	
Redemption of preference shares	–	–	–	–	1 212 622
Share-based payment expense	–	–	–	456 461	–
	–	(8 800 000)	–	719 612	1 212 622
Balance 2023	31 050 000	(11 624 982)	(16 587 191)	9 656 422	4 605 495
Balance 2024	31 050 000	(11 624 982)	(15 227 736)	13 392 449	1 957 573
Total movement on statement of changes in equity in the current year	–	–	1 359 455	3 736 027	(2 647 921)

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS [CONTINUED]

for the year ended 31 March 2024

Rand	GROUP 2024	GROUP 2023	COMPANY 2024	COMPANY 2023
18. FOREIGN CURRENCY TRANSLATION RESERVE				
Translation reserve comprises exchange differences on consolidation of foreign subsidiaries.				
Opening balance	**22 763 958**	(1 767 617)	**–**	**–**
Foreign exchange on translation of foreign subsidiaries	**4 648 958**	24 401 329	**–**	**–**
Release of foreign currency translation reserve due to dissolution of subsidiary	**–**	130 246	**–**	**–**
Release of foreign currency translation reserve due to sale of subsidiary (refer to note 35)	**(2 525 836)**	**–**	**–**	**–**
	24 887 080	22 763 958	**–**	**–**
19. LOANS FROM GROUP COMPANIES				
Subsidiaries				
PBT Group (South Africa) Proprietary Limited	**–**	**–**	**107 981 682**	44 425 337
The above loan is unsecured, bears no interest and has no fixed terms of repayment. No capital repayments are required in the next 12 months. The below reconciliation is disclosed in accordance with IAS 7, paragraph 44A.				
Opening balance	**–**	**–**	**44 425 337**	**–**
Cash movements:				
Receipts of loans from Group companies	**–**	**–**	**198 211 079**	47 695 576
Repayments of loans from Group companies	**–**	**–**	**(158 410 356)**	(3 190 000)
Non-cash movements:				
Net income and expenses through Group loans	**–**	**–**	**756 309**	(80 239)
Dividends paid via Group loans	**–**	**–**	**22 999 313**	**–**
	–	**–**	**107 981 682**	44 425 337

20. BORROWINGS

No borrowings existed as at 31 March 2024 (2023: RNil). In terms of IAS 7, paragraph 44A the Group is required to disclose changes in liabilities arising from financing activities. As such, the below movements in borrowings are presented.

Southchester Investment Managers Proprietary Limited
During the prior year PBT Technology Services Proprietary Limited entered into a loan agreement with Southchester Investment Managers Proprietary Limited. A loan amount of R30 million was advanced to PBT Technology Services Proprietary Limited and PBT Group Limited was the guarantor for the loan. The loan was secured and bore interest at the prime overdraft rate. The loan was repayable in instalments of R1.5 million plus interest.

The funds that PBT received from the settlement of the Pulsent OH loan (refer to note 21 Financial guarantee contracts), together with internal cash resources, were utilised towards repayment of R22.5 million of the R30 million notes issued to Southchester Investment Managers Proprietary Limited. On 1 December 2022 the remaining balance of the loan, together with the accrued interest, was fully repaid.

Ayson Proprietary Limited
During the prior year R1.7 million of the dividend declared by CyperPro Consulting Proprietary Limited (CyberPro) to its shareholder Ayson Proprietary Limited (Ayson) was retained by CyberPro and converted to borrowings. This is a non-cash movement.

The movement of borrowings during the year is shown in the below reconciliation.

	GROUP	
Rand	2024	2023
Reconciliation of borrowings		
Opening balance	–	–
Cash movements:		
Proceeds from borrowings	–	30 000 000
Repayment of borrowings	–	(30 147 312)
Interest paid	–	(1 108 380)
Non-cash movements:		
Interest accrued	–	1 127 894
Loan raised during the year*	–	1 734 447
Repayments of loan	–	(1 606 649)
	–	–

* *As per the preference share agreement between Ayson and CyberPro (refer to note 17 Share-based payments), all dividends received by Ayson were required to be utilised to repay preference dividends and preference shares to CyberPro until the full outstanding preference share amount is redeemed. Any excess cash above the preference dividends payable by Ayson was loaned back to CyberPro, which added additional security for the payment of the outstanding amount. Ayson amended its Memorandum of Incorporation during the 2022 financial year in order to allow for the early redemption of preference shares. As at 31 March 2023, all preference shares were redeemed and, as such, there is no remaining loan to Ayson as at the 2023 year-end.*

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS [CONTINUED]

for the year ended 31 March 2024

21. FINANCIAL GUARANTEE CONTRACTS

	GROUP		COMPANY	
Rand	2024	2023	2024	2023
Financial guarantee contract	–	24 316	–	24 316
Reconciliation				
Opening balance	**24 316**	–	**24 316**	–
(Reversal)/recognition of guarantee at fair value	**(24 316)**	24 316	**(24 316)**	24 316
	–	24 316	–	24 316
Recognised in profit or loss				
Operating (income)/expense – financial guarantee (income)/expense	**(24 316)**	24 316	**(24 316)**	24 316

During the 2023 financial year Pulsent OH secured external funding of R30 million in order to fully settle its outstanding legal loan balance as well as acquire an additional 1.1 million PBT shares to hold a total of 8 million shares. Refer to note 17 Share-based payments for more information about the settlement of the loan.

As security for the timeous discharge by Pulsent OH of its obligations, PBT Group has agreed to furnish the external financing party with a written guarantee to the value of R30 million. The guarantee for R22.5 million came into effect on 27 September 2022 and the additional R7.5 million on 11 January 2023.

Terms of the guarantee:

- Pulsent OH and PBT has entered into a written pledge and cession agreement, in terms of which Pulsent OH shall pledge and cede in securitatem debiti to and in favour of PBT Group the 11 million PBT shares and certain related claims as security for the timeous discharge by Pulsent OH of its obligations to the external financier.
- Pulsent undertakes that upon receipt of any distributions in respect of the applicable PBT shares, at least 90% of the after-tax proceeds of such distributions will be applied in the repayment of the outstanding amount of the external funding.
- PBT Group's liability in terms of this guarantee is restricted to the aggregate amount of R30 million together with any accrued interest outstanding.

Calculation of the fair value:

In calculating the fair value at year-end, PBT used the following assumptions and elements included in the contract as well as repayments by Pulsent OH since funding was granted to Pulsent OH:

- At least 90% of the distributions received by Pulsent OH from its investment in PBT will be utilised to settle the loan by Pulsent OH to the external financing party which will reduce the risk of non-payment.
- An estimation of future distributions that will be paid by PBT.
- The present value of possible future cash outflows based on the repayment terms of the funding provided to Pulsent OH after deduction of distributions, discounted at prime as per the contracts.
- The "probability of default" and "loss given default" percentages applied to the present fair value of the possible future cash outflows.

In the current year the fair value of the financial guarantee liability was deemed trivial and the balance was reversed in full.

22. TRADE AND OTHER PAYABLES

Rand	GROUP 2024	GROUP 2023	COMPANY 2024	COMPANY 2023
Financial instruments				
Trade payables	**5 666 260**	12 702 631	**803**	4 725
Accrued cost of sales	**15 640 363**	21 579 314	**–**	–
Accrued expenses	**21 200**	12 130	**–**	–
Other payables	**37 912**	35 500	**–**	–
Non-financial instruments				
Accrued bonus	**8 251 835**	5 005 562	**–**	–
Accrued leave pay	**2 893 006**	8 839 178	**–**	–
Accrued overtime	**4 340 020**	4 765 252	**–**	–
Contract liability	**600 000**	1 774 850	**–**	–
Dividend withholding tax payable	**200 000**	200 000	**–**	–
Payroll tax payable	**18 455 198**	18 292 551	**–**	–
Provision for SARS penalty	**–**	2 676 704	**–**	–
VAT	**20 029 682**	14 506 864	**–**	–
	76 135 476	90 390 536	**803**	4 725
Financial instrument and non-financial instrument components of trade and other payables				
At amortised cost	**21 365 735**	34 329 575	**803**	4 725
Non-financial instruments	**54 769 741**	56 060 961	**–**	–
	76 135 476	90 390 536	**803**	4 725
Contract liability				
Reconciliation of contract liability				
Opening balance	**1 774 850**	323 254	**–**	–
Reversal of amounts relating to services rendered during the year	**(1 774 850)**	(323 254)	**–**	–
Amounts received for services not yet rendered	**600 000**	1 774 850	**–**	–
Closing balance	**600 000**	1 774 850	**–**	–

The Group expects to recognise the amounts disclosed above as revenue within the next 12 months. The practical expedient in terms of IFRS 15, paragraph 121 is therefore applied and no further disclosure on the remaining performance obligations of the Group is required.

Provisions

A provision for a possible penalty payable to the South African Revenue Service (SARS) was raised in 2020. The penalty is due to an error that was noted in the 2018 income tax return after SARS conducted an audit on the return. The Group objected to the penalty and the matter was concluded with a final settlement being agreed upon during the 2024 financial year. As such, the provision previoulsly raised was fully utilised during the current financial year.

Rand	GROUP 2024	GROUP 2023	COMPANY 2024	COMPANY 2023
Reconciliation of provision				
Opening balance	**2 676 704**	2 676 704	**–**	–
Provision utilised during the year	**(2 676 704)**	–	**–**	–
Closing balance	**–**	2 676 704	**–**	–

Fair value of trade and other payables

The fair value of trade and other payables approximates their carrying amounts.

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS [CONTINUED]

for the year ended 31 March 2024

23. PROMOTERS' FEE PAYABLE

	GROUP	
Rand	2024	2023
Held at amortised cost		
Promoters' fee payable	–	17 450 773
Split between non-current and current portions		
Non-current liabilities	–	–
Current liabilities	–	17 450 773
Reconciliation of promoters' fee		
Opening balance	**17 450 773**	–
Cash movements:		
Payment of promoters' fee	**(17 593 260)**	–
Non-cash movements:		
Foreign exchange differences	**142 487**	–
Liability raised during the year	–	17 450 773
	–	17 450 773

A 10% profit share fee, payable on realisation of the investment, was payable to the promoters of PBT Group's investment in Payapps. The transaction was finalised on 31 March 2023 and the promoters' fee was fully paid during April 2023. Refer to note 36 Related parties for more information.

24. REVENUE

Rand	GROUP 2024	GROUP 2023*	COMPANY 2024	COMPANY 2023
Revenue from contracts with customers				
Sale of goods	**3 446 094**	3 280 677	–	–
Rendering of services	**1 068 646 042**	1 037 652 273	–	–
	1 072 092 136	1 040 932 950	–	–
Revenue other than from contracts with customers				
Dividends received	–	–	**156 276 393**	–
	1 072 092 136	1 040 932 950	**156 276 393**	–
Disaggregation of revenue from contracts with customers				
The Group has disaggregated revenue into various categories as shown below which is intended to:				
• depict the nature, amount and timing of revenue; and				
• enable users to understand the various types of counterparties that the Group provides services to.				
Contract type				
Fixed price contracts**	**82 278 991**	93 698 486	–	–
Projects	–	72 040	–	–
Software licences	**3 446 094**	3 280 677	–	–
Time and material	**962 798 460**	926 717 341	–	–
Usage-based licences	**23 568 591**	17 164 406	–	–
	1 072 092 136	1 040 932 950	–	–
Contract counterparties				
Energy	**1 684 295**	1 652 700	–	–
Financial services	**768 094 074**	774 804 436	–	–
Information technology	**19 820 405**	18 275 682	–	–
Medical	**57 658 673**	49 182 843	–	–
Retail	**100 230 854**	99 786 491	–	–
Services	**78 516 800**	46 496 209	–	–
Telecommunications	**46 087 035**	50 734 589	–	–
	1 072 092 136	1 040 932 950	–	–
Timing of revenue recognition				
At a point in time				
Sale of goods	**3 446 094**	3 280 677	–	–
Over time				
Rendering of services	**1 068 646 042**	1 037 652 273	–	–
Total revenue from contracts with customers	**1 072 092 136**	1 040 932 950	–	–

* *Restated.*

** *Fixed price contracts are billed monthly at a fixed amount as per the contract. The amount is based on a fixed number of hours of an underlying resource. Fixed price contracts are different to project contracts, where the latter is only billed once a specific project milestone is reached.*

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS [CONTINUED]

for the year ended 31 March 2024

Rand	GROUP 2024	GROUP 2023*	COMPANY 2024	COMPANY 2023
25. COST OF SALES				
Sale of goods	**3 204 868**	3 149 851	–	–
Payroll employees (refer to note 28)	**284 412 172**	300 760 733	–	–
External consultants	**524 179 796**	475 830 052	–	–
Travel and other	**956 482**	1 323 909	–	–
	812 753 318	781 064 545	–	–
26. OTHER OPERATING INCOME				
Other rental income	**15 600**	–	–	–
Bad debts recovered	**–**	3 000 000	–	3 000 000
Recovery income	**–**	–	**2 579 383**	2 540 032
Sundry income	**6 697 182**	603 983	–	–
	6 712 782	3 603 983	**2 579 383**	5 540 032

Group

Bad debts recovered

During 2023 R3 million was recovered relating to an amount previously written off during the unbundling of Prescient Group from PBT Group of companies in 2017.

Sundry income

- Sector Education and Training Authority (SETA) grants received from government. Total grants received from government during the year amounted to R0.6 million (2023: R0.6 million).
- An amount of R6 million relating to a dispute on invoices which prescribed during the current year and recognised as sundry income.

Company

Recovery income

This relates to recoupments received from subsidiary companies, for the on-charging of listing expenses incurred by the Company.

27. OTHER OPERATING GAINS/ (LOSSES)				
Gains/(losses) on disposals				
Plant and equipment (refer to note 3)	**(28 528)**	12 820	–	–
Investment in subsidiary – PBT Technology Services Ireland Limited (refer to note 7)	**–**	(26 521)	–	–
	(28 528)	(13 701)	–	–
Foreign exchange gains/(losses)				
Net foreign exchange gains/(losses)	**855 847**	(700 241)	**2 056 675**	(15)
Realisation of foreign currency translation reserve (refer to note 18)	**–**	(130 246)	–	–
	855 847	(830 487)	**2 056 675**	(15)
Total other operating gains/(losses)	**827 319**	(844 188)	**2 056 675**	(15)

* *Restated.*

28. OPERATING PROFIT

Operating profit for the year is stated after charging (crediting) the following, amongst others:

Rand	GROUP 2024	GROUP 2023*	COMPANY 2024	COMPANY 2023
Employee costs				
Salaries, wages, bonuses and other benefits – other operating expenses	**84 250 463**	77 788 409	**1 443 580**	1 273 305
Salaries, wages, bonuses and other benefits – cost of sales (refer to note 25)	**284 412 172**	300 760 733	**–**	–
Share-based payment expense (refer to note 17)	**5 095 482**	5 261 357	**771 509**	798 291
Total employee costs	**373 758 117**	383 810 499	**2 215 089**	2 071 596
Depreciation and amortisation				
Depreciation of plant and equipment	**2 175 770**	1 841 670	**–**	–
Depreciation of right-of-use assets	**4 006 188**	4 423 060	**–**	–
Amortisation of intangible assets	**46 312**	51 089	**–**	–
Total depreciation and amortisation	**6 228 270**	6 315 819	**–**	–
Movement in credit loss allowances				
Financial guarantee contracts	**(24 316)**	24 316	**(24 316)**	24 316
Loans receivable at amortised cost	**1 132 939**	34 516	**–**	–
Loans to Group companies	**–**	–	**140 000**	(877 838)
Trade and other receivables	**93 892**	(158 264)	**–**	–
	1 202 515	(99 432)	**115 684**	(853 522)

29. INVESTMENT INCOME

Interest income				
Investments in financial assets				
Bank and other cash	**5 321 049**	1 927 877	**5 574**	16 231
Loans receivable	**544 138**	478 417	**–**	–
Tax authorities	**5 523**	6 480	**282**	–
Trade and other receivables	**76 988**	–	**–**	–
Total interest income	**5 947 698**	2 412 774	**5 856**	16 231

30. FINANCE COSTS

Bank overdraft	**148 366**	243 861	**–**	–
Borrowings	**–**	1 127 894	**–**	–
Lease liabilities	**1 199 089**	878 755	**–**	–
Other interest paid	**–**	96 685	**–**	39 979
Tax authorities	**858 217**	4 830	**–**	–
Trade and other payables	**181**	–	**–**	–
Total finance costs	**2 205 853**	2 352 025	**–**	39 979

* *Restated.*

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS [CONTINUED]

for the year ended 31 March 2024

31. TAXATION

Rand	GROUP 2024	GROUP 2023*	COMPANY 2024	COMPANY 2023
Major components of the tax expense				
Current				
Local income tax – current period	**39 666 441**	38 308 005	**566 411**	54 492
Local income tax – recognised in current tax for prior periods	**30 225**	–	**–**	–
Withholding tax	**5 597**	–	**–**	–
	39 702 263	38 308 005	**566 411**	54 492
Deferred				
Originating and reversing temporary differences	**(895 644)**	(376 536)	**–**	–
	38 806 619	37 931 469	**566 411**	54 492

* *Restated.*

Reconciliation of the tax expense

Reconciliation between applicable tax rate and average effective tax rate.

Percent	GROUP 2024	GROUP 2023*	COMPANY 2024	COMPANY 2023
Applicable tax rate	**27.00**	27.00	**27.00**	27.00
Assessed loss utilised	**(1.19)**	–	**–**	–
Deferred tax asset not raised	**2.15**	0.88	**–**	–
Dividends received	**–**	–	**(26.98)**	–
Expenses of a capital nature (a)	**0.08**	0.21	**0.01**	1.83
Foreign tax rate differences (b)	**(0.11)**	(0.51)	**–**	–
Learnership allowances	**(0.46)**	(0.38)	**–**	–
Non-deductible expenses (c)	**0.86**	0.09	**0.17**	(7.12)
Non-deductible expenses: impairments	**0.03**	–	**0.03**	–
Non-deductible expenses: share-based payment	**0.19**	0.19	**0.13**	7.21
Non-taxable income: ETI claims	**(0.03)**	(0.65)	**–**	(27.08)
Prior-year tax adjustments	**0.02**	–	**–**	–
Average effective tax rate	**28.54**	26.83	**0.36**	1.84

* *Restated.*

PBT Group is a multi-tax jurisdiction entity with the majority of its profits being earned in South Africa. As such, the South African tax rate of 27% is the starting base tax rate used for the reconciliation disclosed above. Any tax rate differences are recognised in the foreign tax rate differences line item.

(a) Includes legal costs and listing expenses that are deemed to be capital in nature and not deductible for tax purposes. These items are immaterial on an individual basis.

(b) The statutory tax rate of foreign operating subsidiaries (refer to note 7) are as follows: the Netherlands 19% – 25.8% depending on the income bracket and United Kingdom 25%.

(c) Includes donations, fines and penalties which are not deductible for tax purposes. These items are immaterial on an individual basis.

Assessed losses within the Group

PBT Consulting Proprietary Limited has an estimated tax loss carried forward of R47.3 million (2023: R49.2 million) for which there is currently no deferred tax asset raised.

32. CASH GENERATED FROM/(USED IN) OPERATIONS

Rand	GROUP 2024	GROUP 2023	COMPANY 2024	COMPANY 2023
Profit before taxation	**132 411 632**	134 987 958	**156 401 273**	2 989 523
Profit before taxation from continuing operations	**136 015 080**	140 389 155	**156 401 273**	2 989 523
Loss before taxation from discontinued operations (refer to note 35)	**(4 451 522)**	(5 401 198)	**–**	–
Foreign currency translation reserve released through statement of profit or loss (refer to note 35)	**2 525 836**	–	**–**	–
Loss on disposal (refer to note 35)	**(1 677 762)**	–	**–**	–
Adjustments for non-cash items				
Depreciation*	**6 313 867**	7 025 919	**–**	–
Amortisation	**46 313**	51 089	**–**	–
Gains on disposals of plant and equipment	**28 528**	(12 820)	**–**	–
(Gains)/losses on exchange differences	**(855 847)**	830 487	**(2 056 675)**	15
Losses on disposal of subsidiaries	**–**	26 521	**–**	–
Share-based payment expense	**5 095 482**	5 261 357	**771 509**	798 291
Net impairments and movements in credit loss allowances*	**1 202 515**	581 134	**115 684**	(853 522)
Expenses with Group companies	**–**	–	**986 616**	170 778
Loss from discontinued operations (refer to note 35)	**3 518 477**	–	**–**	–
Adjust for items which are presented separately				
Interest income*	**(5 953 003)**	(2 423 338)	**(5 856)**	(16 231)
Dividends received	**–**	–	**(156 276 393)**	–
Finance costs*	**2 230 172**	2 380 782	**–**	39 979
Changes in working capital				
Decrease/(increase) in trade and other receivables	**8 913 062**	(13 318 822)	**–**	–
(Decrease)/increase in trade and other payables	**(9 224 653)**	2 358 994	**60 087**	(141 111)
	143 726 545	137 749 261	**(3 755)**	2 987 722

** Comprises both continuing and discontinued operations.*

33. TAX (PAID)/REFUNDED

Balance at the beginning of the year	**(4 177 546)**	(7 139 441)	**(21 997)**	10 241
Current tax recognised in profit or loss	**(39 702 263)**	(38 308 005)	**(566 411)**	(54 492)
Foreign exchange movements	**(111 143)**	–	**–**	–
Other non-cash movements	**(166 338)**	–	**–**	–
Tax settled through intercompany loan account	**–**	–	**598 557**	–
Balance at the end of the year	**3 634 013**	4 177 546	**92**	21 997
	(40 523 277)	(41 269 900)	**10 241**	(22 254)

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS [CONTINUED]

for the year ended 31 March 2024

34. OTHER COMPREHENSIVE INCOME

Components of other comprehensive income

	GROUP		
Rand	Gross	Tax	Net
2024			
Items that may be reclassified to profit/(loss)			
Exchange differences on translating foreign operations			
Exchange differences arising during the year	**4 648 958**	**–**	**4 648 958**
Foreign currency translation reserve realised through profit/(loss)	**(2 525 836)**	**–**	**(2 525 836)**
Total	**2 123 122**	**–**	**2 123 122**
2023			
Items that will not be reclassified to profit/(loss)			
Movements on valuation of equity investments			
Gain on valuation	14 224 792	–	14 224 792
Items that may be reclassified to profit/(loss)			
Exchange differences on translating foreign operations			
Exchange differences arising during the year	24 531 575	–	24 531 575
Total	38 756 367	–	38 756 367

The gain on valuation was only applicable to one asset within the Group, namely the investment in Payapps. The investment in Payapps, which was held at fair value through other comprehensive income, was disposed of in the 2023 financial year and the full revaluation reserve was transferred to retained income. No deferred tax was raised on the gain on valuation for the prior year, as the gain was not taxable per the tax laws applicable in the tax jurisdiction within which this investment was held.

35. DISCONTINUED OPERATIONS

Over the past two years PBT Group (Australia) Proprietary Limited (PBT Australia) experienced several major challenges. A key health technology client moved away from consulting services in favour of insourcing, and there has been a general reduction in spend and hesitancy among private and government clients to invest in technology. The skills shortage and spike in resource demands experienced since COVID-19 reduced considerably, with the broader IT job market showing significant slowdown. This has reflected in our ability to secure new sales opportunities and resulted in PBT Australia carrying a substantial number of non-billable consultants since the second half of the 2023 financial year.

Despite the PBT Australia team focusing on aligning with the core Group offering, being data engineering, the team found it very difficult to enter the data market and opportunities earmarked since the beginning of the financial year have not materialised, such as the cancellation by a client of a sizeable tender during the closing stages of the tender process.

After careful consideration, PBT Group management decided to sell PBT Australia effective 30 September 2023 to mitigate further losses for the Group. PBT Group therefore entered into an agreement with a purchaser and disposed of PBT Australia for AUD1.00 on 30 September 2023.

A separate agreement was entered into whereby PBT Australia shall pay PBT Group a royalty in consideration for the continuous use of the “PBT Group (Australia) Proprietary Limited” name, branding and methodologies.

A royalty of 5% of PBT Australia’s gross revenue is due, subject to the following:

(a) a maximum of 80% of PBT Australia’s achieved “net profit before tax” margin of less than or equal to 6.25%; and

(b) PBT Australia deriving a profit for the particular financial year.

PBT Australia formed part of its own reportable segment: “Australia”, which is based on geographical area.

At the time of sale, PBT Australia held an investment of 70% in All Claims Proprietary Limited (All Claims). The sale of PBT Australia excluded its investment in All Claims and this investment was transferred to Halliard International BV. Please refer to note 7 for further information.

35. DISCONTINUED OPERATIONS (CONTINUED)

Rand	GROUP 2024	GROUP 2023
Profit and loss		
Revenue	**16 758 952**	50 025 750
Gross (loss)/profit	**(1 958 736)**	2 080 490
Expenses	**(2 492 786)**	(7 662 093)
Net loss before taxation	**(4 451 522)**	(5 401 198)
Taxation	**1 211 258**	1 414 461
Net loss after taxation	**(3 240 264)**	(3 986 737)
Loss on disposal	**(1 677 762)**	–
Foreign currency translation reserve released through the statement of profit or loss and other comprehensive income*	**2 525 836**	–
	(2 392 190)	(3 986 737)
Assets and liabilities		
Assets of disposal groups		
Right-of-use assets	**–**	127 277
Loans receivable	**8 459**	–
Intangible assets	**3 382 560**	2 932 779
Cash and cash equivalents	**2 021 082**	1 423 745
Trade and other receivables	**6 039 686**	8 281 129
Current tax receivable	**–**	253 627
	11 451 787	13 018 557
Liabilities of disposal groups		
Loans payable	**(1 531 049)**	–
Trade and other payables	**(8 146 922)**	(9 193 014)
Lease liabilities	**–**	(141 077)
Bank overdraft	**(96 042)**	(133 887)
	(9 774 013)	(9 467 978)
Net assets and liabilities	**1 677 774**	3 550 579
Cash outflow from discontinued operation		
Consideration received in cash	**–**	–
Cash and cash equivalents	**1 925 040**	–
Net cash outflow	**1 925 040**	–
Cash flows from/(used in) discontinued operations		
Net cash from/(used in) operating activities	**689 511**	(2 787 200)
Net cash used in investing activities	**–**	(16 257)
Net cash used in financing activities	**(79 719)**	(798 871)
Net cash flow for the period/year	**609 792**	(3 602 328)

** The release of the foreign currency translation reserve had no tax implications.*

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS [CONTINUED]

for the year ended 31 March 2024

36. RELATED PARTIES

Relationships

Subsidiaries

All Claims Proprietary Limited
CyberPro Consulting Proprietary Limited
Halliard International Besloten Vennootschap
PBT Academy Proprietary Limited
PBT Consulting Proprietary Limited
PBT Group (South Africa) Proprietary Limited
PBT Group (UK) Limited
PBT Group Europe Besloten Vennootschap
PBT Group International Besloten Vennootschap
PBT Innovation Proprietary Limited
PBT Insurance Technologies Proprietary Limited
PBT Technology Services Proprietary Limited
Technique Business Intelligence Software Proprietary Limited

Members of key management

GJ Botha
JF de Wet
PJ de Wet
JC du Toit
MN Engelbrecht
B Pieters
E Read
VC Strauss
JC Steyn
NJ Viljoen
W Viljoen
M Visser
HB Vosloo
R Ward
H Woest

Company owned by employees and B-BBEE partners

Ayson Proprietary Limited
Kappa Investments Proprietary Limited
Pulsent OH GP Proprietary Limited
Spalding Investments 10 (RF) Proprietary Limited
Yonex Investments (RF) Proprietary Limited

36. RELATED PARTIES (CONTINUED)

Rand	GROUP 2024	GROUP 2023	COMPANY 2024	COMPANY 2023
Related party balances				
Loan accounts – owing (to)/by related parties				
Ayson Proprietary Limited	**2 270 000**	2 000 000	**–**	–
ECL allowance: Ayson Proprietary Limited	**(11 350)**	(20 000)	**–**	–
PBT Group (South Africa) Proprietary Limited	**–**	–	**(107 981 682)**	(44 425 337)
PBT Group International Besloten Vennootschap	**–**	–	**1 324 797**	2 293 645
The outstanding balances listed above are unsecured and will be settled in cash in the ordinary course of business. No guarantees or defaults on these loan balances have been recognised.				
GJ Botha	**1 860 096**	2 135 966	**–**	–
ECL allowance: GJ Botha	**–**	(64 079)	**–**	–
JF de Wet	**223 895**	–	**–**	–
B Pieters	**223 895**	–	**–**	–
E Read	**223 895**	–	**–**	–
VC Strauss	**223 895**	–	**–**	–
R Ward	**223 895**	–	**–**	–
Pulsent OH GP Proprietary Limited	**223 907**	–	**–**	–
PBT Insurance Technologies Employees:				
JC du Toit	**330 973**	493 748	**–**	–
MN Engelbrecht	**–**	143 623	**–**	–
W Viljoen	**1 858 387**	2 211 545	**–**	–
HB Vosloo	**–**	11 570	**–**	–
H Woest	**285 938**	451 899	**–**	–
ECL allowance: PBT IT staff loans	**(29 781)**	(35 594)	**–**	–
Promoters' fee payable to related parties				
JF de Wet	**–**	4 314 121	**–**	–
PJ de Wet	**–**	4 378 884	**–**	–
JC Steyn	**–**	8 757 768	**–**	–
Amounts included in treasury shares regarding related parties				
Kappa Investments Proprietary Limited	**8 800 000**	8 800 000	**–**	–
PBT Foundation Proprietary Limited	**2 824 982**	2 824 982	**–**	–

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36. RELATED PARTIES (CONTINUED)

Rand	GROUP 2024	GROUP 2023	COMPANY 2024	COMPANY 2023
Amounts included in share-based payment reserve regarding related parties				
Ayson Proprietary Limited	**657 132**	481 577	**–**	**–**
Kappa Investments Proprietary Limited	**719 611**	263 151	**–**	**–**
PBT Foundation Proprietary Limited	**317 205**	447 629	**–**	**–**
Spalding Investments 10 (RF) Proprietary Limited	**1 843 192**	2 300 714	**1 843 192**	2 300 714
Yonex Investments (RF) Proprietary Limited	**9 855 309**	6 163 351	**–**	**–**
Related party transactions				
Administration fees received from related parties				
PBT Insurance Technologies Proprietary Limited	**–**	**–**	**238 714**	176 619
PBT Technology Services Proprietary Limited	**–**	**–**	**2 400 669**	2 363 413
Dividends paid to related parties				
Kappa Investments Proprietary Limited	**(1 086 800)**	(186 085)	**–**	**–**
Pulsent OH GP Proprietary Limited	**(8 360 000)**	(8 816 000)	**–**	**–**
Spalding Investments 10 (RF) Proprietary Limited	**(29 887 000)**	(34 034 000)	**–**	**–**
Interest (paid to)/received from related parties				
Ayson Proprietary Limited	**–**	(19 514)	**–**	**–**
GJ Botha	**205 131**	135 966	**–**	**–**
JF de Wet	**3 267**	**–**	**–**	**–**
JC du Toit	**37 224**	43 693	**–**	**–**
MN Engelbrecht	**1 903**	19 951	**–**	**–**
B Pieters	**3 267**	**–**	**–**	**–**
Pulsent OH GP Proprietary Limited	**3 267**	**–**	**–**	**–**
E Read	**3 267**	**–**	**–**	**–**
VC Strauss	**3 267**	**–**	**–**	**–**
W Viljoen	**196 842**	190 073	**–**	**–**
M Visser	**–**	15 459	**–**	**–**
HB Vosloo	**130**	14 130	**–**	**–**
R Ward	**3 267**	**–**	**–**	**–**
H Woest	**34 039**	40 752	**–**	**–**
Share-based payment expense				
Ayson Proprietary Limited	**175 555**	175 075	**–**	**–**
Kappa Investments Proprietary Limited	**228 230**	263 151	**–**	**–**
Spalding Investments 10 (RF) Proprietary Limited	**771 509**	798 291	**771 509**	798 291
Yonex Investments (RF) Proprietary Limited	**3 691 958**	4 024 840	**–**	**–**
Compensation to Directors and other key management				
Short-term employee benefits	**60 459 807**	47 429 439	**1 443 580**	1 273 305
Share-based payment	**1 937 292**	2 078 262	**–**	**–**
	62 397 099	49 507 701	**1 443 580**	1 273 305

37. DIRECTORS' EMOLUMENTS

Rand	Basic salary	Bonus	Value of contributions paid	Share-based payment*	Total
Executive					
2024					
Elizna Read	**2 160 000**	**1 671 410**	**39 621**	**874 235**	**4 745 266**
Bianca Pieters	**1 320 000**	**220 000**	**17 525**	**204 347**	**1 761 872**
	3 480 000	**1 891 410**	**57 146**	**1 078 582**	**6 507 138**
2023					
Elizna Read	1 920 000	1 547 600	36 057	938 300	4 441 957
Bianca Pieters	1 200 000	200 000	16 125	219 100	1 635 225
	3 120 000	1 747 600	52 182	1 157 400	6 077 182

** The share-based payment expense included above is due to the accounting treatment of a transaction classified as an option, as explained in note 17.*

Rand	Directors' fees
Non-Executive	
2024	
Tony Taylor	**439 392**
Cheree Dyers	**337 800**
Pule Taukobong**	**336 168**
Arthur Winkler	**330 220**
	1 443 580
2023	
Tony Taylor	394 588
Cheree Dyers	302 080
Pule Taukobong**	281 637
Arthur Winkler	295 000
	1 273 305

*** Pule Taukobong is an investor to certain B-BBEE vehicles and, as such, a share-based payment expense of R347 022 (2023: R372 226) is attributable to him in his capacity as an indirect shareholder and not in his capacity as a Non-Executive Director.*

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS [CONTINUED]

for the year ended 31 March 2024

38. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Categories of financial instruments

Rand	Notes	GROUP Amortised cost
Categories of financial assets		
2024		
Loans receivable	9	**13 578 181**
Trade and other receivables	11	**149 590 078**
Cash and cash equivalents	12	**49 179 949**
		212 348 208
2023		
Loans receivable	9	11 994 129
Trade and other receivables	11	156 494 784
Cash and cash equivalents	12	220 902 161
		389 391 074

Rand	Notes	COMPANY Amortised cost
2024		
Loans to Group companies	8	**1 324 797**
Cash and cash equivalents	12	**25 089**
		1 349 886
2023		
Loans to Group companies	8	2 293 645
Cash and cash equivalents	12	31 145
		2 324 790

38. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (CONTINUED)

Rand	Notes	GROUP Amortised cost	Leases	Total
Categories of financial liabilities				
2024				
Lease liabilities	4	**–**	**13 796 302**	**13 796 302**
Bank overdraft	12	**49 242**	**–**	**49 242**
Trade and other payables	22	**21 365 735**	**–**	**21 365 735**
		21 414 977	**13 796 302**	**35 211 279**
2023				
Lease liabilities	4	–	7 021 510	7 021 510
Bank overdraft	12	197 392	–	197 392
Financial guarantee contracts	21	24 316	–	24 316
Trade and other payables	22	34 329 580	–	34 329 580
Promoters' fee payable		17 450 773	–	17 450 773
		52 002 061	7 021 510	59 023 571

Rand	Notes	COMPANY Amortised cost
2024		
Loans from Group companies	19	**107 981 682**
Trade and other payables	22	**803**
		107 982 485
2023		
Loans from Group companies	19	44 425 337
Financial guarantee contracts	21	24 316
Trade and other payables	22	4 725
		44 454 378

Capital risk management

As PBT Group is an asset-light, professional services business, the Group defines capital as current assets less current liabilities, as presented in the statement of financial position, plus undrawn overdraft facilities. The Board's policy is to manage the Group's capital to ensure that there is sufficient capital to support the organic growth of the business, maximising shareholder returns (which includes distributions and share repurchases) and ensuring the Group will continue as a going concern. The Group manages capital daily through regular discussions to ensure capital levels are structured optimally.

There have been no changes from the prior year in the manner in which the Group manages its capital.

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS [CONTINUED]

for the year ended 31 March 2024

38. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (CONTINUED)

Externally imposed capital requirements

The PBT Technology Services Proprietary Limited overdraft facility, as discussed in note 12, contains certain financial covenants which are required to be met at each interim and year-end reporting date.

The following financial covenants must be complied with:

- gross debt* to EBITDA ratio shall not exceed a ratio of 1.25x (one point two five times); and
- the interest cover ratio (EBITDA ÷ net finance charges) shall be greater than, or equal to, 3x (three times).

The Group has complied with all the above-mentioned contractually agreed financial covenants as illustrated below:

	GROUP	
Times	2024	2023**
Gross debt to EBITDA ratio		
Target	**<1.25**	<1.25
Actual	**(0.25)**	(1.45)
Interest cover ratio		
Target	**>=3**	>=3
Actual	***	***

* *Gross debt is defined as lease liabilities plus drawn overdraft minus cash and cash equivalents, net of restricted cash.*
** *Restated.*
*** *Net finance charges is positive in the current year, therefore this ratio is not applicable.*

Financial risk management

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and credit risk arises principally from the Group's loans to Group companies, loans receivable, trade and other receivables (which include contract assets) and cash and cash equivalents.

The Group applies two approaches to determine loss allowances – the general approach and simplified approach. Refer to each note below for more information.

The general approach is applied to:

- loans to Group companies (note 8); and
- loans receivable (note 9).

The simplified approach is applied to:

- trade receivables (note 11).

38. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (CONTINUED)

Financial risk management (continued)

Credit risk definitions applicable on both the general approach and simplified approach:

Significant increase in credit risk

In assessing whether the credit risk on a loan or trade receivable has increased significantly since initial recognition, the Group compares the risk of a default occurring as at the reporting date with the risk of a default occurring as at the date of initial recognition.

The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience, cash flow and liquid asset position 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 counterparties operate as well as consideration of various external sources of actual and forecast economic information.

Irrespective of the outcome of the above assessment, the credit risk on a loan or trade receivable is always presumed to have increased significantly since initial recognition if the contractual payments are past their contractual pay dates, unless the Group has reasonable and supportable information that demonstrates otherwise.

By contrast, if a loan or trade receivable is assessed to have a low credit risk at the reporting date, then it is assumed that the credit risk on the loan has not increased significantly since initial recognition.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increases in credit risk before the amount becomes past due.

Definition of a default

For purposes of internal credit risk management, the Group considers that a default event has occurred if there is either a breach of financial covenants by the counterparty, or if the borrower is in significant financial difficulty such that it will have insufficient funds to repay the loan on demand. This is based on a number of factors including various liquidity and solvency ratios.

Write-off policy

The Group writes off a loan or trade receivable when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery. Loans or trade receivables 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.

Credit risk for exposures other than those arising on cash and cash equivalents, are managed by making use of credit approvals, limits and monitoring. The Group only deals with reputable counterparties with consistent payment histories. Each counterparty is analysed individually for creditworthiness before terms and conditions are offered. The analysis involves making use of information submitted by the counterparties as well as external bureau data (where available). The exposure to credit risk and the creditworthiness of counterparties is continuously monitored.

Credit risk exposure arising on cash and cash equivalents is managed by the Group through dealing with well-established financial institutions with high credit ratings.

Trade receivables comprise a widespread geographical base. Management evaluates credit risk relating to customers on an ongoing basis. If customers are independently rated, these ratings are used. Otherwise, if there is no independent rating, risk control assesses the credit quality of the customer, taking into account its financial position, past experience and other factors.

As an additional measure implemented, PBT Group is in constant communication with its clients in order to obtain as much information as possible on what the situation is in terms of repayment and possible amendments to contracts. In applying IFRS 9 Financial Instruments to trade and other receivables, the Company made use of the simplified approach in calculating expected credit losses (ECLs). In calculating the ECLs, PBT Group makes use of a provision matrix, a practical expedient in IFRS 9.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statement of financial position.

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS [CONTINUED]

for the year ended 31 March 2024

38. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (CONTINUED)

The maximum exposure to credit risk is presented in the table below:

Rand	Notes	GROUP Gross carrying amount	GROUP Credit loss allowance	GROUP Amortised cost
2024				
Loans receivable	9	**15 126 943**	**(1 548 762)**	**13 578 181**
Trade and other receivables	11	**149 590 078**	**(138 005)**	**149 452 073**
Cash and cash equivalents	12	**49 179 949**	**–**	**49 179 949**
		213 896 970	**(1 686 767)**	**212 210 203**
2023				
Loans receivable	9	12 407 352	(413 223)	11 994 129
Trade and other receivables	11	157 728 517	(1 233 733)	156 494 784
Cash and cash equivalents	12	220 902 161	–	220 902 161
Financial guarantee contracts	21	–	(24 316)	(24 316)
		391 038 030	(1 671 272)	389 366 758

		COMPANY Gross carrying amount	COMPANY Credit loss allowance	COMPANY Amortised cost
2024				
Loans to Group companies	8	**1 324 797**	**–**	**1 324 797**
Cash and cash equivalents	12	**25 089**	**–**	**25 089**
		1 349 886	**–**	**1 349 886**
2023				
Loans to Group companies	8	2 293 645	–	2 293 645
Cash and cash equivalents	12	31 145	–	31 145
Financial guarantee contracts	21	–	(24 316)	(24 316)
		2 324 790	(24 316)	2 300 474

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due.

Ultimate responsibility for liquidity risk management rests with the Board of Directors, which has established an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements.

The Group manages its liquidity risk through the implementation of a treasury function whereby all Group cash is centralised and managed appropriately to ensure Group capital and cash resources are applied to the relevant entities and that it has sufficient cash on hand to meet liabilities when they are due.

The Group further manages liquidity risk by maintaining adequate reserves, banking facilities and money market investments by continuously monitoring forecasts and actual cash flows and by matching the maturity profiles of financial assets and liabilities.

38. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (CONTINUED)

The maturity profile of contractual cash flows of non-derivative financial liabilities, and financial assets held to mitigate the risk, are presented in the following table. The cash flows are undiscounted contractual amounts.

		GROUP					
Rand	Notes	0 – 3 months	3 – 12 months	1 – 2 years	More than 2 years	Total	Carrying amount
2024							
Non-current liabilities							
Lease liabilities	4	–	–	4 956 768	6 799 252	11 756 020	10 127 060
Current liabilities							
Lease liabilities	4	1 245 606	3 787 319	–	–	5 032 925	3 669 242
Bank overdraft	12	49 242	–	–	–	49 242	49 242
Trade and other payables	22	21 363 735	–	–	–	21 363 735	21 363 735
		22 658 583	3 787 319	4 956 768	6 799 252	38 201 922	35 209 279
2023							
Non-current liabilities							
Lease liabilities	4	–	–	1 157 365	811 658	1 969 023	1 851 429
Financial guarantee contracts	21	–	–	–	24 316	24 316	24 316
Current liabilities							
Lease liabilities	4	1 626 514	3 916 109	–	–	5 542 623	5 170 081
Bank overdraft	12	197 392	–	–	–	197 392	197 392
Trade and other payables	22	28 680 524	5 649 056	–	–	34 329 580	34 329 580
Promoters' fee payable	23	17 450 773	–	–	–	17 450 773	17 450 773
		47 955 203	9 565 165	1 157 365	835 974	59 513 707	59 023 571

		COMPANY			
Rand	Notes	0 – 3 months	More than 2 years	Total	Carrying amount
2024					
Non-current liabilities					
Loans from Group companies	19	–	107 981 682	107 981 682	107 981 682
Current liabilities					
Trade and other payables	22	803	–	803	803
		803	107 981 682	107 982 485	107 982 485
2023					
Non-current liabilities					
Financial guarantee contracts	21	–	24 316	24 316	24 316
Loans from Group companies	19	–	44 425 337	44 425 337	44 425 337
Current liabilities					
Trade and other payables	22	4 725	–	4 725	4 725
		4 725	44 449 653	44 454 378	44 454 378

Foreign currency risk

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, being the following:

- Australian Dollar
- Euro
- Great British Pound
- United States Dollar

Foreign currency risk arises when future commercial transactions or recognised assets or liabilities are denominated in a currency that is not the Company's functional currency. Management has set up a policy to require Group entities to manage their foreign currency risk against their functional currency. Foreign currency transactions under the Group's control which would result in a foreign currency profit or loss are approved by management before the transaction may proceed.

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS [CONTINUED]

for the year ended 31 March 2024

38. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (CONTINUED)

The net carrying amounts, in Rand, of the various exposures, are denominated in the following currencies. The amounts have been presented in Rand by converting the foreign currency amounts at the closing rate at the reporting date:

		GROUP		COMPANY	
Rand	Notes	2024	2023	2024	2023
Australian Dollar exposure					
Current assets					
Trade and other receivables	11	**205 594**	8 700 933	–	–
Cash and cash equivalents	12	**114 825**	172 895 497	–	–
Current liabilities					
Trade and other payables	22	**(578 328)**	(1 713 689)	–	–
Bank overdraft	12	**–**	(133 887)	–	–
Lease liabilities	4	**–**	(141 077)	–	–
Net Australian Dollar exposure		**(257 910)**	179 607 777	–	–
Euro exposure					
Non-current assets					
Loans to Group companies	8	**–**	–	–	2 293 645
Current assets					
Trade and other receivables	11	**3 558 480**	2 731 541	–	–
Cash and cash equivalents	12	**1 782 375**	2 972 846	–	–
Current liabilities					
Trade and other payables	22	**(208 755)**	(383 432)	–	–
Net Euro exposure		**5 132 100**	5 320 955	–	2 293 645
Great British Pound exposure					
Current assets					
Trade and other receivables	11	**5 366 187**	8 528 542	–	–
Cash and cash equivalents	12	**2 893 629**	3 949 103	–	–
Current liabilities					
Trade and other payables	22	**(743)**	(1 407)	–	–
Net Great British Pound exposure		**8 259 073**	12 476 238	–	–

38. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (CONTINUED)

The net carrying amounts, in Rand, of the various exposures, are denominated in the following currencies. The amounts have been presented in Rand by converting the foreign currency amounts at the closing rate at the reporting date:

		GROUP		COMPANY	
Exposure in Rand	Notes	2024	2023	2024	2023
United States Dollar exposure					
Current assets					
Trade and other receivables	11	**(5 398)**	4 721	–	–
Cash and cash equivalents	12	**244 942**	678 612	–	–
Current liabilities					
Trade and other payables	22	–	(5 800 861)	–	–
Net United States Dollar exposure		**239 544**	(5 117 528)	–	–
Net exposure to foreign currency in Rand		**13 372 815**	192 287 442	–	2 293 645
Exchange rates					
The following closing exchange rates were applied at reporting date:					
Rand per unit of foreign currency					
Australian Dollar		**12.308**	11.896	–	–
Euro		**20.369**	19.293	**20.369**	19.293
Great British Pound		**23.826**	21.947	–	–
United States Dollar		**18.921**	17.793	–	–

Foreign currency sensitivity analysis

The following information presents the sensitivity of the Group to an increase or decrease in the respective currencies it is exposed to. The sensitivity rate is the rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated amounts and adjusts their translation at the reporting date.

There was no change to the methods and assumptions used in the preparation of the sensitivity analysis from the prior year, as management considered a sensitivity rate of 15% to be appriopriate.

The amounts below indicate the amounts by which profit or loss and equity would increase or decrease if the Rand strengthens or weakens by 15% (2023: 15%). This is reflective of the currency risk exposure throughout the year.

Impact on profit or loss					
If the foreign currency rates had been 15% (2023: 15%) higher/lower and all other variables held constant, the profit for the year (before tax) would increase/decrease by		**128 377**	124 573	**308 501**	2

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS [CONTINUED]

for the year ended 31 March 2024

38. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (CONTINUED)

Interest rate risk
Management monitors interest rate risk on a daily basis by ensuring that excess cash is deposited in interest-bearing accounts where possible. Refer below for the interest rate profile analysis.

Interest rate risk profile
The Group analyses its interest rate exposure on an ongoing basis. The Group does not hedge against fluctuations in interest rates. All underlying instruments with exposure to variable rates are influenced by movements in the South African prime lending rate. The exposure to interest rate risk on financial instruments at reporting date are as follows:

			GROUP		
			Carrying amount		
Rand	Interest rate %		Year 1	Years 2 – 5	Total
2024					
Assets					
Loans receivable	Variable rate	Prime	–	5 648 995	5 648 995
Loans receivable	Fixed rate	2%	–	1 282 161	1 282 161
Loans receivable	Interest free	N/A	2 205 350	4 514 250	6 719 600
Trade and other receivables	Interest free	N/A	149 590 078	–	149 590 078
Cash and cash equivalents	Variable rate	Prime	49 179 949	–	49 179 949
			200 975 377	11 445 406	212 420 783
Liabilities					
Trade and other payables	Interest free	N/A	21 365 734	–	21 365 734
Lease liabilities	Variable rate	7.00% to 11.75%	3 669 242	10 127 060	13 796 302
Bank overdraft	Variable rate	12.25% to 22.00%	49 242	–	49 242
			25 084 218	10 127 060	35 211 278
2023					
Assets					
Loans receivable	Variable rate	Prime	–	5 348 679	5 348 679
Loans receivable	Interest free	N/A	2 544 850	4 100 600	6 645 450
Trade and other receivables	Interest free	N/A	156 494 790	–	156 494 790
Cash and cash equivalents	Variable rate	Prime	220 902 161	–	220 902 161
			379 941 801	9 449 279	389 391 080
Liabilities					
Trade and other payables	Interest free	N/A	34 329 580	–	34 329 580
Lease liabilities	Variable rate	7.00% to 10.25%	5 170 081	1 851 429	7 021 510
Bank overdraft	Variable rate	12.25% to 22.00%	197 392	–	197 392
Financial guarantee contracts	Interest free	N/A	–	24 316	24 316
Promoters' fee payable	Interest free	N/A	17 450 773	–	17 450 773
			57 147 826	1 875 745	59 023 571

38. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (CONTINUED)

Interest rate risk
Management monitors interest rate risk on a daily basis by ensuring that excess cash is deposited in interest-bearing accounts where possible. Refer below for the Interest rate profile analysis.

Interest rate profile
The exposure to interest rate risk on financial instruments at reporting date are as follows:

			COMPANY		
			Carrying amount		
Rand	Interest rate %		Year 1	Years 2 – 5	Total
2024					
Assets					
Loans to Group companies	Fixed rate	2%	**–**	**1 324 797**	**1 324 797**
Cash and cash equivalents	Variable rate	Prime	**25 089**	**–**	**25 089**
			25 089	**1 324 797**	**1 349 886**
Liabilities					
Trade and other payables	Interest free	N/A	**803**	**–**	**803**
Loans from Group companies	Interest free	N/A	**–**	**107 981 682**	**107 981 682**
			803	**107 981 682**	**107 982 485**
2023					
Assets					
Loans to Group companies	Fixed rate	2%	–	2 293 645	2 293 645
Cash and cash equivalents	Variable rate	Prime	31 145	–	31 145
			31 145	2 293 645	2 324 790
Liabilities					
Loans from Group companies	Interest free	N/A	–	44 425 337	44 425 337
Financial guarentee contracts	Interest free	N/A	–	24 316	24 316
Trade and other payables	Interest free	N/A	4 725	–	4 725
			4 725	44 449 653	44 454 378

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for the year ended 31 March 2024

38. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (CONTINUED)

Interest rate risk sensitivity analysis

The following information presents the sensitivity of the Group to an increase or decrease in the interest rates it is exposed to.

The sensitivity rate represents management's assessment of the reasonably possible change in interest rates.

The amounts below indicate the amounts by which profit or loss and equity would increase or decrease if the interest rate increases or decreases by 1% (2023: 1%).

	GROUP		COMPANY	
Exposure in Rand	2024	2023*	2024	2023
Impact on profit or loss				
Investment income				
If the interest rates had been 1% (2023: 1%) higher/lower and all other variables held constant, the profit for the year (before tax) would increase/decrease by	**59 477**	24 128	**59**	162
Finance costs				
If the interest rates had been 1% (2023: 1%) higher/lower and all other variables held constant, the profit for the year (before tax) would increase/decrease by	**(22 059)**	(22 553)	**–**	(400)
Net impact on profit or loss	**37 418**	1 575	**59**	(238)

* *Restated.*

39. GOING CONCERN

PBT Group is a focused, profitable, cash-generative business that operates in a growing industry. PBT Group continuously analyses its business and also prepares forward-looking cash flow forecasts based on the expected performance of the business.

Please refer to note 38 Financial instruments and risk management – Capital management for the Group's externally imposed capital requirements. Management is satisfied that the Group will meet its externally imposed capital requirements. Based on the above, PBT Group believes that it has adequate financial resources to continue in operation and will continue as a going concern for the foreseeable future. Accordingly, the consolidated and separate annual financial statements have been prepared on a going concern basis.

The Directors are not aware of any material changes that may adversely impact the Company. The Directors are also not aware of any material non-compliance with statutory or regulatory requirements or of any pending changes to legislation which may affect the Company.

40. EVENTS AFTER THE REPORTING PERIOD

The Directors are not aware of any matter or circumstance arising after the reporting period up to the date of this report, except for those noted below.

Final distribution declaration

The Company's distribution policy is to consider an interim and a final distribution in respect of each financial year. At its discretion, the Board of Directors may consider a special or ad hoc distribution, where appropriate. Depending on the perceived need to retain funds for expansion or operating purposes, the Board of Directors may also elect not to pay distributions.

On Monday, 24 June 2024, the Board of Directors resolved to declare a capital reduction distribution of 17.00 cents per PBT ordinary share and a dividend distribution of 17.00 cents per PBT ordinary share (collectively "the Distribution"). The total Distribution will equate to R35.4 million.

The implications of the Distribution on shareholders are as follows:

- The gross dividend of 17.00 cents per PBT ordinary share from income reserves will be subject to dividend withholding tax at a rate of 20%. Consequently, a net final dividend of 13.60 cents per share will be distributed to those shareholders who are not exempt from paying dividend tax. In terms of dividend tax legislation, the dividend tax amount due will be withheld and paid over to the South African Revenue Service by a nominee company, stockbroker or Central Securities Depository Participant (CSDP) (collectively "regulated intermediary") on behalf of the shareholders. All shareholders should declare their status to their regulated intermediary, as they may qualify for a reduced dividend tax rate or exemption.
- The capital reduction distribution of 17.00 cents per PBT ordinary share is not subject to dividend withholding tax as it is paid out of capital reserves. As the capital reduction distribution will be regarded as a return of capital and may therefore have potential capital gains tax consequences, shareholders are advised to consult their tax advisers regarding the impact of the capital reduction distribution.

As at the date of declaration of the Distribution there were 104 163 255 PBT ordinary shares in issue. The Company's income tax reference number is 9725148713.

In compliance with the Companies Act, the Directors confirm and have resolved that the Company will satisfy the solvency and liquidity test immediately after the payment of the Distribution.

In accordance with the provisions of Strate Proprietary Limited, the electronic settlement and custody system used by the JSE Limited, the relevant dates for the Distribution are as follows:

Last day to trade "cum Distribution"	Tuesday, 16 July 2024
First trading day "ex Distribution"	Wednesday, 17 July 2024
Record date	Friday, 19 July 2024
Payment date	Monday, 22 July 2024

No share certificates may be dematerialised or rematerialised between Wednesday, 17 July 2024 and Friday, 19 July 2024, both days inclusive. Only the shareholders recorded in the Company's share register as at record date are entitled to receive the Distribution declared.

Payments for certificated shareholders will be transferred electronically to their bank accounts on the payment date. Shareholders who hold dematerialised shares will have their accounts at their CSDP or stockbroker credited on Monday, 22 July 2024.

41. EARNINGS PER SHARE AND HEADLINE EARNINGS PER SHARE

Cents		GROUP 2024	GROUP 2023
Earnings per share			
Basic earnings per share		**60.3**	77.5
Continuing operations		**62.6**	82.0
Discontinued operations		**(2.3)**	(4.5)
Diluted basic earnings per share		**60.3**	70.7
Continuing operations		**62.6**	74.8
Discontinued operations		**(2.3)**	(4.1)
Net asset value per share		**2.4**	3.8
Headline earnings per share			
Headline earnings per share		**59.5**	77.7
Continuing operations		**62.7**	82.2
Discontinued operations		**(3.2)**	(4.5)
Diluted headline earnings per share		**59.5**	70.8
Continuing operations		**62.7**	74.9
Discontinued operations		**(3.2)**	(4.1)
Distributions			
Interim capital reduction distribution		**26.00**	25.00
Final distribution		**34.00**	33.00
Special distribution paid		**150.00**	–
Basic earnings per share			
The calculation of basic earnings per share is based on the following:			
Profit attributable to ordinary shareholders	(Rand)	**61 977 088**	68 480 391
Continuing operations		**64 369 278**	72 467 128
Discontinued operations		**(2 392 190)**	(3 986 737)
Weighted average number of ordinary shares outstanding	(Number of shares)	**102 748 476**	88 320 976
Diluted basic earnings per share			
The calculation of diluted basic earnings per share is based on the following:			
Profit attributable to ordinary shareholders	(Rand)	**61 977 088**	68 480 391
Continuing operations		**64 369 278**	72 467 128
Discontinued operations		**(2 392 190)**	(3 986 737)
Diluted weighted average number of shares	(Number of shares)	**102 748 476**	96 878 366
Weighted average number of ordinary shares outstanding	(Number of shares)	**102 748 476**	88 320 976
Dilutive effect of options due to the IFRS 2 treatment of the preference share investment (refer to note 17)	(Number of shares)	**–**	8 557 390

Options are dilutive when they would result in the issue of ordinary shares for less than the average market price of ordinary shares during the period. The amount of the dilution is the average market price of ordinary shares during the period minus the issue price. The transactions as mentioned in note 13 Share capital are treated as options for accounting purposes. A calculation has therefore been performed to determine what the dilutive effect of these options are on earnings per share. There was no dilution in the current year.

41. EARNINGS PER SHARE AND HEADLINE EARNINGS PER SHARE (CONTINUED)

Cents		GROUP 2024	GROUP 2023
Net asset value per share			
The calculation of net asset value per share is based on the following:			
Total equity attributable to ordinary shareholders	(Rand)	**251 612 067**	400 713 206
Ordinary shares in issue at year-end	(Number of shares)	**104 211 308**	104 590 000
Weighted average number of ordinary shares			
Ordinary shares at the beginning of the period		**102 878 000**	83 743 317
Effect of shares repurchased, delisted and cancelled		**(120 443)**	(753 622)
Effect of treasury shares		**(9 081)**	5 331 281
		102 748 476	88 320 976

Headline earnings and diluted headline earnings per share

Reconciliation of earnings and headline earnings per share

Rand	GROUP 2024 Gross	GROUP 2024 Net	GROUP 2023 Gross	GROUP 2023 Net
Continuing operations				
Profit attributable to owners of the parent		**64 369 278**		72 467 128
(Profit)/loss on disposal of assets	**28 528**	**20 826**	(12 820)	(9 359)
Release of foreign currency translation reserve (FCTR) to the statement of profit or loss*	**–**	**–**	130 246	130 246
Impairment of assets	**–**	**–**	26 521	19 360
Headline earnings		**64 390 104**		72 607 376
Discontinued operations				
Loss attributable to owners of the parent		**(2 392 190)**		(3 986 737)
Loss on sale of investment	**1 677 762**	**1 677 762**	–	–
Release of FCTR to the statement of profit/loss*	**(2 525 836)**	**(2 525 836)**	–	–
Headline earnings		**(3 240 264)**		(3 986 737)

** The release of FCTR to the statement of profit or loss does not have any taxation effects.*

Headline earnings per share has been calculated in accordance with Circular 01/2023 issued by the South African Institute of Chartered Accountants.

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS [CONTINUED]

for the year ended 31 March 2024

42. SEGMENT REPORT

Following the sale of PBT Group (Australia) Proprietary Limited in the current year, management revisited the composition of the Group's reportable segments. In terms of IFRS 8 Segmental Reporting, the remaining Australian operations, being All Claims Proprietary Limited (All Claims), fell below the quantitative thresholds in terms of IFRS 8 paragraph 13 and therefore All Claims was reallocated to the Other segment. It was concluded that it was no longer useful to disclose Australia as a reportable segment.

Management further considered the remaining two segments, namely the South African segment and the Europe and United Kingdom segment. The Europe and United Kingdom segment fell below the quantitative threshold in terms of IFRS 8 paragraph 13 and therefore it was decided to combine this segment together with the existing South African segment, as these operating segments have similar economic characteristics and share the same nature of services, types of customers and methods used to provide services.

Due to the above changes to the composition of the Group's reportable segments, the prior-period disclosures have been reclassified. The revenue presented under the Other reporting segment relates solely to All Claims.

Continuing operations

- South Africa, and Europe and United Kingdom include consulting and implementation of data, management information software and healthcare administrations services in the Republic of South Africa, Europe and the United Kingdom.
- The Other operating segment includes All Claims, together with certain non-operating subsidiaries, including PBT Group Limited stand-alone entity.

Discontinued operations

- Australia included consulting and implementation of data, management information software and healthcare administrations services in Australia.

The Group evaluates segmental performance on the basis of profit or loss from operations calculated in accordance with IFRS but excluding the effects of share-based payments and non-recurring losses such as goodwill impairments.

	South Africa, Europe and United Kingdom		Australia	
Rand	2024	2023	2024	2023
Continuing operations				
Revenues from external customers	**1 071 476 568**	1 040 932 950	**–**	–
Earnings before interest, taxation, depreciation and amortisation (EBITDA)	**150 035 215**	154 072 363	**–**	–
Interest revenue	**5 717 109**	2 254 098	**–**	–
Interest expense	**(1 420 575)**	(2 312 047)	**–**	–
Depreciation and amortisation	**(6 225 584)**	(6 313 796)	**–**	–
Segment profit/(loss) for the year before taxation	**148 106 167**	147 700 621	**–**	–
Taxation	**(38 223 166)**	(37 870 612)	**–**	–
Segment profit/(loss) for the year after taxation	**109 882 999**	109 830 007	**–**	–
Discontinued operations				
Revenues from external customers	**–**	–	**16 758 952**	50 025 750
EBITDA	**–**	–	**(3 975 819)**	(3 315 385)
Interest revenue	**–**	–	**5 302**	10 564
Interest expense	**–**	–	**(24 319)**	(28 756)
Depreciation and amortisation	**–**	–	**(65 955)**	(761 188)
Segment profit/(loss) for the year before taxation	**–**	–	**(4 060 791)**	(4 094 766)
Taxation	**–**	–	**1 211 258**	1 414 461
Segment profit/(loss) for the year after taxation	**–**	–	**(2 849 533)**	(2 680 305)
Loss on disposal	**–**	–	**(1 677 762)**	–
Foreign currency translation reserve released through statement of profit or loss and other comprehensive income	**–**	–	**2 525 836**	–
Loss from discontinued operations (refer note 35)	**–**	–	**(2 001 458)**	(2 680 305)

Other		Total	
2024	**2023**	**2024**	**2023**
615 568	–	**1 072 092 136**	1 040 932 950
(6 453 762)	(2 047 890)	**143 581 452**	152 024 473
230 590	158 676	**5 947 698**	2 412 774
(785 279)	(39 979)	**(2 205 853)**	(2 352 027)
(2 687)	(2 024)	**(6 228 270)**	(6 315 819)
(7 011 138)	(1 931 218)	**141 095 027**	145 769 403
(583 453)	(60 857)	**(38 806 619)**	(37 931 469)
(7 594 591)	(1 992 075)	**102 288 408**	107 837 934
–	–	**16 758 952**	50 025 750
–	–	**(3 975 819)**	(3 315 386)
–	–	**5 302**	10 564
–	–	**(24 319)**	(28 756)
–	–	**(65 955)**	(761 189)
–	–	**(4 060 791)**	(4 094 766)
–	–	**1 211 258**	1 414 461
–	–	**(2 849 533)**	(2 680 305)
		(1 677 762)	–
–	–	**2 525 836**	–
–	–	**(2 001 458)**	(2 680 305)

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS [CONTINUED]

for the year ended 31 March 2024

42. SEGMENT REPORT (CONTINUED)

	South Africa, Europe and United Kingdom		Australia	
Rand	2024	2023	2024	2023
Total Group				
Revenues from external customers	**1 071 476 568**	1 040 932 950	**16 758 952**	50 025 750
EBITDA	**150 035 215**	154 072 363	**(3 975 819)**	(3 315 385)
Interest revenue	**5 717 109**	2 254 098	**5 302**	10 564
Interest expense	**(1 420 575)**	(2 312 047)	**(24 319)**	(28 756)
Depreciation and amortisation	**(6 225 584)**	(6 313 796)	**(65 955)**	(761 188)
Segment profit/(loss) for the year before taxation	**148 106 167**	147 700 621	**(4 060 791)**	(4 094 766)
Taxation	**(38 223 166)**	(37 870 612)	**1 211 258**	1 414 461
Segment profit/(loss) for the year after taxation	**109 882 999**	109 830 007	**(2 849 533)**	(2 680 305)
Loss on disposal (refer to note 35)	**–**	–	**(1 677 762)**	–
Foreign currency translation reserve released through statement of profit or loss and other comprehensive income (refer to note 35)	**–**	–	**2 525 836**	–
Loss from discontinued operations (refer note 35)	**–**	–	**(2 001 458)**	–
Segment assets*	**228 413 495**	390 929 119	**–**	13 018 557
Intangible assets	**26 532**	70 156	**–**	–
Total assets	**228 440 027**	390 999 279	**–**	13 018 557
Segment liabilities	**(93 736 664)**	(107 592 917)	**–**	(9 467 977)

** Goodwill is not managed as part of segment assets and has therefore been excluded.*

Other		Total	
2024	**2023**	**2024**	**2023**
615 568	–	**1 088 851 088**	1 090 958 700
(6 453 762)	(2 047 890)	**139 605 633**	148 709 088
230 590	158 676	**5 953 001**	2 423 338
(785 279)	(39 979)	**(2 230 172)**	(2 380 782)
(2 687)	(2 024)	**(6 294 225)**	(7 077 008)
(7 011 138)	(1 931 218)	**137 034 236**	141 674 638
(583 453)	(60 857)	**(37 595 361)**	(36 517 008)
(7 594 591)	(1 992 075)	**99 438 875**	105 157 628
–	–	**(1 677 762)**	–
–	–	**2 525 836**	–
–	–	**(2 001 458)**	–
4 813 153	2 471 083	**233 226 648**	406 418 758
3 069 666	121 895	**3 096 197**	192 051
7 882 819	2 592 978	**236 322 845**	406 610 813
(589 496)	(2 727 748)	**(94 326 161)**	(119 788 642)

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS [CONTINUED]

for the year ended 31 March 2024

42. SEGMENT REPORT (CONTINUED)

Rand	2024	2023
CONTINUING OPERATIONS		
Reconciliation of EBITDA		
Total consolidated EBITDA for reportable segments	**143 581 452**	152 024 473
Other operating gains/(losses)	**827 319**	(844 188)
Movement in credit loss allowances	**(1 202 515)**	99 432
Share-based payment expense	**(5 095 482)**	(5 261 357)
Intersegment cost of sales transfer*	**390 732**	625 866
Consolidated EBITDA	**138 501 506**	146 644 226
Reconciliation of profit before taxation		
Total consolidated profit before taxation for reportable segments	**141 095 027**	145 769 403
Other operating gains/(losses)	**827 319**	(844 188)
Movement in credit loss allowances	**(1 202 515)**	99 432
Share-based payment expense	**(5 095 482)**	(5 261 357)
Intersegment cost of sales transfer*	**390 732**	625 866
Consolidated profit before taxation	**136 015 080**	140 389 156
DISCONTINUED OPERATIONS		
Reconciliation of losses before interest, taxation, depreciation and amortisation		
Total consolidated losses before interest, taxation, depreciation and amortisation for reportable segments	**(3 975 819)**	(3 315 386)
Movement in credit loss allowances	**–**	(680 566)
Intersegment cost of sales transfer*	**(390 732)**	(625 866)
Consolidated losses before interest, taxation, depreciation and amortisation	**(4 366 551)**	(4 621 818)
Reconciliation of loss from discontinued operations		
Total loss from discontinued operations for reportable segments	**(2 001 458)**	(2 680 305)
Reconciling items:		
Movement in credit loss allowances	**–**	(680 566)
Intersegment cost of sales transfer*	**(390 732)**	(625 866)
Loss from discontinued operations	**(2 392 190)**	(3 986 737)
Reconciliation of assets		
Total assets for reportable segments	**236 322 845**	406 610 811
Goodwill	**135 668 135**	135 668 135
Consolidated total assets	**371 990 980**	542 278 946

* *Certain cost of sale expenses were transferred from the Australia segment to the South Africa, Europe and United Kingdom segment.*

Information about customers

During the current financial year one customer (2023: one customers) represented 10% or more of the total revenue from external customers.

	2024		2023	
	%	Rand	%	Rand
Customer A	**10.08**	**108 058 711**	11.51	125 548 426

REPORTING ACCOUNTANT'S REPORT

The Directors
PBT Group Limited
Registration number 1936/008278/06
2 Mews Close
Waterford Mews
Century City
7441

28 June 2024

Dear Sirs/Mesdames

INDEPENDENT REPORTING ACCOUNTANT'S LIMITED ASSURANCE REPORT ON THE COMPILATION OF THE NORMALISED EARNINGS INFORMATION OF PBT GROUP LIMITED ("PBT" OR "THE COMPANY")

We have undertaken a limited assurance engagement to report on the compilation of the normalised earnings, normalised headline earnings, normalised weighted average number of shares, normalised earnings per share and normalised headline earnings per share (collectively referred to as "Normalised Earnings Information") of PBT. The Directors compiled the Normalised Earnings Information of PBT as set out on page 17 of the PBT Group Limited Integrated Report (referred to as the "Integrated Report").

The Normalised Earnings Information for the period ended 31 March 2024 have been presented by the Directors to illustrate the impact of removing the accounting effect of IFRS Accounting Standards (IFRS) 2 Share-based Payments from PBT's earnings, headline earnings, weighted average number of shares, earnings per share and headline earnings per share as disclosed in note 41 to PBT's financial statements for the period ended 31 March 2024, which is included in the Integrated Report.

DIRECTORS' RESPONSIBILITY FOR THE NORMALISED EARNINGS INFORMATION

The Directors are responsible for determining the criteria applied to calculate the Normalised Earnings Information, and for the calculation, compilation and presentation of the Normalised Earnings Information as per the criteria set out on page 17 of the Integrated Report and in accordance with the requirements of sections 8.18, 8.19, 8.20, 8.30, 8.31 and 8.48(b) of the JSE Listings Requirements (referred to as "the applicable JSE Listings Requirements").

OUR INDEPENDENCE AND QUALITY CONTROL

We have complied with the independence and other ethical requirements of the Code of Professional Conduct for Registered Auditors issued by the Independent Regulatory Board for Auditors (IRBA Code). The IRBA Code is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour; and it 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).*

Our firm applies the International Standard on Quality Management 1, *Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements,* which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards, and applicable legal and regulatory requirements.

REPORTING ACCOUNTANT'S RESPONSIBILITY

Our responsibility is to express a limited assurance conclusion on whether the Normalised Earnings Information has been compiled, in all material respects by the Directors based on the criteria set out on page 17 of the Integrated Report and in accordance with the applicable JSE Listings Requirements, based on our procedures performed.

We conducted our engagement in accordance with the International Standard on Assurance Engagements (ISAE) 3000 (Revised), *Assurance Engagements other than Audits or Reviews of Historical Financial Information,* issued by the International Auditing and Assurance Standards Board. This standard requires that we plan and perform procedures to obtain limited assurance about whether the Normalised Earnings Information are free from material misstatement. A limited assurance engagement undertaken in accordance with ISAE 3000 (Revised) involves assessing the suitability of PBT's reporting criteria as the basis of preparing the Normalised Earnings Information, assessing the risks of material misstatement of the Normalised Earnings Information whether due to fraud or error, responding to the assessed risks as necessary in the circumstances, and evaluating the overall presentation of the Normalised Earnings Information.

A limited assurance engagement is substantially less in scope than a reasonable assurance engagement in relation to both risk assessment procedures, including an understanding of internal control, and the procedures performed in response to the assessed risks. The procedures we performed were based on our professional judgement and included inquiries, inspection of documents, evaluating the appropriateness of quantification methods and reconciling with underlying records.

REPORTING ACCOUNTANT'S REPORT [CONTINUED]

Given the circumstances of the engagement, in performing the procedures listed above we:

- Inquired from the Directors to obtain an understanding of the Normalised Earnings Information compiled, the internal control environment, risk assessment process and information systems relevant to the preparation of this information.
- Evaluated the reasonableness of the criteria established to prepare the Normalised Earnings Information based on the purpose for which this information is prepared.
- Agreed the unadjusted earnings information to the earnings information presented in the financial statements.
- Agreed the IFRS 2 adjustments to the information presented in the financial statements.
- Confirmed the arithmetic accuracy of the Normalised Earnings Information.
- Evaluated the Normalised Earnings Information presented to assess whether it has been presented in accordance with the applicable JSE Listings Requirements.

The procedures performed in a limited assurance engagement vary in nature and timing, and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had we performed a reasonable assurance engagement. Consequently, we do not express a reasonable assurance opinion about whether the Normalised Earnings Information have been prepared, in all material respects, in accordance with the criteria set out on page 17 of the Integrated Report and in accordance with the applicable JSE Listings Requirements.

LIMITED ASSURANCE CONCLUSION

Based on the procedures we have performed and the evidence we have obtained, nothing has come to our attention that causes us to believe that the Normalised Earnings Information included on page 17 of the Integrated Report is not prepared, in all material respects, in accordance with the criteria set out on page 17 of the Integrated Report and in accordance with the requirements of the applicable JSE Listings Requirements.

PURPOSE OF REPORT AND CONSENT

The Normalised Earnings Information has been prepared by the Directors to illustrate the impact of removing the accounting effect of IFRS 2 Share-based Payments from PBT's earnings, headline earnings, weighted average number of shares, earnings per share and headline earnings per share as disclosed in note 41 to PBT's financial statements for the period ended 31 March 2024, which is included in the Integrated Report. Consequently, the Normalised Earnings Information may not be suitable for any other purpose.

Our report has been prepared to satisfy the requirements of section 8.48(b) of the JSE Listings Requirements and for no other purpose. We consent to the inclusion of our report on the Normalised Earnings Information in the Integrated Report.

Yours faithfully

BDO South Africa Inc

BDO South Africa Incorporated
Chartered Accountants (SA)
Registered Auditors

per B van der Walt
Chartered Accountant (SA)
Registered Auditor
JSE Reporting Accountant Specialist

NOTICE OF ANNUAL GENERAL MEETING

2024

PBT group
DATA SPECIALISTS

PBT group
DATA SPECIALISTS

PBT GROUP LIMITED
(Incorporated in the Republic of South Africa)
(Registration number: 1936/008278/06)
JSE share code: PBG ISIN: ZAE000256319
("PBT Group" or "the Company" or "the Group")

NOTICE OF ANNUAL GENERAL MEETING

For the year ended 31 March 2024

NOTICE IS HEREBY GIVEN that the next Annual General Meeting (AGM) of the shareholders of the Company will be held entirely by electronic communication, on Friday, 2 August 2024 at 10:00, to conduct the undermentioned business and for the undermentioned ordinary and special resolutions to be proposed:

PBT Group appointed The Meeting Specialist Proprietary Limited (TMS) to remotely host the AGM on an interactive electronic platform, in order to facilitate remote participation and voting by shareholders. TMS will also act as scrutineers.

Kindly note that, in terms of section 63(1) of the Companies Act, No. 71 of 2008, as amended (Companies Act), AGM participants (including proxies) will be required to provide identification to the reasonable satisfaction of the Chairman of the AGM, if they are not known to the Chairman, before being entitled to participate in or vote at the AGM, as more fully detailed in this notice. Forms of identification that will be accepted include certified copies of valid identity documents, driver's licences and passports. If in doubt as to whether any document will be regarded as satisfactory proof of identification, AGM participants should contact the Transfer Secretaries for guidance.

PRESENTATION OF AUDITED FINANCIAL STATEMENTS

The audited consolidated financial statements of the Company, including the reports of the Directors, the Audit and Risk Committee and the independent auditors, for the year ended 31 March 2024, will be presented to shareholders as required in terms of section 30(3)(d) of the Companies Act. The complete set of audited consolidated annual financial statements, together with the Directors' and independent auditors' reports are set out on pages 41 to 124 of the Company's Integrated Report for the year ended 31 March 2024 (Integrated Report), the Audit and Risk Committee's report is set out on pages 36 to 38 and the Remuneration Policy and Implementation Report are set out on pages 28 and 29 thereof.

ORDINARY RESOLUTIONS

To consider, and if deemed fit, pass, the undermentioned Ordinary Resolutions Numbers 1 to 7 with or without modification in the manner required by the Companies Act, as read with the JSE Limited (JSE) Listings Requirements.

In order to be adopted:

- Ordinary Resolutions Numbers 1, 2, 3, 5, 6 and 7 require the support of more than 50% (fifty percent) of the total number of votes exercisable by shareholders present or represented by proxy at the meeting; and
- Ordinary Resolution Number 4 requires the support of at least 75% (seventy-five percent) of the total number of votes exercisable by shareholders present or represented by proxy at the meeting in terms of the Listings Requirements of the JSE (Listings Requirements).

1. Ordinary Resolution Number One

THE REAPPOINTMENT OF THE INDEPENDENT AUDITOR AND APPOINTMENT OF THE DESIGNATED AUDITOR

To reappoint, as recommended by the Company's Audit and Risk Committee, the firm BDO South Africa Inc. as independent auditor, and Donvé Forbes as the individual designated auditor, of the Company for the ensuing period terminating upon the conclusion of the next AGM of the Company.

2. Ordinary Resolution Number Two

THE REAPPOINTMENT OF NON-EXECUTIVE DIRECTORS

To re-elect the following Non-Executive Directors who, in terms of the Company's Memorandum of Incorporation (MOI), retire by rotation at the AGM, but, being eligible, offer themselves for re-election.

2.1 Cheree Dyers; and

2.2 Tony Taylor.

Brief biographies of the aforementioned Non-Executive Directors are included on pages 20 and 21 of this document.

The appointments numbered 2.1 and 2.2 constitute separate ordinary resolutions and will be considered by separate votes.

3. Ordinary Resolution Number Three

THE APPOINTMENT OF THE AUDIT AND RISK COMMITTEE FOR THE ENSUING YEAR

To elect the following Directors, who are eligible and offer themselves for election, to the Audit and Risk Committee for the ensuing year, as recommended by the Board of Directors of the Company (Board) in accordance with section 94(2) of the Companies Act:

3.1 Arthur Winkler (Chairman);

3.2 Cheree Dyers – subject to the approval of Ordinary Resolution Number 2.1; and

3.3 Tony Taylor – subject to the approval of Ordinary Resolution Number 2.2.

Brief biographies of the aforementioned Non-Executive Directors are included on pages 20 and 21 of this document.

The appointments numbered 3.1 to 3.3 constitute separate ordinary resolutions and will be considered by separate votes.

4. Ordinary Resolution Number Four

GENERAL AUTHORITY TO ISSUE SECURITIES FOR CASH

To authorise the Board, by way of a general authority, to allot and issue for cash any or all of its authorised but unissued ordinary shares and to issue any options/convertible securities that are convertible into an existing class of equity securities in the share capital of the Company as they in their discretion may deem fit, without restriction, subject to the provisions of the Listings Requirements, the Companies Act and the MOI of the Company, and provided further that:

(a) the approval shall be valid until the date of the next AGM, provided it shall not extend beyond 15 (fifteen) months from the date of this resolution;

(b) the number of ordinary shares issued for cash shall, in any one financial year in the aggregate, not exceed 31 248 976 shares, being 30% (thirty percent) of the Company's issued shares as at the date of this notice, excluding treasury shares;

(c) after the Company has issued shares in terms of this general authority representing, on a cumulative basis within a financial year, 5% (five percent) or more of the number of shares in issue prior to that issue, the Company will publish an announcement containing full details of the issue, including the effects of the issue on the net asset value per share, net tangible asset value per share, earnings per share, headline earnings per share, and diluted earnings and headline earnings per share;

(d) in determining the price at which an issue of shares may be made in terms of this authority, the maximum discount at which such shares may be issued will be 10% (ten percent) of the weighted average traded price on the JSE of those shares over the 30 (thirty) business days prior to the date that the price of the issue is determined or agreed between the issuer and the party subscribing for the securities. The JSE will be consulted for a ruling if the Company's shares have not traded in such 30 (thirty)-business-day period;

(e) any shares issued under this authority during the period contemplated in paragraph (a) above, must be deducted from the number in paragraph (b) above;

(f) in the event of a subdivision or consolidation of issued shares during the period contemplated in paragraph (a) above, the existing authority must be adjusted accordingly to represent the same allocation ratio;

(g) any such issue will only be made to public shareholders as defined in the Listings Requirements and not to related parties, save therefore that related parties may participate in a general issue for cash through a bookbuild process, provided that (i) related parties may only participate with a maximum bid price at which they are prepared to take up shares or at book close price. In the event of a maximum bid price and the book closes at a higher price the relevant related party will be "out of the book" and not be allocated shares; and (ii) equity securities must be allocated equitably "in the book" through the bookbuild process and the measures to be applied must be disclosed in the JSE's Stock Exchange News Service (SENS) announcement launching the bookbuild; and

(h) the shares, which are the subject of the issue for cash, will be of a class already in issue or, where this is not the case, will be limited to such shares or rights that are convertible to a class already in issue.

EXPLANATORY NOTE:

The reason for this ordinary resolution is, and the effect thereof will be, to authorise the Board to allot and issue, for cash, any of the Company's unissued ordinary shares, as they in their discretion deem fit, subject to the applicable provisions of the Listings Requirements, the Companies Act, the MOI and this resolution.

As mentioned above, in terms of the Listings Requirements, this ordinary resolution requires the support of at least 75% (seventy-five percent) of the total number of votes exercisable by shareholders present or represented by proxy at the meeting.

5. Ordinary Resolution Number Five

GENERAL PAYMENTS

To authorise the Board, in terms of the MOI and subject to the provisions of the Companies Act and the Listings Requirements, from time to time, to effect general payments to shareholders of the Company by way of a reduction of share premium or capital distribution in lieu of a dividend. Such payments shall be made pro rata to all shareholders and shall be amounts equal to the amounts which the Board would have declared and paid out of profits of the Company as interim, final or special distributions in respect of the financial year ending 31 March 2024. This authority shall not extend beyond the date of the AGM following the date of the AGM at which this resolution is being proposed, or 15 months from the date of this resolution, whichever is shorter.

It is the intention of the Company and/or any of its subsidiaries to utilise the general authority to make a general payment to shareholders, if at some future date the cash resources of the Company are in excess of its requirements. In this regard, the Board will take account of, inter alia, appropriate capitalisation structures for the Company as well as the long-term cash needs of the Company and will ensure that any such payments are in the interests of shareholders.

The method by which the Company intends to make general payments to shareholders in terms of a general authority and the date on which such payments will take place has not yet been determined.

6. Ordinary Resolution Number Six

NON-BINDING ADVISORY VOTE ON THE REMUNERATION POLICY OF THE COMPANY AND THE IMPLEMENTATION OF THE REMUNERATION POLICY OF THE COMPANY

To endorse, by way of non-binding votes:

6.1 the Company's Remuneration Policy detailed on page 28 of the Company's Integrated Report; and

6.2 the Company's Remuneration Implementation Report detailed on page 29 of the Company's Integrated Report.

The ordinary resolutions numbered 6.1 and 6.2 constitute separate ordinary resolutions and will be considered by separate votes.

In accordance with Principle 14 of the King Report on Corporate Governance for South Africa, 2016 (King IV™), the Company's Remuneration Policy and Remuneration Implementation Report are tabled for consideration by shareholders. These votes enable shareholders to express their views on the remuneration policies adopted by the Company and on the implementation thereof.

Ordinary Resolution Numbers 6.1 and 6.2 are of an advisory nature only and failure to pass these resolutions will therefore not have any legal consequences relating to existing remuneration arrangements, however, the Board

will take the outcome of the votes on these resolutions into consideration when considering amendments to the Company's Remuneration Policy. Should either of the resolutions, or both, be opposed by 25% (twenty-five percent) or more of the total number of votes exercisable by shareholders present or represented by proxy at the AGM, the Board will issue an invitation, included in the announcement to shareholders advising of the results of the AGM, to be published on SENS on Friday, 2 August 2024, to those shareholders who voted against the applicable resolution to engage with the Company at a meeting scheduled for this purpose.

7. Ordinary Resolution Number Seven

DIRECTORS' OR GROUP COMPANY SECRETARY'S AUTHORITY TO IMPLEMENT RESOLUTIONS

To authorise each and every Director of the Company and/or the Group Company Secretary to do all such things and sign all documents and take all such actions as they consider necessary to give effect to and implement the ordinary and special resolutions as set out in this notice.

SPECIAL RESOLUTIONS

To consider and if deemed fit, pass, the undermentioned Special Resolutions Numbers 1 to 4, with or without modification in the manner required by the Companies Act, as read with the JSE Listings Requirements. In order to be adopted these resolutions require the support of at least 75% (seventy-five percent) of the total number of votes exercisable by shareholders present or represented by proxy at the meeting:

1. Special Resolution Number One

FINANCIAL ASSISTANCE

To authorise the Board, in terms of section 45 of the Companies Act, to cause the Company to provide any direct or indirect financial assistance to any Director or Prescribed Officer of the Company, or of a related or interrelated company, or to a related or interrelated company or corporation, or to a member of a related or interrelated company or corporation, or to a person (as defined in the Companies Act) related to any such company (including the Company), corporation, Director, Prescribed Officer or member (to the extent, if any, necessary in law) insofar as any Director or Prescribed Officer thereof is a participant thereof.

EXPLANATORY NOTE:

The reason for this special resolution is, and the effect thereof will be, to grant the Board the authority to cause the Company to provide financial assistance to any Director or Prescribed Officer of the Company or of a related or interrelated company, or to a related or interrelated company or corporation, or to a member of a related or interrelated corporation, or to a person related to any such company (including the Company), corporation, Director, Prescribed Officer or member, as contemplated in section 45 of the Act.

2. Special Resolution Number Two

FINANCIAL ASSISTANCE FOR SUBSCRIPTION OF SECURITIES

To authorise the Board, in terms of section 44 of the Act, to provide direct or indirect financial assistance by way of loans, guarantees, the provision of security or otherwise to any person (as defined in the Companies Act), for the purposes of, or in connection with, the subscription of any option, or any securities (as defined in the Companies Act), issued or to be issued by the Company or a related or interrelated company, or for the purchase of any securities of the Company or a related or interrelated company.

EXPLANATORY NOTE:

The reason for this special resolution is, and the effect thereof will be, to grant the Directors of the Company the authority to cause the Company to provide direct or indirect financial assistance to any person as contemplated in section 44 of the Companies Act for the purposes of the subscription of any option, or any securities issued or to be issued by the Company or a related or interrelated company, or for the purchase of any securities of the Company or a related or interrelated company.

3. Special Resolution Number Three

GENERAL AUTHORITY TO REPURCHASE SHARES

To authorise the Company (or one of its subsidiaries) to repurchase or purchase, as the case may be, ordinary shares issued by the Company on such terms and conditions and in such amounts as the Directors of the Company may from time to time determine, but subject always to the provisions of sections 46 and 48 of the Companies Act, the Listings Requirements and the following limitations:

3.1 that the repurchase of shares be effected through the order book operated by the JSE trading system and be done without any prior understanding or arrangement between the Company and the counterparty (reported trades are prohibited);

3.2 that this authority shall not extend beyond 15 (fifteen) months from the date of this resolution or the date of the next AGM, whichever is the earlier date;

3.3 that authorisation thereto is given by the Company's MOI;

3.4 that an announcement be made giving such details as may be required in terms of the Listings Requirements when the Company (or a subsidiary or subsidiaries collectively) has cumulatively repurchased 3% (three percent) of the initial number (the number of that class of shares in issue at the time that this general authority is granted) of the relevant class of securities and for each 3% (three percent) in aggregate of the initial number of that class acquired thereafter;

3.5 at any one time, the Company (or any subsidiary) may only appoint one agent to effect any repurchase on behalf of the Company or any subsidiary (as the case may be);

3.6 the repurchase of shares by the Company or its subsidiaries will not take place during a prohibited period as defined by the Listings Requirements unless they have in place a repurchase programme where the dates and quantities of securities to be traded during the relevant period are fixed (not subject to any variation), and this programme has been submitted to the JSE in writing. The Company must instruct an independent third party, which makes its investment decisions in relation to the Company's securities independently of, and uninfluenced by, the Company, prior to commencement of the prohibited period to execute the repurchase programme submitted to the JSE;

3.7 the repurchase of shares shall not, in the aggregate, in any one financial year, exceed 10% (ten percent) of the Company's issued share capital at the time this authority is given, provided that a subsidiary of the Company (or subsidiaries of the Company collectively) shall not hold in excess of 10% (ten percent) of the number of shares issued by the Company;

3.8 the repurchase of shares may not be made at a price greater than 10% (ten percent) above the weighted average traded price of the market value of the shares as determined over the 5 (five) business days immediately preceding the date on which the transaction was effected; and

3.9 prior to entering the market to proceed with the repurchase, the Board shall have passed a resolution that it has authorised the repurchase, that the Company and its subsidiaries have passed the solvency and liquidity tests as set out in section 4 of the Companies Act and confirming that, since the tests were performed, there had been no material changes to the financial position of the Group.

EXPLANATORY NOTE:

The reason for this special resolution is, and the effect thereof will be, to grant, in terms of the provisions of the Companies Act and the Listings Requirements, and subject to the terms and conditions embodied in the said special resolution, a general authority to the Directors to approve the acquisition by the Company of its own shares, or by a subsidiary (or subsidiaries) of the Company of the Company's shares, which authority shall be used by the Directors at their discretion during the course of the period so authorised.

STATEMENT OF DIRECTORS

As at the date of this report, the Company's Directors undertake that, after considering the effect of the maximum repurchase permitted, they will not implement any such repurchase unless the provisions of sections 4 and 48 of the Companies Act will be complied with and for a period of 12 (twelve) months after such general repurchase:

(i) the Company and the Group will be able, in the ordinary course of business, to pay its debts;

(ii) the assets of the Company and the Group will be in excess of the liabilities of the Company and the Group, recognised and measured in accordance with IFRS Accounting Standards;

(iii) the share capital and reserves of the Company and the Group will be adequate for ordinary business purposes;

(iv) the working capital resources of the Company and the Group will be adequate for ordinary business purposes; and

(v) the Company and the Group will have complied with the applicable provisions of the Companies Act and the Listings Requirements.

DISCLOSURES REQUIRED IN TERMS OF THE LISTINGS REQUIREMENTS

In terms of the Listings Requirements the following disclosures are required with reference to the repurchase of the Company's shares as set out in Special Resolution Number 3:

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors, whose names are given on pages 20 and 21 of this report, collectively and individually, accept full responsibility for the accuracy of the information pertaining to the above special resolution and certify that to the best of their knowledge and belief there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that the above special resolution contains all information required by law and the Listings Requirements.

MATERIAL CHANGES

Other than the facts and developments reported on in this report, there have been no material changes in the affairs, financial or trading position of the Group since the signature date and the posting date thereof.

The following further disclosures required in terms of the Listings Requirements are set out in accordance with the reference pages in this document of which this notice forms part:

- major shareholders of the Company (refer to pages 10 and 11);
- share capital (refer to page 82);
- Directors (refer to pages 20 and 21); and
- Directors' interest in the Company's shares (refer to page 11).

4. Special Resolution Number Four

AUTHORITY TO PAY NON-EXECUTIVE DIRECTORS' FEES

That the Non-Executive Directors' fees paid for the period ended 31 March 2024 as set out on page 105 of this document be and are hereby approved.

Further, that the Non-Executive Directors' fees payable for the period 1 April 2024 to 31 March 2025 be and are hereby approved:

Rand	2025	2024
Director		
Tony Taylor (Chairman)	277 200	264 000
Cheree Dyers	230 760	219 720
Arthur Winkler	230 760	219 720
Pule Taukobong	230 760	219 720

Additional fees are paid to Non-Executive Directors for meeting attendance as follows:

Rand	2025	2024
Board meetings (per meeting)	15 250	14 520
Audit and Risk Committee (per meeting)	7 960	7 580
Remuneration and Nomination Committee (per meeting)	7 960	7 580
Social and Ethics Committee (per meeting)	7 960	7 580

NOTICE OF ANNUAL GENERAL MEETING [CONTINUED]

EXPLANATORY NOTE:
The reason for this special resolution is, and the effect thereof will be, to grant the Company the authority to pay fees to Non-Executive Directors for their services as Directors in terms of section 66 of the Companies Act. Furthermore, in terms of the Companies Act and King IV™, remuneration payable to Non-Executive Directors should be approved by shareholders in advance or within the previous 2 (two) years.

TO TRANSACT SUCH OTHER BUSINESS (IF ANY) AS MAY BE TRANSACTED AT AN AGM

ENTITLEMENT TO ATTEND AND VOTE AT THE AGM IN PERSON OR BY PROXY

- Equity securities held by a share trust or scheme will not have their votes at the AGM taken into account for the purposes of resolutions passed in terms of the Listings Requirements.
- Unlisted securities (if applicable) and shares held as treasury shares may not vote.

CERTIFICATED AND DEMATERIALISED SHAREHOLDERS WITH "OWN NAME" REGISTRATION

A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend, speak and vote in his/her place. The proxy need not be a member of the Company. It is requested that proxy forms be forwarded so as to reach the Transfer Secretaries by no later than 10:00 on Wednesday, 31 July 2024, to assist the company to timeously verify the identity of the shareholders and their proxies. Proxy forms may be presented at any time prior to or at the AGM, but not later than 08:00 on the day of the meeting in accordance with the instructions therein, by e-mailing those proxy forms to TMS at proxy@tmsmeetings.co.za.

Should proxy forms be presented at the Company's Transfer Secretaries, these must be completed and received at least 48 (forty-eight) hours before the commencement of the AGM (excluding weekends and public holidays) at meetfax@jseinvestorservices.co.za. Presentation of suitable identification by the proxy when registering his/her attendance on the day of the AGM will be required.

DEMATERIALISED SHAREHOLDERS, OTHER THAN WITH "OWN NAME" REGISTRATION

Shareholders who have already dematerialised their shares other than with "own name" registration, must advise their Central Securities Depository Participant (CSDP) or broker of their voting instructions if they are unable to attend the AGM, but wish to be represented thereat. This should be done by the cut-off time stipulated by their CSDP or broker. If, however, such members wish to participate in the AGM by electronic communication, then they will need to request their CSDP or broker to provide them with the necessary letter of representation in terms of the custody agreement entered into between the dematerialised shareholder and the CSDP or broker.

PARTICIPATION IN THE MEETING

The Board has determined the following salient dates in respect of the AGM:

	2024
Record date to receive the Notice of the Annual General Meeting	Friday, 28 June
Date of posting the Notice of Annual General Meeting	Friday, 5 July
Last date to trade to be eligible to vote	Tuesday, 23 July
Record date to be eligible to attend, participate and vote at the Annual General Meeting	Friday, 26 July
For administrative purposes, preferable date by which forms of proxy for the Annual General Meeting are requested to be lodged, by 10:00 on	Wednesday, 31 July
Annual General Meeting at 10:00	Friday, 2 August
Results of Annual General Meeting published on SENS on	Friday, 2 August

On a poll, every shareholder participating in person or represented by proxy or by letter of representation and entitled to vote shall be entitled to that proportion of the total votes in the Company which is the aggregate amount of the nominal value of all shares issued by the Company.

This Notice of AGM includes the attached proxy form.

ELECTRONIC PARTICIPATION

Shareholders who wish to electronically participate in and/or vote at the AGM are required to complete the Electronic Participation Application Form attached to this document on page 137 and e-mail same to TMS at proxy@tmsmeetings.co.za and contact them on +27 81 711 4255 as soon as possible, but in any event no later than 10:00 on Wednesday, 31 July 2024. Shareholders are strongly encouraged to submit votes by proxy before the meeting. If shareholders wish to participate in the AGM, they should instruct their CSDP or broker to issue them with the necessary letter of representation to participate in the AGM, in the manner stipulated in their custody agreement. These instructions must be provided to the CSDP or broker by the cut-off time and date advised by the CSDP or broker, to accommodate such requests.

TMS will assist shareholders with the requirements for electronic participation in, and/or voting at the AGM. TMS is further obliged to validate (in correspondence with PBT Group and, in particular, the Transfer Secretary, JSE Investor Services Proprietary Limited (JIS) and shareholders' CSDPs) each such shareholder's entitlement to participate in and/or vote at the AGM, before providing it with the necessary means to access the AGM and/or the associated voting platform.

Shareholders will be liable for their own network charges in relation to electronic participation in and/or voting at the AGM. Any such charges will not be for the account of the JSE, PBT Group and/or TMS. None of the JSE, PBT Group or TMS can be held accountable in the case of loss of network connectivity or other network failure due to insufficient airtime, internet connectivity, internet bandwidth and/or power outages which prevents any such shareholder from participating in and/or voting at the AGM.

Shareholders are reminded that they are still able to vote normally through proxy submission, despite deciding to participate either electronically or not at all in the AGM. Shareholders are strongly encouraged to submit votes by proxy in advance of the AGM to JSE Investor Services Proprietary Limited, One Exchange Square, 2 Gwen Lane, Sandown, Sandton, 2196 (PO Box 4844, Johannesburg, 2000) South Africa, e-mail meetfax@jseinvestorservices.co.za or facsimile 086 674 2450 by no later than 10:00 on Wednesday, 31 July 2024.

Kindly ensure that TMS is copied when submitting all completed proxy forms and/or letters of representation to JIS.

Please forward all relevant information to the below-mentioned:

The Meeting Specialist Proprietary Limited
JSE Building
One Exchange Square
2 Gwen Lane
Sandown, Sandton
South Africa
2196

Attention: Michael Wenner, Farhana Adam or Izzy van Schoor
Tel: +27 61 440 0654; +27 84 433 4836; +27 81 711 4255
E-mail: michael.wenner@tmsmeetings.co.za
E-mail: farhana.adam@tmsmeetings.co.za
E-mail: izzy.vanschoor@tmsmeetings.co.za
E-mail: proxy@tmsmeetings.co.za

As required in terms of section 63(1) of the Companies Act, before any person may attend or participate in the AGM, that person must present reasonably satisfactory identification and the presiding person at the meeting must be reasonably satisfied that the right of that person to participate and vote, either as a shareholder or as a proxy for a shareholder, has been reasonably verified. So as to comply with this verification procedure set out in section 63(1) of the Companies Act, shareholders wishing to participate electronically in the AGM are required to deliver written notice to TMS or JIS by e-mail to proxy@tmsmeetings.co.za or meetfax@jseinvestorservices.co.za by no later than 10:00 on Wednesday, 31 July 2024 that they wish to participate via electronic communication at the AGM (the electronic notice). For the electronic participation to be valid, it must contain:

- if the shareholder is an individual, a certified copy of his/her original identity document and/or passport and/or driver's licence;
- if the shareholder is not an individual, a certified copy of a resolution by the relevant entity and a certified copy of the identity documents and/or passports of the persons who passed the relevant resolution, which resolution must set out who from the relevant entity is authorised to represent the relevant entity at the AGM via electronic communication; and
- a valid e-mail address and/or mobile telephone number (the contact e-mail address/number).

SHAREHOLDER RIGHTS

In terms of section 58 of the Companies Act, shareholders have rights to be represented by proxy, as herewith stated.

1. At any time, a shareholder of the Company may appoint any individual, including an individual who is not a shareholder of the Company, as a proxy to:
   (a) participate in, and speak and vote at, a shareholders' meeting on behalf of the shareholder; or
   (b) give or withhold written consent on behalf of the shareholder to a decision contemplated in section 60,

   provided that the shareholder may appoint more than 1 (one) proxy to exercise voting rights attached to different shares held by the shareholder.

2. A proxy appointment:
   (a) must be in writing, dated and signed by the shareholder; and
   (b) remains valid for:
      (i) 1 (one) year after the date on which it was signed; or
      (ii) any longer or shorter period expressly set out in the appointment, unless it is revoked in a manner contemplated in subsection (4)(c), or expires earlier as contemplated in subsection (8)(d).

3. Except to the extent that the MOI of the Company provides otherwise:
   (a) a shareholder of the Company may appoint 2 (two) or more persons concurrently as proxies, and may appoint more than 1 (one) proxy to exercise voting rights attached to different securities held by the shareholder;

NOTICE OF ANNUAL GENERAL MEETING [CONTINUED]

(b) a proxy may delegate the proxy's authority to act on behalf of the shareholder to another person, subject to any restriction set out in the instrument appointing the proxy; and

(c) a copy of the instrument appointing a proxy must be delivered to the Company, or to any other person on behalf of the Company, before the proxy exercises any rights of the shareholder at a shareholders' meeting.

4. Irrespective of the form of instrument used to appoint a proxy:

(a) the appointment is suspended at any time and to the extent that the shareholder chooses to act directly and in person in the exercise of any rights as a shareholder;

(b) the appointment is revocable unless the proxy appointment expressly states otherwise; and

(c) if the appointment is revocable, a shareholder may revoke the proxy appointment by:
(i) cancelling it in writing, or making a later inconsistent appointment of a proxy; and
(ii) delivering a copy of the revocation instrument to the proxy and to the Company.

5. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the shareholder as of the later of:

(a) the date stated in the revocation instrument, if any; or

(b) the date on which the revocation instrument was delivered as required in subsection (4)(c)(ii).

6. If the instrument appointing a proxy or proxies has been delivered to the Company, as long as that appointment remains in effect, any notice that is required by the Companies Act or the Company's MOI to be delivered by the Company to the shareholder must be delivered by the Company to:

(a) the shareholder; or

(b) the proxy or proxies, if the shareholder has:
(i) directed the Company to do so, in writing; and
(ii) paid any reasonable fee charged by the Company for doing so.

7. A proxy is entitled to exercise, or abstain from exercising, any voting right of the shareholder without direction, except to the extent that the MOI, or the instrument appointing the proxy, provides otherwise.

8. If the Company issues an invitation to shareholders to appoint 1 (one) or more persons named by the Company as a proxy, or supplies a form of instrument for appointing a proxy:

(a) the invitation must be sent to every shareholder which is entitled to notice of the meeting at which the proxy is intended to be exercised;

(b) the invitation, or form of instrument supplied by the Company for the purpose of appointing a proxy, must:
(i) bear a reasonably prominent summary of the rights established by this section;
(ii) contain adequate blank space, immediately preceding the name or names of any person or persons named in it, to enable a shareholder to write in the name and, if so desired, an alternative name of a proxy chosen by the shareholder; and
(iii) provide adequate space for the shareholder to indicate whether the appointed proxy is to vote in favour of or against any resolution or resolutions to be put at the meeting, or is to abstain from voting;

(c) the Company must not require that the proxy appointment be made irrevocable; and

(d) the proxy appointment remains valid only until the end of the meeting at which it was intended to be used, subject to subsection (5).

9. Subsection (8)(b) and (d) does not apply if the Company merely supplies a generally available standard form of proxy appointment on request by a shareholder.

By order of the Board

Anastassia Sousa CA (SA)
Company Secretary

Cape Town
28 June 2024

FORM OF PROXY

PBT GROUP LIMITED
(Incorporated in the Republic of South Africa)
(Registration number: 1936/008278/06)
JSE share code: PBG ISIN: ZAE000256319
("PBT Group" or "the Company" or "the Group")

FOR USE AT THE ANNUAL GENERAL MEETING (AGM) OF THE COMPANY TO BE HELD ENTIRELY BY ELECTRONIC COMMUNICATION ON 2 AUGUST 2024 at 10:00, AND AT ANY ADJOURNMENT THEREOF

THIS FORM OF PROXY IS ONLY FOR USE BY:

- shareholders who hold their shares in certificated form; and
- shareholders who hold dematerialised shares with "own name" registration.

Other shareholders must give their voting instructions to their Central Securities Depository Participant (CSDP) or broker (see note 8).

It is required that proxy forms be forwarded so as to reach the Transfer Secretaries by no later than 10:00 on Wednesday, 31 July 2024, so as to assist the Company to timeously verify the identity of shareholders and their proxies who wish to participate by electronic communication at the AGM. If shareholders who have not dematerialised their shares or who have dematerialised their shares with "own name" registration and who are entitled to participate in and vote at the AGM do not deliver the proxy forms to the Transfer Secretaries, they will nevertheless be entitled to lodge the form of proxy in respect of the AGM immediately prior to the AGM, but not later than 08:00 on the day of the meeting in accordance with the instructions therein, by e-mailing those proxy forms to TMS at proxy@tmsmeetings.co.za.

Each shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy (who need not be a shareholder of the Company) to attend, participate in and speak and vote in place of that shareholder at the AGM, and at any adjournment thereafter.

Please note the following:

- the appointment of your proxy may be suspended at any time to the extent that you choose to act directly and in person in the exercise of your rights as a shareholder at the AGM;
- the appointment of the proxy is revocable; and
- you may revoke the proxy appointment by (i) cancelling it in writing, or making a later inconsistent appointment of a proxy; and (ii) delivering a copy of the revocation instrument to the proxy and to the Company.

Please note that any shareholder of the Company that is a company may authorise any person to act as its representative at the AGM.

Please also note that section 63(1) of the Act requires that persons wishing to participate in the AGM (including the aforementioned representative) provide satisfactory identification before they may so participate.

I/We (full name in block letters) _____

of (please print address) _____

being the registered holder/s of _____ ordinary shares hereby appoint

1. _____ whom failing

2. _____ whom failing

3. the Chairman of the AGM, as my/our proxy to act for me/us and on my/our behalf at the AGM of the Company to be held on Friday, 2 August 2024 and at any adjournment thereof as follows:

		Number of shares		
		For	Against	Abstain
Ordinary Resolution Number 1	Reappointment of the independent auditor and appointment of the designated auditor of the Company			
Ordinary Resolution Number 2.1	Reappointment of Cheree Dyers as Non-Executive			
Ordinary Resolution Number 2.2	Reappointment of Tony Taylor as Non-Executive			
Ordinary Resolution Number 3.1	Reappointment of Arthur Winkler as Audit and Risk Committee member			
Ordinary Resolution Number 3.2	Reappointment of Cheree Dyers as Audit and Risk Committee member			
Ordinary Resolution Number 3.3	Reappointment of Tony Taylor as Audit and Risk Committee member			
Ordinary Resolution Number 4	General authority to issue securities for cash			
Ordinary Resolution Number 5	General payments			
Ordinary Resolution Number 6.1	Endorsement of Remuneration Policy			
Ordinary Resolution Number 6.2	Implementation of Remuneration Policy			
Ordinary Resolution Number 7	Directors' or Group Company Secretary's authority to implement resolutions			
Special Resolution Number 1	Financial assistance			
Special Resolution Number 2	Financial assistance for subscription of securities			
Special Resolution Number 3	General authority to repurchase shares			
Special Resolution Number 4	Authority to pay Non-Executive Directors' fees			

Insert an "X" in the relevant spaces above according to how you wish your votes to be cast. If you wish to cast your votes in respect of a lesser number of shares than you own in the Company, insert the number of shares held in respect of which you desire to vote (see note 2).

This proxy shall be valid only until the AGM of the shareholders of the Company to be held on Friday, 2 August 2024 and any adjournment thereof.

Signed at _____ on _____ 20_____.

Signature _____

(Authority of signatory to be attached if applicable – see note 5)

Assisted by me (where applicable – see note 10) _____ Telephone number _____

Please also read the notes overleaf.

NOTES TO THE PROXY

1. A shareholder may insert the name of a proxy or the names of 2 (two) alternative proxies of the shareholder's choice in the space/s provided with or without deleting "the Chairman of the AGM". The person whose name appears first on the form of proxy and who is present at the AGM will be entitled to act as proxy to the exclusion of those whose names follow.
2. A shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by that shareholder in the appropriate box provided. If there is no clear indication as to the voting instructions to the proxy, the proxy form will be deemed to authorise the proxy to vote or to abstain from voting at the AGM as he/she deems fit in respect of all the shareholder's votes exercisable thereat.
3. A shareholder or his/her proxy is not obliged to use all the votes exercisable by the shareholder or his/her proxy, but the total of votes cast and in respect of which any abstention is recorded may not exceed the total votes exercisable by the shareholder or his/her proxy.
4. Any deletion, alteration or correction to this form of proxy must be initialled by the signatory/ies, but any such alteration or correction will only be validly made if it is accepted by the Chairperson.
5. Documentary evidence establishing the authority of a person signing this form of proxy in the representative capacity must be attached to this form of proxy unless previously recorded by the Company.
6. Forms of proxy must be delivered to JSE Investor Services Proprietary Limited before a proxy may exercise any voting rights at the AGM by returning them to JSE Investor Services Proprietary Limited, to be received on or before 10:00 on Wednesday, 31 July 2024. Forms can be posted or e-mailed. E-mail to meetfax@jseinvestorservices.co.za or post to JSE Investor Services Proprietary Limited, One Exchange Square, 2 Gwen Lane, Sandown, Sandton, 2196 (PO Box 4844, Johannesburg, 2000) or, if not so received by 10:00 on Wednesday, 31 July 2024, by e-mailing it to TMS at proxy@tmsmeetings.co.za at any time before the commencement of the AGM but not later than 08:00 on the day of the AGM.
7. The completion and lodging of this form of proxy by certificated members and dematerialised members with "own name" registration will not preclude the shareholder from attending the AGM and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, in which case the appointment of any proxy will be suspended to the extent that the shareholder chooses to act in person in the exercise of his/her voting rights at the AGM.
8. Dematerialised shareholders, other than with "own name" registration, must advise their CSDP or broker of their voting instructions if they are unable to attend the AGM, but wish to be represented thereat. This should be done by the cut-off time stipulated by their CSDP or broker. If, however, such members wish to attend the AGM electronically, then they will need to request their CSDP or broker to provide them with the necessary letter of representation in terms of the custody agreement entered into between the dematerialised shareholder and the CSDP or broker.
9. A form of proxy shall be deemed to include the right to demand or join in demanding a poll.
10. A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the Company Secretary.

Registered office	**Postal address**	**Transfer Secretaries**
2 Mews Close	PO Box 276	JSE Investor Services Proprietary Limited
Waterford Mews	Century City	One Exchange Square, 2 Gwen Lane, Sandown, Sandton, 2196
Century City	7446	PO Box 4844
7441	Tel: 021 551 0937	Johannesburg, 2000

ELECTRONIC PARTICIPATION APPLICATION FORM

PBT group
DATA SPECIALISTS

PBT GROUP LIMITED
(Incorporated in the Republic of South Africa)
(Registration number: 1936/008278/06)
JSE share code: PBG ISIN: ZAE000256319
("PBT Group" or "the Company" or "the Group")

ELECTRONIC PARTICIPATION IN THE PBT GROUP ANNUAL GENERAL MEETING (AGM)

1. Shareholders or their proxies who wish to participate in the AGM via electronic communication (Participants), must deliver the Electronic Participation Application Form below to TMS via e-mail to proxy@tmsmeetings.co.za.
2. Participants will be able to vote during the AGM through an electronic participation platform. Such Participants, should they wish to have their vote/s counted at the AGM, must provide TMS with the information requested below.
3. Each Participant, who has complied with the requirements below, will be contacted between Wednesday, 31 July 2024 and Thursday, 1 August 2024 via e-mail/mobile with a unique link to allow them to participate in the virtual meeting.
4. The cost of the Participant's phone call or data usage will be at his/her own expense and will be billed separately by his/her own service provider.
5. The cut-off time, for administrative purposes, to participate in the meeting will be 10:00 on Wednesday, 31 July 2024.
6. The Participant's unique link will be forwarded to the e-mail/cell number provided in the Electronic Participation Application Form below.

Name and surname of shareholder _____

Name and surname of shareholder representative (if applicable) _____

ID Number _____

E-mail Address _____

Cell Number _____

Telephone Number _____

Name of CSDP or Broker _____
(if shares are held in dematerialised format)

SCA Number or Broker Account Number _____

Number of Shares _____

Signature _____ Date _____

Terms and conditions for participation at the PBT Group AGM via electronic communication

1. The cost of dialling in using a telecommunication line/webcast/web-streaming to participate in the AGM is for the expense of the Participant and will be billed separately by the Participant's own service provider.
2. The Participant acknowledges that the telecommunication lines/webcast/web-streaming are provided by a third party and indemnifies PBT Group, the JSE Limited and TMS against any loss, injury, damage, penalty or claim arising in any way from the use or possession of the telecommunication lines/webcast/web-streaming, whether or not the problem is caused by any act or omission on the part of the Participant or anyone else. In particular, but not exclusively, the Participant acknowledges that he/she will have no claim against PBT Group, the JSE Limited and TMS, whether for consequential damages or otherwise, arising from the use of the telecommunication lines/webcast/web-streaming or any defect in it or from total or partial failure of the telecommunication lines/webcast/web-streaming and connections linking the telecommunication lines/webcast/web-streaming to the AGM.
3. Participants will be able to vote during the AGM through an electronic participation platform. Such Participants, should they wish to have their vote/s counted at the AGM, must act in accordance with the requirements set out above.
4. Once the Participant has received the link, the onus to safeguard this information remains with the Participant.
5. The application will only be deemed successful if the Electronic Participation Application Form has been completed and fully signed by the Participant and e-mailed to TMS at proxy@tmsmeetings.co.za.

Shareholder's name _____

Signature _____ Date _____

GLOSSARY

AGM	Annual General Meeting
B-BBEE	Broad-based Black Economic Empowerment
BEE	Black Economic Empowerment
BLACK	Africans, Coloureds and Indians, as defined in the B-BBEE Codes of Good Practice
BOARD	the Board of Directors of the Company
CAPM	Capital Asset Pricing Model
CEO	Chief Executive Officer
CFO	Chief Financial Officer
CGU	cash-generating unit
COMPANIES ACT	South African Companies Act, Act 71 of 2008 (as amended)
CSDP	Central Securities Depository Participant
CSI	corporate social investment
ECL	expected credit losses
EBITDA	earnings before interest, taxation, depreciation and amortisation
GDP	Gross Domestic Product
IAS	International Accounting Standards
IFRS	IFRS Accounting Standards
JSE	the stock exchange operated by the JSE Limited
KING IV	King IV Report on Corporate Governance for South Africa, 2016
LISTINGS REQUIREMENTS	the Listings Requirements of the JSE
OCI	other comprehensive income
PBT GROUP	PBT Group Limited
PBTit	PBT Insurance Technologies Proprietary Limited
PULSENT OH GP PROPRIETARY LIMITED	Pulsent OH GP Proprietary Limited in its capacity as the general partner of the PBT Direct GP Partnership *en commandite*, the latter in its capacity as general partner of the PBT Direct Partnership *en commandite*
SAICA	South African Institute of Chartered Accountants
SENS	Stock Exchange News Service
VIU	value-in-use
WACC	weighted average cost of capital
WHT	withholding tax

GENERAL INFORMATION

Country of incorporation	South Africa
Nature of business and principal activities	Information management and data analytics services
Directors	Tony Taylor (Independent Non-Executive Chairman) Elizna Read (Chief Executive Officer) Bianca Pieters (Chief Financial Officer) Cheree Dyers (Independent Non-Executive Director) Pule Taukobong (Non-Executive Director) Arthur Winkler (Independent Non-Executive Director)
Audit and Risk Committee	Arthur Winkler (Chairman) Cheree Dyers Tony Taylor
Remuneration and Nomination Committee	Cheree Dyers (Chairman) Tony Taylor Arthur Winkler
Social and Ethics Committee	Cheree Dyers (Chairman) Tony Taylor Elizna Read
Company Secretary	Anastassia Sousa PBT House, 2 Mews Close, Waterford Mews, Century City, 7441, South Africa
Investor relations	Francois de Wet francois.dewet@pbtgroup.nl +31 6 59 35 36 25
Registered office	PBT House, 2 Mews Close, Waterford Mews, Century City, 7441, South Africa
Postal address	PO Box 276, Century City, 7446, South Africa
Registration number	1936/008278/06
Auditors	BDO South Africa Incorporated
Sponsor	Questco Corporate Advisory Proprietary Limited
Transfer Secretaries	JSE Investor Services Proprietary Limited PO Box 4844, Johannesburg, 2000, South Africa One Exchange Square, 2 Gwen Lane, Sandown, Sandton, 2196
JSE share code	PBG
ISIN	ZAE000256319
Website	www.pbtgroup.co.za

www.pbtgroup.co.za