

# INTEGRATED ANNUAL REPORT 2024

TRENCOR  R

[www.trencor.net](http://www.trencor.net)

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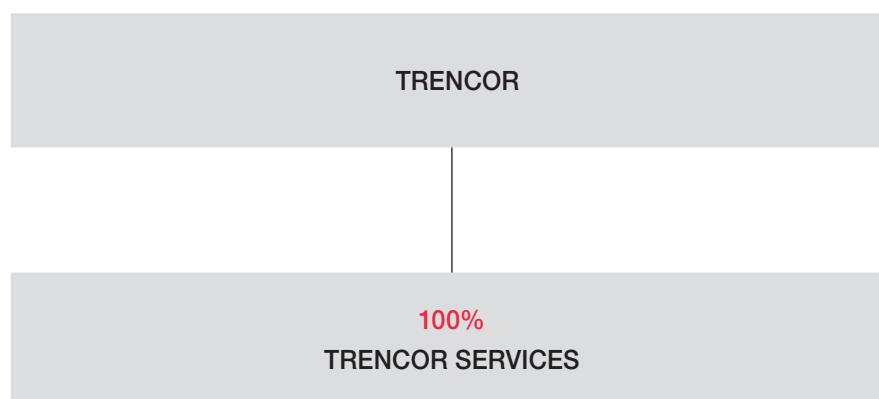
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## Group Profile

Trencor Limited is a cash company listed on the JSE and is in the process of distributing its available cash resources to shareholders. Such distribution or distributions will take account of the settlement of its actual and potential expenses still to be incurred during its winding up process, pending its ultimate liquidation.

## Group Chart

at 31 December 2024



Administration and cash holding

# Financial Summary

		31 December 2024	31 December 2023
Operating profit before finance income	Rm	509	87
Profit before tax	Rm	593	165
Headline earnings	Rm	53	124
Headline earnings per share	Cents	30,6	71,5
Consolidated net asset value ("NAV") per share (refer to table below)	Cents	843	813

## NAV Table

Based on the relevant spot exchange rate, the NAV of Trencor at the dates below was as follows:

		31 December 2024	31 December 2023
Spot exchange rate US\$1		R18,75	R18,50
		Rm	Rm
TAC (US\$ book NAV, translated into Rand)		–	6
Cash denominated in Rand		74	111
Cash denominated in US\$		1 391	1 297
Other net liabilities		(2)	(4)
Total NAV		1 463	1 410
		R per share	R per share
TAC (book NAV)		–	0,03
Cash denominated in Rand		0,43	0,64
Cash denominated in US\$		8,02	7,48
Other net liabilities		(0,02)	(0,02)
Total NAV per share		8,43	8,13

Note:

Cash denominated in US\$ at 31 December 2024 comprises deposits of US\$74 million in offshore dollar accounts of which US\$19 million is in escrow.

# Joint Report by Chairman and CEO

We are pleased to present our joint report.

Over the past few years the board has successfully embarked upon a process to simplify its interests to a point where it is currently invested solely in cash and cash equivalents. This is to allow the company the ability to distribute its cash resources to shareholders as and when these become available and logically result in the ultimate liquidation of the group.

## 2024

The noteworthy features of 2024 included:

- Our continued efforts to maximise the cash resources of the group both local and offshore;
- A successful concentrated effort to control and reduce operating expenses;
- Ongoing engagement with all interested parties to ensure a speedy and efficient winding up of the company;
- The dissolution of TAC, Trencor's last remaining offshore subsidiary, following a member's voluntary winding up of the company in Bermuda;
- The termination on 31 December 2024 of the Indemnity Agreement entered into with the Halco Trust indemnitees in a negotiated amount of US\$62 million; and
- The termination on 31 December 2024 of the related Escrow Agreement which removed the restriction on the US\$19 million held in escrow thereby allowing the funds to flow to Trencor in early 2025.

These factors contributed to the decision by the board to declare the special cash dividend of 730 cents per share on 28 January 2025. The dividend was paid to shareholders on 24 February 2025.

## 2025

The year 2025 marks two significant milestones in the history of the Trencor group – 70 years being listed on the JSE and 95 years since the business commenced in Springbok, Namaqualand.

In determining the amount distributed to shareholders by way of this special dividend as referred to above, the board considered the importance and prudence of retaining an adequate buffer, to fund any potential unforeseeable future expenses.

The voluntary winding up process of a solvent JSE listed company is an uncommon corporate transaction. We have been working with our advisers and the JSE to formulate a process that will be efficient to wind up the group. We will advise shareholders of the proposed winding up timetable shortly.

## APPRECIATION

We thank our shareholders for their patience and support throughout the life of Trencor, especially during the simplification process.

A special word of thanks must go to the board for their dedication and commitment during these past years. These past few years have seen the company operate in a unique environment during which the guidance and wisdom of the board has been invaluable.

Thank you also to the small management team for the professional and efficient service they provide.



David Nurek  
Chairman

25 March 2025



Ric Sieni  
Chief Executive Officer

# Corporate Governance

Trencor endorses the principles underlying the King IV Report on Corporate Governance (“the Code” or “the King Report”). Ongoing enhancement of corporate governance principles is a global movement, supported by the board which, together with management, will continue to follow and adopt, as appropriate, existing and new principles and practices which advance good practical corporate governance and add value to the company.

The principles recommended by the King Report have been assessed and the disclosure on how these have been applied is contained in a register available on the company’s website.

Save as may be indicated in that register and in this report, the board is not aware of any non-compliance with the Code during the year under review.

The salient features of corporate governance as applied in the group are set out below.

## BOARD OF DIRECTORS

### COMPOSITION

The names and brief résumés of the directors appear on page 41.

The board comprises four directors, one executive (chief executive officer and financial director combined in one executive) and three non-executive, all three qualifying as independent directors in terms of the King Report.

The board is satisfied that there is a clear balance of power and authority at board level and that no one individual director or block of directors has undue influence on decision-making. The directors have considerable experience and an excellent understanding of the business and are accountable through the board charter, code of ethics and prevailing legislation.

Board effectiveness reviews are undertaken every two years and the board is satisfied with the results of this process.

Nominations for appointment to the board are formal and transparent and considered by the full board.

### CHAIRMAN/LEAD INDEPENDENT

The chairman of the board is an independent non-executive director and a lead independent non-executive has been appointed.

The appointment of the chairman is reviewed on an annual basis.

### BOARD DIVERSITY

Trencor recognises the benefits of a diverse board and the board has adopted a formal diversity policy. In view of the recent simplification of the corporate interests as detailed elsewhere in this and previous annual reports, it is not practical to set voluntary targets or bring on board new directors in order to further diversity aims.

## PROFESSIONAL ADVICE

All directors have access to the company secretary and management and are entitled to obtain independent professional advice at the company’s expense, if required.

## COMPANY SECRETARY

The company secretary is Trencor Services Proprietary Limited, a wholly-owned subsidiary of the company, which is mainly responsible for corporate administration of the company’s corporate office functions. Based on the outcome of an annual assessment, the board is satisfied that the specific individual engaged by Trencor Services Proprietary Limited to carry out the duties of a secretary of a public company has the requisite competence, knowledge and experience to effectively perform the role as the gatekeeper of good governance, and is independent of the board.

## MEETINGS

The board meets on a scheduled quarterly basis and at such other times as circumstances may require. During the year ended 31 December 2024, four meetings were held and these were attended by all directors.

Board papers are timeously issued to all directors prior to each meeting and contain relevant detail to inform members of the financial position and activities of the company. When appropriate, strategic matters and developments are addressed.

The chairman meets with non-executive directors, either individually or collectively, on an ad hoc basis to apprise them of any significant matters that may require their input and guidance. In addition, the non-executive directors may hold separate meetings as and when they deem it appropriate.

The board is satisfied that it has fulfilled its responsibilities in accordance with its charter.

## DIRECTORS’ SERVICE CONTRACTS

None of the directors has a service contract. The executive director has an engagement letter which provides for a notice period of two months to be given by either party.

In terms of the memorandum of incorporation, not less than one-third of the directors are required to retire by rotation at each annual general meeting of the company and may offer themselves for re-election. New directors appointed during the year are required to retire at the next annual general meeting, but may offer themselves for re-election.

**DIRECTORS' INTERESTS**

The number of shares held by the directors and their associates in the issued share capital of the company at 31 December 2024 and 2023 was as follows:

	Beneficial		Total
	Direct	Associates	
David Nurek	–	10 000	10 000
Eddy Oblowitz	10 000	–	10 000
Ric Sieni	–	–	–
Roddy Sparks	–	4 000	4 000
	<b>10 000</b>	<b>14 000</b>	<b>24 000</b>

There have been no changes in the above directors' interests between the financial year end and the date of this report.

**AUDIT COMMITTEE**

The audit committee, appointed by shareholders at each annual general meeting, comprises three independent non-executive directors, one of whom is the chairman of the board whose inclusion is necessitated by the board comprising only the minimum of three independent non-executive directors. The committee normally meets at least twice a year, prior to and for purposes of the finalisation of the group's interim and annual results, and at such other times as may be required. The committee is primarily responsible for assisting the board in carrying out its duties in regard to accounting policies, internal controls, financial reporting, identification and monitoring of risk, and the relationship with the external auditor.

In addition to the committee members, the chief executive officer and certain members of management are normally invited to attend meetings of the committee. The external auditor attends meetings and has direct and unrestricted access to the audit committee at all times. In addition, the committee chairman meets separately with the external auditor on an ad hoc basis.

During the year, the committee met on two occasions. The meetings were attended by all members.

The audit committee is satisfied as to the expertise and experience of the financial director, and of the finance function as a whole, and that the external auditor is independent in the discharge of its duties.

**BOARD TERMS OF REFERENCE**

The board is ultimately accountable and responsible for the performance and affairs of the company. In essence, it provides strategic direction, monitors and evaluates operational performance and executive management, determines policies and processes to ensure effective risk management and internal controls, determines policies regarding communication and is responsible for ensuring an effective composition of the board.

**COMMITTEES OF THE BOARD**

Committees of the board exist, each with specific terms of reference, to assist the board in discharging its responsibilities. The terms of reference are reviewed on an annual basis. Each committee is satisfied that it has fulfilled its responsibilities in accordance with the committee's terms of reference. The composition of these committees is reviewed on an ongoing basis. The names of the members of the committees appear on page 40.

**DIRECTORS' INDEPENDENCE**

The board has conducted the necessary annual assessment and is satisfied as to the independence of each of the independent non-executive directors of the company and, in particular, those who have been in office for more than nine years, having regard to the requirements of the King Report and the provisions of the Companies Act of South Africa.

**SUCCESSION PLANNING**

The board is satisfied that appropriate succession plans are in place.

**REMUNERATION COMMITTEE**

The remuneration committee reports directly to the board and comprises three independent non-executive directors. The committee's task is to review the compensation of executive and non-executive directors and management of the company. The chief executive officer is usually invited to attend meetings of the committee, but does not participate in any discussion relating to his own remuneration.

During the year, the committee held one meeting which was attended by all members.

The committee, in assessing base salaries and other forms of guaranteed remuneration, takes into account appropriate benchmarking including, where required, input from independent remuneration consultants.

**Remuneration policies and practices**

Trencor seeks to employ persons of superior ability who will adequately meet the needs of our stakeholders and believes remuneration should be commensurate with that of similarly qualified people in comparable positions.

- **Executive director**  
The executive director is paid a guaranteed amount on a cost to company basis.
- **Members of management who are not executive directors**  
The company's policy in respect of these managers is that their guaranteed pay, determined on a cost to company basis, should be attractive compared to levels paid in equivalent positions in other companies. The policy is on the same terms as for the executive director.
- **Incentive bonus arrangements for executives and senior management**  
There are no incentive bonus arrangements due to the activities of the group being such that the contributions of executives to the results or profitability of the company are no longer specifically measurable.
- **Non-executive directors**  
The remuneration committee recommends the fees payable to non-executive directors to the board which, in turn, proposes such fees to shareholders for approval.  
  
Shareholders will be asked at the forthcoming annual general meeting to approve the proposed annual remuneration payable to non-executive directors in their capacities as such from 1 July 2025, which represents a 10% increase to the current remuneration approved and paid from 1 July 2020. This proposal is as a result of no increases having been sought since 2021 and their continued involvement in the affairs of the group which has been extremely intensive.

#### **Remuneration benchmarking**

The committee previously commissioned external consultants to conduct a job evaluation and a total remuneration benchmarking exercise for selected executive directors and senior management positions. Overall, the results indicated that remuneration paid in respect of the selected positions is in line with the market. In view of the ongoing simplification of the company's interests, no further benchmarking exercise has been conducted.

**Directors' remuneration**

No fees are paid to executive directors for services as directors. The remuneration paid to directors during the year ended 31 December 2024 and 2023 was as follows:

	Contributions to			Total remuneration
	Guaranteed remuneration	Medical aid	Life and disability cover	
	R'000	R'000	R'000	R'000
<b>2024</b>				
<b>Non-executive directors</b>				
David Nurek	897	–	–	897
Eddy Oblowitz	483	–	–	483
Roddy Sparks	460	–	–	460
	<b>1 840</b>	<b>–</b>	<b>–</b>	<b>1 840</b>
<b>Executive director</b>				
Ric Sieni	2 254	108	9	2 371
<b>Aggregate remuneration 2024</b>	<b>4 094</b>	<b>108</b>	<b>9</b>	<b>4 211</b>
<b>2023</b>				
<b>Non-executive directors</b>				
David Nurek	897	–	–	897
Eddy Oblowitz	483	–	–	483
Roddy Sparks	460	–	–	460
	1 840	–	–	1 840
<b>Executive director</b>				
Ric Sieni	2 117	94	47	2 258
<b>Aggregate remuneration 2023</b>	<b>3 957</b>	<b>94</b>	<b>47</b>	<b>4 098</b>

Value-added tax is included in non-executive directors' remuneration.

**Engagement with shareholders regarding the company's remuneration policy and implementation report**

In the event that either the remuneration policy or implementation report or both are voted against by 25% or more of the voting rights exercised at an annual general meeting, then a shareholder engagement process will be undertaken to ascertain the reasons for the dissenting votes. All legitimate and reasonable objections or concerns will be appropriately addressed and full disclosure of the process followed will be included in the following year's remuneration report.

At the annual general meeting held on 13 May 2024, non-binding advisory vote number 1 relating to the endorsement of the company's remuneration policy and non-binding advisory vote number 2 relating to the endorsement of the remuneration implementation report received in excess of 75% support from shareholders. As such, no shareholders engagement process was required to be undertaken.



**Remuneration implementation report**

Trencor's workforce comprises the employees of Trencor Services Proprietary Limited at Trencor's corporate office currently consisting of three people, thus not meriting a detailed analysis of implementation against our remuneration policy. The committee continues to ensure that competent staff adequate for the company's current needs are retained. The committee is satisfied that the payroll administrator, under the supervision of the financial director, correctly implemented all remuneration payments.

**The Trencor Share Option Plan**

All previously granted options have been exercised and there are no options outstanding.

There is no intention to grant further options. Accordingly, no authority is sought from shareholders to place the unissued shares reserved for the Plan under the control of the directors and to authorise the directors to issue such shares.

**Restriction on trading in shares**

A formal policy prohibits directors and employees from dealing in the company's shares from the end date of an interim reporting period until after the interim results have been published and similarly from the end date of the financial year until after the annual results have been published. Directors and employees are reminded of this policy prior to the commencement of any restricted period.

In addition, no dealing in the company's shares is permitted by any director or employee whilst in possession of information which could affect the price of the company's shares and which is not in the public domain.

Directors of the company are required to obtain clearance from Trencor's chairman (and in the case of the chairman, or in the absence of the chairman, from the chairman of the audit or remuneration committee) prior to dealing in the company's shares, and to timeously disclose to the company full details of any transaction for notification to and publication by the JSE.

**SOCIAL AND ETHICS COMMITTEE**

Given the nature of the company's business as a cash company following the simplification of the group, the activities of this committee are limited in scope.

The social and ethics committee comprises three independent non-executive directors and the executive director. The social and ethics committee is required to be appointed by shareholders at each annual general meeting.

During the year, the committee held one meeting which was attended by all members.

The main objective of the committee is to assist the board in monitoring the company's performance as a good and responsible corporate citizen by monitoring sustainable development practices.

The committee is responsible for developing and reviewing policies with regard to the commitment, governance and reporting of sustainable development performance and for making recommendations to the board in this regard.

Its role also includes the monitoring of any relevant legislation, other legal requirements or prevailing codes of best practice, specifically with regard to matters relating to social and economic development, good corporate citizenship, ethical conduct, the environment, health and public safety, consumer relationships, as well as labour and employment. Refer to the sustainability report on page 10.

**Code of ethics**

The board, management and staff agreed a formal code of ethical conduct which seeks to ensure high ethical standards. All directors and employees are expected at all times to adhere to this code, and to enhance the reputation of the company. This code is signed by all directors and employees on an annual basis.

Any transgression of this code is required to be brought to the attention of the board. There were no transgressions during the year under review.

**RISK COMMITTEE**

The risk committee comprises all the directors. During the year, two committee meetings were held, which were attended by all members.

In addition to the committee members, members of senior management are invited to attend meetings of the committee, as appropriate.

Responsibility for overseeing the management of risk lies ultimately with the board. Management assists the board in discharging its responsibilities in this regard by identifying, monitoring and managing risk on an ongoing basis. The identification and mitigation of risk are key responsibilities of management.

The following significant risk exposures have been identified:

- **Exchange rate fluctuations**  
At 31 December 2024 Trencor reported US dollar offshore deposits of US\$19 million and US\$55 million in support of the Halco Trust indemnity referred to in note 19 to the financial statements. In early January 2025 all the US dollars were remitted to South Africa and converted into SA Rand. Trencor no longer has any currency exposure and accordingly, post year-end, this is no longer a risk.
- **Indemnity**  
The Halco Trust Indemnity which terminated on 31 December 2024 is more fully dealt with in note 19 to the financial statements.

- **Credit risk**

Trencor's only interests are in cash and cash equivalents and restricted cash.

At 31 December 2024, Trencor's local cash deposits of R74 million are with two major South African banks. In addition, Trencor also reports US\$55 million in bank accounts in the United Kingdom, and a US\$19 million deposit in an escrow account in Liechtenstein.

The institutions in and through which cash funds are deposited and/or invested and the amounts placed with each institution are reviewed and assessed regularly by management and the board in order to mitigate and diversify any risk.

- **Winding up**

It is the board's intention to wind up the company's activities and thereafter to pursue its liquidation as expeditiously as is practicably possible. The voluntary winding up process of a solvent JSE listed company is an uncommon corporate transaction. We have been working with our advisers and the JSE to formulate a process that will be efficient to wind up the group. Certain events and related outcomes and associated timings for approvals may be beyond the control of management and the board.

We will advise shareholders of the proposed winding up timetable shortly.

- **Listing status**

Upon further communication with the JSE in relation to progress being made in the simplification process of Trencor, the JSE confirmed that Trencor could remain listed as a cash company on the JSE for the period up to 31 December 2025. A further approach will have to be made to the JSE for an extension to the dispensation to remain listed until the company is wound up, should this not occur before 31 December 2025.

- **Key dependency service provider**

Trencor has a contract with a key dependency service provider in the field of IT. This contract was concluded with due diligence considered prior to the service provider being selected. Should the contract terminate, other competent service providers in the field of expertise are available as a replacement, with minimal disruption to operational efficiency.

- **Staff retention**

As a consequence of Trencor's stated intention of streamlining its corporate structure and the simplification of Trencor's interests, appropriate measures are necessary to ensure the retention of the required knowledge base in the company for as long as may be necessary to complete these processes.

## INFORMATION RESOURCES MANAGEMENT

Trencor, like other organisations, is reliant on information and technology to effectively and efficiently conduct its business. The IT systems, policies and procedures are reviewed on an ongoing basis to ensure that effective internal controls are in place to manage risk and promote efficiencies, and to comply with universally accepted standards and methods. Attention is continuously focused on maximising the benefits whilst minimising the risks associated with all aspects of the IT portfolio as they apply to business operations.

Security policies and procedures for employees and the use of technologies such as enterprise and personal firewalls, antivirus systems, intrusion monitoring and detection are applied, as well as frequent application of software security updates issued by vendors as and when vulnerabilities are discovered.

Trencor has established business continuity procedures that when invoked enable a complete recovery of Trencor's IT network and business systems within specified and acceptable time limits.

## STAKEHOLDER COMMUNICATION

An executive or, occasionally, members of the board meet on an ad hoc basis with institutional investors, investment analysts, individuals and members of the financial media. Discussions at such meetings are restricted to matters that are in the public domain.

Shareholders are informed, by means of announcements on the Stock Exchange News Service, press announcements and releases in South Africa and/or printed matter sent to such shareholders, of all relevant corporate matters and financial reporting as required in terms of prevailing legislation. In addition, such announcements are communicated via a broad range of channels in both the electronic and print media. The company maintains a corporate website ([www.trencor.net](http://www.trencor.net)) containing financial and other information, including interim, reviewed and annual results.

# Sustainability Report

Trencor is a cash company listed on the JSE. As a result, this sustainability report is of necessity providing an overview of the current position rather than an extensive analysis.

## BUSINESS STRATEGY

Trencor's strategy and intentions are to maximise and ultimately distribute its remaining cash resources to shareholders as and when these become commercially available.

Trencor's only interests are in cash and cash equivalents and restricted cash. It follows that no specific actions towards sustainability can or need be taken or reported.

## EMPLOYEES

Trencor has a succession plan approved by the board.

Details of the employee benefits provided by Trencor are disclosed in the notes to the financial statements included in this integrated annual report.

The aim is to maintain an open and productive work environment that is responsive to the needs and concerns of the employees. This is of particular importance in the current context of Trencor's business strategy to distribute its remaining cash resources to shareholders as and when these become commercially available, at which point remaining staff will either be retrenched or have their arrangements terminated.

The company is committed to a policy of non-discrimination. Employees with a disability or life-threatening illness will be allowed to continue working as long as they are able to meet the company's performance standards, and their work does not present a direct threat to their own health or safety, or that of others.

## REMUNERATION

The company's remuneration practices and policies are described in the corporate governance section of this integrated annual report.

## EMPLOYMENT EQUITY

The workforce at 31 December 2024 comprised the employees of Trencor Services Proprietary Limited at Trencor's corporate office consisting of three people: one white male executive director, one white male in senior management and one white female in middle management.

## REGULATORY MATTERS

Trencor and other remaining group entities are subject to rules and regulations established and monitored by the regulatory bodies in the jurisdictions in which these entities are registered. All group entities are in compliance with these rules and regulations. Trencor is in compliance with its memorandum of incorporation.

## COMMUNITY

In view of the simplification of Trencor's interests, Trencor's donations programme was discontinued in 2019.

## BROAD-BASED BLACK ECONOMIC EMPOWERMENT ("B-BBEE")

Trencor's B-BBEE verification certificate is available on the company's website.

## EXTERNAL ASSURANCE

No external assurance has been sought on any of the elements of this report. The board confirms, to the best of its knowledge and belief, the accuracy and integrity of the information provided in this report.

# CEO and FD Responsibility Statement

## CHIEF EXECUTIVE OFFICER AND FINANCIAL DIRECTOR RESPONSIBILITY STATEMENT

The director, whose name is stated below, hereby confirms that:

- the consolidated and separate annual financial statements set out on pages 12 to 38 fairly present, in all material respects, the financial position, financial performance and cash flows of Trencor Limited in terms of IFRS Accounting Standards;
- to the best of my knowledge and belief, no facts have been omitted or untrue statements made that would make the consolidated and separate annual financial statements false or misleading;
- internal financial controls have been put in place to ensure that material information relating to Trencor Limited and its consolidated subsidiary have been provided to effectively prepare the financial statements of the group and company;

- the internal financial controls are adequate and effective and can be relied upon in compiling the consolidated and separate annual financial statements, having fulfilled my role and function with primary responsibility for implementation and execution of controls; and
- where I am not satisfied, I have disclosed to the audit committee and the auditors any deficiencies in design and operational effectiveness of the internal financial controls and any fraud that involves directors, and have taken the necessary remedial action.\*



Ric Sieni  
Chief Executive Officer  
and Financial Director

Cape Town  
25 March 2025

- \* Whilst the director is aware of his responsibility to communicate deficiencies and such fraud incidents to the audit committee and auditor, no such deficiencies nor incidents of such fraud involving directors were identified for communication during the year under review.

# Annual Financial Statements

Trencor Limited and subsidiaries

## DIRECTORS' RESPONSIBILITY STATEMENT

The board of directors ("the board" or "directors") is responsible for the preparation and fair presentation of the consolidated and separate annual financial statements of Trencor Limited, which comprise the statements of financial position at 31 December 2024, the statements of profit or loss and other comprehensive income, changes in equity and cash flows for the year then ended, and the notes to the financial statements which include a summary of material accounting policies and other explanatory notes, in accordance with IFRS Accounting Standards and the requirements of the Companies Act of South Africa, as well as the directors' report.

The directors are responsible for such internal controls as the directors determine are necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and for maintaining adequate accounting records and an effective system of risk management, as well as the preparation of the supplementary schedules included in these annual financial statements.

The directors have assessed the ability of the company and its subsidiary to continue as going concerns and have reason to believe that these businesses will have adequate resources at their disposal to settle obligations as they fall due and the group and the company will continue as going concerns for the foreseeable future up until the date of liquidation and have thus prepared the group and the company financial statements on the going concern basis (refer to note 20 to the financial statements).

The auditor is responsible for reporting on whether the consolidated and separate financial statements are fairly presented in accordance with the applicable financial reporting framework.

## PREPARATION OF ANNUAL FINANCIAL STATEMENTS

These annual financial statements have been prepared by management under the supervision of the financial director, Ric Sieni CA(SA), and have been audited in accordance with the requirements of the Companies Act of South Africa.

## APPROVAL OF THE CONSOLIDATED AND SEPARATE ANNUAL FINANCIAL STATEMENTS

The consolidated and separate annual financial statements of Trencor Limited, as identified in the first paragraph of the directors' responsibility statement, approved by the board of directors, are attached:

Page	13	Directors' report
	15	Audit committee report
	20	Statements of financial position
	21	Statements of profit or loss and other comprehensive income
	22	Statements of changes in equity
	23	Statements of cash flows
	24	Notes to the financial statements

Signed on behalf of the board



David Nurek  
Chairman

Cape Town  
25 March 2025



Eddy Oblowitz  
Chairman of the audit committee

## Declaration by the Company Secretary

It is hereby certified that for the year ended 31 December 2024, the company has lodged with the Companies and Intellectual Property Commission all returns as are required by a public company in terms of the Companies Act of South Africa and that such returns are true, correct and up to date.



Trencor Services Proprietary Limited  
Secretaries  
Per Guy Norval  
Company Secretary

Cape Town  
25 March 2025

# Directors' Report

## GENERAL REVIEW

The company is a cash company listed on the JSE Limited. The financial results are reflected in the financial statements on pages 20 to 38.

The profit attributable to equity holders of the company was R568 million (2023: R124 million).

## DIRECTORS AND SECRETARY

The names of the directors appear on page 40 and that of the secretary on page 49.

In terms of the memorandum of incorporation, Eddy Oblowitz and Roddy Sparks retire by rotation at the forthcoming annual general meeting but, being eligible, offers themselves for re-election. The board recommends the re-election of Eddy Oblowitz and Roddy Sparks as directors.

Brief résumés of the directors are presented on page 41.

## DIRECTORS' INTERESTS

The aggregate of the direct and indirect beneficial interests of the directors in the issued shares of the company at 31 December 2024 was 0,01% (2023: 0,01%).

There have been no changes in these interests between the financial year end and the date of this report.

## DIVIDENDS

On 28 January 2025 the board declared a gross special cash dividend (number 108) of 730 cents per share amounting to R1,267 billion. The record date was 21 February 2025 and the dividend was paid on 24 February 2025.

No dividends were declared in respect of 2024 (2023: nil).

## CONVERTING US GAAP RESULTS OF TAC TO IFRS

The results of TAC, reporting under US GAAP, are required to be converted to IFRS Accounting Standards for inclusion in the results of Trencor, which reports under IFRS Accounting Standards. TAC was invested solely in cash and no conversion adjustments were required in the current and prior year. During the year TAC was liquidated.

**INTEREST IN SUBSIDIARIES**

	Currency	Share capital	Effective interest		Shares at cost	
			2024 %	2023 %	2024 Rm	2023 Rm
TAC Limited (Incorporated in Bermuda) Cash holding	US\$m	-	-	100	-	372
Trencor Services Proprietary Limited (Incorporated in the Republic of South Africa) Administration and cash holding	Rm	50	100	100	5	5
					<b>5</b>	<b>377</b>
Accumulated impairment loss					-	(366)
					<b>5</b>	<b>11</b>

The interest of the company in their aggregate profits after tax was R3 million (2023: R5 million).

**SPECIAL RESOLUTIONS**

At the annual general meeting held on 13 May 2024, shareholders passed special resolutions to approve the following:

- the provision of financial assistance, as contemplated in section 45 of the Companies Act, by the company to related or inter-related companies; and
- the non-executive directors' remuneration, in their capacities as directors of the company, from 1 July 2024.

**SPECIAL RESOLUTIONS OF SUBSIDIARIES**

During the year under review, no special resolutions were passed by the company's South African subsidiary. A resolution was passed to dissolve TAC in Bermuda which became effective on 12 September 2024.

**ANALYSIS OF SHAREHOLDERS**

An analysis of shareholders and a list of the holders who held 5% or more of the issued shares at 27 December 2024 is presented on page 39.

# Audit Committee Report

## MEMBERSHIP

The audit committee comprises three independent non-executive directors, one of whom is the chairman of the board whose inclusion is necessitated by the board comprising only the minimum of three independent non-executive directors. The committee was appointed by shareholders at the previous annual general meeting. The board of directors appointed Eddy Oblowitz as chairman of the committee for the 2024 financial year.

Shareholders will be requested to vote on and approve the appointment of the members of the audit committee for the 2025 financial year at the forthcoming annual general meeting.

The committee's operation is guided by its detailed terms of reference that are principally informed by the Companies Act of South Africa, the JSE Listings Requirements and the King IV Report and approved by the board.

The committee met with the external auditor on two occasions. In addition, the chairman of the committee met from time to time with the external auditor, with and without management being present.

## Purpose

The primary purpose of the committee is to:

- assist the board in discharging its duties relating to the safeguarding of assets, the operation of adequate systems, controls and reporting processes, and the preparation of accurate reporting and financial statements in compliance with the applicable legal requirements and accounting standards;
- meet with the external auditor at least on an annual basis;
- review the company and group annual financial statements and reports as well as reports from subsidiary companies; and
- conduct reviews of the committee's work and terms of reference and make recommendations to the board to ensure that the committee operates at maximum effectiveness.

## Execution of duties and responsibilities

The audit committee has executed its duties and responsibilities during the financial year in accordance with its terms of reference as they specifically relate to the group's accounting, internal control and financial reporting practices.

During the year under review:

- In respect of the external auditor and the external audit, the committee amongst other matters:
  - nominated KPMG Inc. to the shareholders for re-appointment as external auditor for the financial year ended 31 December 2024, and ensured that the appointment complied with all applicable legal and regulatory requirements for the appointment of an auditor;
- approved the external audit engagement letter, the audit plan and the budgeted audit fees payable to the external auditor;
- reviewed the relevant auditor communications detailing their audit process, plan and the implementation thereof, evaluated the effectiveness of the auditor and its independence and evaluated the external auditor's internal quality control procedures; and
- obtained an annual written statement from the auditor confirming that its independence was not impaired throughout the conduct of the audit.
- In respect of the financial statements, the committee amongst other matters:
  - considered and satisfied itself that adequate financial reporting procedures were in place to ensure accurate preparation of the financial statements, free from material error and that these procedures were operating as intended;
  - confirmed the validity of the going concern status as the appropriate basis of preparation of the interim and annual financial statements;
  - examined and reviewed the interim and annual financial statements, as well as all financial information disclosed to the public, prior to submission and approval by the board;
  - ensured that the interim and annual financial statements fairly present the financial position of the company and of the group as at the end of the financial year and the results of operations and cash flows for the financial year and considered the basis on which the company and the group were determined to be going concerns;
  - considered accounting treatments, significant unusual transactions and accounting judgements and estimates;
  - considered the appropriateness of the accounting policies adopted and changes thereto;
  - reviewed the external auditor's audit report;
  - considered any issues identified and reviewed any significant legal and tax matters that could have a material impact on the financial statements;
  - considered the JSE report for 2023 on pro-active monitoring of financial statements;
  - subsequent to year end, considered the JSE report for 2024 on pro-active monitoring of financial statements; and
  - met separately with management and the external auditor.
- In respect of other matters:
  - satisfied itself as to the competence, expertise and experience of the financial director and the finance function as a whole;
  - received assurance that proper and adequate accounting records were maintained and that the systems safeguarded the assets against unauthorised use or disposal thereof; and



- based on the above, formed the opinion that there were no material breakdowns in internal control, including financial controls, business risk management and maintaining effective material control systems.

**Suitability of audit firm and designated auditor**

As required by section 3.84(g)(ii) of the JSE Listings Requirements, the committee satisfied itself that the external auditor, KPMG Inc., and the audit partner, IM Engels, have the necessary accreditation and are suitable for appointment.

**Independence of external auditor**

The audit committee is satisfied that KPMG Inc. is independent of the group.

**Annual financial statements**

Having achieved its objectives, the committee recommended the audited annual financial statements for the year ended 31 December 2024 for approval by the board. The board subsequently approved the integrated annual report including these financial statements, which will be open for discussion at the forthcoming annual general meeting.

# Independent Auditor's Report

to the shareholders of Trencor Limited

## REPORT ON THE AUDIT OF THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS

### OPINION

We have audited the consolidated and separate financial statements of Trencor Limited (the group and company) set out on pages 20 to 38, which comprise the statements of financial position at 31 December 2024, statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows for the year then ended, and notes to the financial statements, including a summary of material accounting policy information.

In our opinion, the consolidated and separate financial statements present fairly, in all material respects, the consolidated and separate financial position of Trencor Limited at 31 December 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 (IFRS Accounting Standards) and the requirements of the Companies Act of South Africa.

### BASIS FOR OPINION

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated and separate financial statements* section of our report. We are independent of the group and company in accordance with the Independent Regulatory Board for Auditors' *Code of Professional Conduct for Registered Auditors* (IRBA Code) and other independence requirements applicable to performing audits of financial statements 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.

In terms of the IRBA Rule on Enhanced Auditor Reporting for the Audit of Financial Statements of Public Interest Entities, published in Government Gazette No. 49309 dated 15 September 2023 (EAR Rule), we report:

### FINAL MATERIALITY

The scope of our audit was influenced by our application of materiality. We set quantitative thresholds and overlay qualitative considerations to help us determine the scope of our audit and the nature, timing and extent of our procedures, and in evaluating the effect of misstatements, both individually and in the aggregate, on the financial statements as a whole.

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

	Group	Company
<b>Overall materiality</b>	R21,9 million, which is 1,5% of the net asset value ("NAV").	R20,9 million, which is 1,5% of the NAV.
<b>Rationale for benchmark applied</b>	We chose the NAV as the benchmark because, in our view it is the benchmark against which the performance of the group and company are most likely to be measured by the users, given the current activities of the group and company.  We chose 1,5% based on our professional judgement after consideration of qualitative factors that impact both the group and company.	

### GROUP AUDIT SCOPE

We tailored the scope of our audit in order to perform sufficient work to enable us to provide an opinion on the consolidated financial statements as a whole, taking into account the structure of the group and the accounting processes and controls.

We performed risk assessment procedures to determine which of the group's components are likely to include risks of material misstatement to the consolidated financial statements and which further audit procedures to perform at these components to address those risks. Our judgement included assessing the size of the components, nature of assets, liabilities and transactions within the components as well as specific risks.

In total, we identified two components, of which we identified a component at which further audit procedures were performed on the entire financial information of the component. The second component was identified at which further audit procedures were performed on one or more classes of transactions, account balances or disclosures based on the assessed risks of material misstatement to the consolidated financial statements.

The group engagement team performed the audit procedures over both components and performed an analysis at an aggregated group level on the remaining financial information, taking into consideration the group's operational and legal structure.

**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.

In terms of the EAR Rule, we are required to report key audit matters and the outcome of audit procedures or key observations with respect to the key audit matters.

We have determined that there are no key audit matters to communicate in relation to the consolidated and separate financial statements.

**EMPHASIS OF MATTER – INTENTION TO LIQUIDATE THE GROUP AND COMPANY**

We draw attention to note 20 to the consolidated and separate financial statements, which indicates that the consolidated and separate financial statements have been prepared on a going concern basis. It is, however the board's intention to wind up the company's activities and to pursue liquidation as expeditiously as is practicably possible. The group and the company will remain going concerns for the foreseeable future up until the date of the shareholders' resolution approving the final liquidation of the company. Our opinion is not modified in respect of this matter.

**OTHER INFORMATION**

The directors are responsible for the other information. The other information comprises the information included in the document titled "Trencor Limited Integrated Annual Report 2024", which includes the Declaration by the Company Secretary, the Directors' Report and the Audit Committee's Report 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 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, 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 (IFRS Accounting Standards) and the requirements of the Companies Act of South Africa, and for such internal control as the directors determine is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, the directors are responsible for assessing the group and company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group and/or 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 company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the group and company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the group and/or 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.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence, regarding the financial information of the entities or business units within the group, as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purposes 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 communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

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

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

In terms of the IRBA Rule published in Government Gazette Number 39475 dated 4 December 2015, we report that KPMG Inc. has been the auditor of Trencor Limited for 24 years.

*KPMG Inc.*

KPMG Inc.  
Registered Auditor

Per IM Engels  
Chartered Accountant (SA)  
Registered Auditor  
Director

The Halyard  
4 Christiaan Barnard Street  
Cape Town City Centre  
8000

25 March 2025

# Statements of Financial Position

at 31 December 2024

	Notes	Group		Company	
		2024 Rm	2023 Rm	2024 Rm	2023 Rm
<b>Assets</b>					
Investment in subsidiaries	4	-	-	5	11
Restricted cash	6	-	335	-	335
<b>Total non-current assets</b>		-	335	5	346
Trade and other receivables	7	3	3	2	2
Restricted cash	6	356	-	356	-
Cash investment	8	-	962	-	962
Current tax assets	14.1	-	2	-	2
Cash and cash equivalents	9	1 109	117	1 036	1
<b>Total current assets</b>		1 468	1 084	1 394	967
<b>Total assets</b>		1 468	1 419	1 399	1 313
<b>Equity</b>					
Issued capital	10.1	1	1	1	1
Reserves		1 462	1 409	1 394	1 304
<b>Equity attributable to shareholders of the company</b>		1 463	1 410	1 395	1 305
<b>Liabilities</b>					
<b>Non-current liabilities</b>					
Deferred tax liabilities	5	-	6	-	6
<b>Current liabilities</b>					
Trade and other payables	11	5	3	4	2
<b>Total liabilities</b>		5	9	4	8
<b>Total equity and liabilities</b>		1 468	1 419	1 399	1 313

# Statements of Profit or Loss and Other Comprehensive Income

for the year ended 31 December 2024

	Notes	Group		Company	
		2024 Rm	2023 Rm	2024 Rm	2023 Rm
Revenue	12.1	–	–	46	44
Other operating income	12.2	19	105	19	105
Accumulated foreign currency translation gains recycled to profit or loss on liquidation of subsidiary	10.2	515	–	–	–
Employee benefits expense		(5)	(5)	–	–
Other operating expenses		(20)	(13)	(20)	(13)
Impairment loss – Investment in subsidiary	4.2	–	–	(6)	–
<b>Operating profit before finance income</b>	12	<b>509</b>	87	<b>39</b>	136
Finance income	13	84	78	75	66
<b>Profit before tax</b>		<b>593</b>	165	<b>114</b>	202
Income tax expense	14.2	(25)	(41)	(24)	(39)
<b>Profit for the year</b>		<b>568</b>	124	<b>90</b>	163
Other comprehensive income					
Items that are or may be reclassified subsequently to profit or loss					
Foreign currency translation differences		–	1	–	–
Accumulated foreign currency translation gains recycled to profit or loss on liquidation of subsidiary	10.2	(515)	–	–	–
<b>Total comprehensive income for the year</b>		<b>53</b>	125	<b>90</b>	163
<b>Earnings per share</b>	15				
Basic earnings per share (cents)		327,4	71,5		
Diluted earnings per share (cents)		327,4	71,5		

# Statements of Changes in Equity

for the year ended 31 December 2024

	Notes	Share capital Rm	Foreign currency translation reserve Rm	Retained income Rm	Total Rm
<b>Group</b>					
Balance at 1 January 2023		1	514	769	1 284
<b>Total comprehensive income for the year</b>					
Profit for the year		–	–	124	124
Other comprehensive income for the year					
Foreign currency translation differences	10.2	–	1	–	1
Total other comprehensive income for the year		–	1	–	1
Total comprehensive income for the year		–	1	124	125
Transactions with owners					
Unclaimed dividends written back		–	–	1	1
<b>Balance at 31 December 2023</b>		<b>1</b>	<b>515</b>	<b>894</b>	<b>1 410</b>
<b>Total comprehensive income for the year</b>					
Profit for the year		–	–	568	568
Other comprehensive income for the year					
Foreign currency translation differences recycled to profit or loss	10.2	–	(515)	–	(515)
Total other comprehensive income for the year		–	(515)	–	(515)
Total comprehensive income for the year		–	(515)	568	53
<b>Balance at 31 December 2024</b>		<b>1</b>	<b>–</b>	<b>1 462</b>	<b>1 463</b>
<b>Company</b>					
Balance at 1 January 2023		1		1 140	1 141
<b>Total comprehensive income for the year</b>					
Profit for the year		–		163	163
Transactions with owners					
Unclaimed dividends written back		–		1	1
<b>Balance at 31 December 2023</b>		<b>1</b>		<b>1 304</b>	<b>1 305</b>
<b>Total comprehensive income for the year</b>					
Profit for the year		–		90	90
<b>Balance at 31 December 2024</b>		<b>1</b>		<b>1 394</b>	<b>1 395</b>

# Statements of Cash Flows

for the year ended 31 December 2024

	Notes	Group		Company	
		2024 Rm	2023 Rm	2024 Rm	2023 Rm
<b>Cash flows from operating activities</b>					
Cash utilised by operations	16.1	(23)	(17)	(18)	(11)
Finance income received		10	21	1	9
Income tax paid	14.1	(29)	(33)	(28)	(32)
Net cash outflow from operating activities		(42)	(29)	(45)	(34)
<b>Cash flows from investing activities</b>					
Decrease/(Increase) in cash investment		1 035	(919)	1 035	(919)
Dividend received from subsidiary	4.2, 18.2	–	–	6	–
Net cash inflow/(outflow) from investing activities		1 035	(919)	1 041	(919)
<b>Cash flows from financing activities</b>					
Amounts advanced by subsidiary	16.2	–	–	49	44
Amounts repaid to subsidiary	16.2	–	–	(9)	–
Net cash inflow from financing activities		–	–	40	44
<b>Net increase/(decrease) in cash and cash equivalents before exchange rate fluctuations</b>		<b>993</b>	<b>(948)</b>	<b>1 036</b>	<b>(909)</b>
Cash and cash equivalents at the beginning of the year		117	988	1	834
Effect of exchange rate fluctuations on cash and cash equivalents		(1)	77	(1)	76
Cash and cash equivalents at the end of the year	9	1 109	117	1 036	1



# Notes to the Financial Statements

for the year ended 31 December 2024

## 1. Reporting entity

Trencor Limited (“Trencor” or “the company”) is a company incorporated in the Republic of South Africa. The address of the company’s registered office is Suite 304, Sea Point Medical Centre, 11 Kloof Road, Sea Point, 8005. The consolidated financial statements of the company as at and for the year ended 31 December 2024 comprise the company and its subsidiaries (refer to note 3.1), as defined by IFRS 10 *Consolidated Financial Statements* (“IFRS 10”), together referred to as the “group” and individually as “group entity/ies”. For the years ended 31 December 2024 and 2023, the group held cash.

## 2. Basis of preparation

### 2.1 Statement of compliance

The consolidated and separate financial statements for the year ended 31 December 2024 or otherwise referred to as “group” and “company” have been prepared in accordance with IFRS® Accounting Standards, the Financial Pronouncements as issued by the Financial Reporting Standards Council and SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and the South African Companies Act and the JSE Listings Requirements. The financial statements were approved by the board of directors on 25 March 2025.

### 2.2 Basis of measurement

The consolidated and separate financial statements have been prepared on the historical cost basis unless otherwise stated.

### 2.3 Functional and presentation currency

These consolidated and separate financial statements are presented in South African rand (“SA rand”), which is the company’s functional currency. Although there is a foreign operation transacting in foreign currency, the group has elected the presentation currency to be SA rand. All financial information has been rounded to the nearest million, unless otherwise indicated.

### 2.4 Use of estimates and judgements

The preparation of financial statements in conformity with IFRS Accounting Standards requires management to make judgements, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and any future periods affected.

### 2.5 Segmental reporting

During 2019, Trencor disposed of the group’s last remaining operating segment. Accordingly, there are no segments to report and a segment analysis has not been prepared.

## 2.6 Accounting standards and interpretations effective from 1 January 2024

A number of accounting standards and interpretations have been amended with changes being effective from 1 January 2024, none of which had an impact on the group’s and company’s financial statements.

## 3. Material accounting policies

The accounting policies set out below have been applied consistently to all years presented in these consolidated and separate financial statements and have been applied consistently by group entities.

### 3.1 Basis of consolidation

#### *Subsidiaries*

Subsidiaries are entities controlled by the group.

The group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date that control ceases. Intra-group balances and transactions are eliminated on consolidation.

In the case of the company, investments in subsidiaries are carried at cost, less accumulated impairment losses. The investment in TAC Limited (“TAC”) was a SA rand-based investment.

### 3.2 Foreign currency

#### 3.2.1 *Foreign currency transactions*

Transactions in foreign currencies are translated into the respective functional currencies of group entities at exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. The foreign currency gain or loss on monetary items is the difference between amortised cost in the functional currency at the beginning of the year, adjusted for effective interest and payments during the year, and the amortised cost in foreign currency translated at the exchange rate at the end of the year. Foreign currency gains or losses on monetary items are recognised in profit or loss.

#### 3.2.2 *Foreign operations*

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated into SA rand at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into SA rand at the rates at the dates of the transactions. Foreign currency differences are recognised in other comprehensive income, and accumulated in the foreign currency translation reserve.

**3. Material accounting policies** (continued)

When a foreign operation is disposed of, the related cumulative amount in the foreign currency translation reserve is reclassified to profit or loss as part of the gain or loss on disposal.

**3.3 Financial instruments****3.3.1 Recognition and initial measurement**

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

A financial asset or financial liability is initially measured at fair value plus transaction costs that are directly attributable to its acquisition or issue.

Classification and subsequent measurement

*Financial assets – Classification*

On initial recognition, a financial asset is classified as measured at amortised cost.

A financial asset is measured at amortised cost if it meets both of the following conditions:

- it is held within a business model with the objective of collecting contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

*Financial assets – Subsequent measurement*

Financial assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment losses are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

The business model assessment of the financial assets is based on the group's strategy and rationale for holding the financial assets. When considering the strategy, the following is considered:

- whether the financial assets are held to collect contractual cash flows;
- whether the financial assets are held for sale; or
- whether the financial assets are held for both collecting contractual cash flows and to be sold.

*Financial assets – Assessment of contractual cash flows*

In assessing whether the contractual cash flows are solely payments of principal and interest, the group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition.

*Financial liabilities – Classification, subsequent measurement and gains and losses*

Financial liabilities are classified as measured at amortised cost. Financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense is recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

*Restricted cash*

Restricted cash comprises money market and term deposits held by independent escrow agents in escrow accounts in relation to indemnities issued by the group (refer to note 19). Restricted cash is carried at amortised cost including interest accrued using the effective interest method, which is included in profit or loss. The carrying value of restricted cash is deemed to be fair value as interest is earned at market related interest rates.

*Cash investments*

Cash investments which main purpose is to meet the liquidity requirements of the group in the ordinary course of business, comprise highly liquid term deposits with original maturities of more than three months. The cash investments are carried at amortised cost which is deemed to be fair value as interest is earned at market related interest rates.

*Cash and cash equivalents*

Cash and cash equivalents comprise money market instruments, term and call deposits and bank balances. Cash and cash equivalents are subsequently measured at amortised cost which is deemed to be fair value as they have a short-term maturity of three months or less.

*Trade and other payables*

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

**3.3.2 Derecognition***Financial assets*

A financial asset is derecognised when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which a group entity neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

*Financial liabilities*

A financial liability is derecognised when its contractual obligations are discharged or cancelled, or expire. A group entity also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

**3. Material accounting policies** (continued)**3.3 Financial instruments** (continued)

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

**3.3.3 Offsetting**

Financial assets and liabilities are off-set and the net amount presented in the statement of financial position when a group entity has a legally enforceable right to set off the amounts and intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously. Income and expenses are presented on a net basis only when permitted by the accounting standards, or for gains and losses arising from a group of similar transactions.

**3.3.4 Share capital***Ordinary shares*

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares and share options are recognised as a deduction from equity, net of any tax effects.

*Dividends*

Cash dividends are recognised as a liability in the year in which they are declared.

**3.4 Impairment***Financial assets*

The group recognises loss allowances for expected credit losses ("ECLs") on financial assets measured at amortised cost. At each reporting date, the group assesses whether financial assets carried at amortised cost are credit impaired. A financial asset is credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the group's historical experience and informed credit assessment, and including forward-looking information. The maximum period considered when estimating ECLs is the maximum contractual period over which the group is exposed to credit risk. ECLs are a probability-weighted estimate of credit losses.

Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the group expects to receive).

**3.5 Revenue***Dividend income*

In the case of the company, revenue comprises dividend income and is recognised when the right to receive payment is established.

**3.6 Finance income***Interest income*

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

**3.7 Employee benefits***Short-term employee benefits*

The cost of all short-term employee benefits is recognised during the year in which the employee renders the related service. The accruals for employee entitlements to remuneration and annual leave represent the amount which a group entity has a present obligation to pay as a result of employees' services provided to the reporting date. The accruals have been calculated at undiscounted amounts based on current remuneration rates.

**3.8 Income tax**

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

Current tax is the expected tax payable or receivable on the estimated taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of goodwill, the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future.

The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, based on the tax rates that have been enacted or substantively enacted at the reporting date. Deferred tax assets and liabilities are off-set if there is a legally enforceable right to off-set current tax assets and liabilities, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax assets and liabilities on a net basis or their tax assets and liabilities will be realised simultaneously.

**3. Material accounting policies** (continued)

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

**3.9 Earnings per share**

Basic earnings per share is calculated by dividing the profit or loss attributable to shareholders of the company by the weighted average number of shares outstanding during the year.

Diluted earnings per share is calculated by dividing the profit or loss attributable to shareholders of the company by the weighted average number of shares outstanding, after adjustment for the effects of all dilutive potential ordinary shares.

*Headline earnings per share*

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

**3.10 Accounting standards and interpretations in issue but not yet effective**

A number of new standards and amendments to standards and interpretations are effective for years beginning on or after 1 January 2025 and thereafter, and have not been applied in preparing these financial statements.

The amended standards and interpretations have been considered by the group and determined that they will not have an impact on the group's or company's financial statements when they become effective.

Company	
2024 Rm	2023 Rm

#### 4. Investment in subsidiaries

Ordinary shares at cost	5	377
Accumulated impairment loss	–	(366)
	5	11

Company		
Country of incorporation	2024 %	2023 %

##### 4.1 Subsidiaries

TAC Limited ("TAC")	Bermuda	–	100
Trencor Services Proprietary Limited	Republic of South Africa	100	100

4.2 During the year, TAC was liquidated and paid a liquidation dividend of R6 million. Trencor recorded an impairment on the investment in TAC of R6 million.

Company	
2024 Rm	2023 Rm

##### 4.3 Income earned from subsidiaries during the year included in profit or loss

Dividend income (refer to notes 12.1 and 18.2)	46	44
--	----	----

Assets		Liabilities		Net	
2024 Rm	2023 Rm	2024 Rm	2023 Rm	2024 Rm	2023 Rm

#### 5. Deferred tax liabilities/(assets)

Deferred tax liabilities/(assets) are attributable to the following:

##### Group

Restricted cash	–	–	–	6	–	6
Tax losses carried forward	–	–	–	–	–	–
Deferred tax liabilities/(assets)	–	–	–	6	–	6

##### Company

Restricted cash	–	–	–	6	–	6
-----------------	---	---	---	---	---	---

Movement in temporary differences during the year:

	Group			Company		
	Balance at the beginning of the year Rm	Recognised in profit or loss Rm	Balance at the end of the year Rm	Balance at the beginning of the year Rm	Recognised in profit or loss Rm	Balance at the end of the year Rm
<b>2024</b>						
Restricted cash	6	(6)	–	6	(6)	–
<b>2023</b>						
Restricted cash	2	4	6	2	4	6
Tax losses carried forward	(4)	4	–	(3)	3	–
	(2)	8	6	(1)	7	6

	Group		Company	
	2024 Rm	2023 Rm	2024 Rm	2023 Rm
<b>6. Restricted cash</b>				
Escrow account	356	335	356	335
The escrow arrangements concluded in connection with the Indemnity Agreement in relation to the Halco Trust indemnitees (refer to note 19), terminated on 31 December 2024, and was no longer effective from 1 January 2025. The balances in the escrow accounts were released to Trencor on 16 January 2025, after the costs incurred prior to the termination date, included in trade and other payables, were settled.				
<b>7. Trade and other receivables</b>				
Prepayments	3	3	2	2
<b>8. Cash investment</b>				
Term deposits – Term exceeding 3 months	–	962	–	962
Refer to indemnity provided by Trencor in relation to the Halco Trust indemnitees in note 19.				
<b>9. Cash and cash equivalents</b>				
Money market instruments and call and term deposits	1 109	117	1 036	1
Refer to indemnity provided by Trencor in relation to the Halco Trust indemnitees in note 19.				
<b>10. Capital and reserves</b>				
<b>10.1 Share capital</b>				
Authorised				
Ordinary shares of 0,5 cent each 200 000 000 (2023: 200 000 000)	1	1	1	1
Issued				
Ordinary shares of 0,5 cent each 173 534 676 (2023: 173 534 676)	1	1	1	1
10.1.1	Holders of these shares are entitled to dividends as declared from time to time and are entitled to one vote per share at general meetings of the company.			
10.1.2	No authorisation has been sought from shareholders to place the unissued shares of the company under the control of the directors.			
<b>10.2 Reserves</b>				
<i>Foreign currency translation reserve</i>				
Balance at the beginning of the year	515	514	–	–
Foreign currency translation differences – foreign operation	–	1	–	–
Accumulated foreign currency translation gains recycled to profit or loss on derecognition of the investment in TAC (refer to note 4.2)	(515)	–	–	–
Balance at the end of the year	–	515	–	–
The foreign currency translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of the foreign operation. When a group entity is derecognised due to deconsolidation, liquidation or disposal, the accumulated foreign currency translation differences are reclassified to profit or loss.				
<b>10.3 Dividend declared</b>				
After the reporting date, the board of directors declared a gross special cash dividend of 730 cents per share (refer to note 21)	1 267	–	1 267	–

	Group		Company	
	2024 Rm	2023 Rm	2024 Rm	2023 Rm
<b>11. Trade and other payables</b>				
Accrued expenses	5	3	4	2
<b>12. Operating profit before finance income</b>				
Operating profit before finance income is arrived at after taking into account				
<b>12.1 Revenue</b>				
Dividend income	–	–	46	44
<b>12.2 Other operating income</b>				
Foreign exchange gains	19	105	19	105
<b>12.3 Expenses</b>				
Auditor's remuneration				
Audit fee – Financial statement audit	2	1	1	1
Directors' remuneration and benefits	4	4	2	2
Executive – Short-term employee benefits	2	2	–	–
Non-executive – Remuneration	2	2	2	2
<b>13. Finance income</b>				
Interest income				
Cash and cash equivalents	10	21	1	9
Cash investment	58	42	58	42
Restricted cash	16	15	16	15
	<b>84</b>	<b>78</b>	<b>75</b>	<b>66</b>
<b>14. Income tax</b>				
<b>14.1 Income tax paid</b>				
Amounts receivable at the beginning of the year	2	2	2	2
Recognised in profit or loss	(31)	(33)	(30)	(32)
Amounts receivable at the end of the year	–	(2)	–	(2)
Amounts paid during the year	<b>(29)</b>	<b>(33)</b>	<b>(28)</b>	<b>(32)</b>
<b>14.2 Income tax expense</b>				
South African normal – Current	31	33	30	32
– Deferred	(6)	8	(6)	7
	<b>25</b>	<b>41</b>	<b>24</b>	<b>39</b>
<b>14.3 Income tax expense reconciliation</b>				
Profit before tax	<b>593</b>	165	<b>114</b>	202
The income tax expense is reconciled as follows:				
Income tax expense at the applicable rate of 27% (2023: 27%)	160	45	31	55
Non-taxable amounts relating to escrow account	(2)	(7)	(2)	(7)
Non-taxable income – Dividend income (refer to note 4.3)	–	–	(10)	(12)
Non-deductible expenses apportioned against dividend income	6	3	5	3
Accumulated foreign currency translation gains recycled to profit or loss on liquidation of subsidiaries	(139)	–	–	–
Income tax expense at the effective tax rate	<b>25</b>	<b>41</b>	<b>24</b>	<b>39</b>

Group		
Gross	Net	Net
2024		2023
Rm	Rm	Rm

## 15. Earnings per share

15.1	<b>Earnings per share</b>		
	Profit attributable to shareholders of the company	568	124
	Weighted average number of shares in issue (million)	173,5	173,5
	Basic earnings per share (cents)	327,4	71,5
	Diluted earnings per share (cents)	327,4	71,5
15.2	<b>Headline earnings per share</b>		
	Profit attributable to shareholders of the company	568	124
	Accumulated foreign currency translation gains recycled to profit or loss on liquidation of subsidiary	(515)	–
	Headline earnings attributable to shareholders of the company (Rm)	53	124
	Weighted average number of shares in issue (million)	173,5	173,5
	Headline earnings per share (cents)	30,6	71,5
	Diluted headline earnings per share (cents)	30,6	71,5

Group		Company	
2024	2023	2024	2023
Rm	Rm	Rm	Rm

## 16. Notes to cash flow statements

### 16.1 Cash utilised by operations

Reconciliation of profit for the year to cash utilised by operations:

Profit for the year	568	124	90	163
Adjusted for:				
Finance income	(84)	(78)	(75)	(66)
Dividend income	–	–	(46)	(44)
Foreign exchange gains	(19)	(105)	(19)	(105)
Accumulated foreign currency translation gains recycled to profit or loss on liquidation of subsidiary	(515)	–	–	–
Impairment loss – Investment in subsidiary	–	–	6	–
Income tax expense	25	41	24	39
Operating loss before working capital changes	(25)	(18)	(20)	(13)
Working capital changes	2	1	2	2
Decrease in trade and other receivables	–	1	–	1
Increase in trade and other payables	2	–	2	1
Cash utilised by operations	(23)	(17)	(18)	(11)

### 16.2 Reconciliation of movements of liabilities to cash flows arising from financing activities:

Company	Rm
<b>Amount due to subsidiary</b>	
Balance at 1 January 2023	–
<b>Changes from financing cash flows</b>	
Amounts advanced by subsidiary	44
<b>Changes from financing non-cash flows (refer to note 16.3)</b>	
Dividend income from subsidiary	(44)
<b>Balance at 31 December 2023</b>	–
<b>Changes from financing cash flows</b>	
Amounts advanced by subsidiary	49
Amounts repaid to subsidiary	(9)
<b>Changes from financing non-cash flows (refer to note 16.3)</b>	
Dividend income from subsidiary	(40)
<b>Balance at 31 December 2024</b>	–



**16. Notes to cash flow statements** (continued)**16.3 Non-cash investing and financing cash flows**

The dividend income (refer to notes 4.3 and 12.1) was utilised to settle the amounts advanced during the year by Trencor Services (refer to note 18.2).

**17. Financial instruments and risk management****17.1 Accounting classifications and fair values**

The carrying amounts and fair values of each category of financial assets and liabilities are as follows:

Group	Financial assets at amortised cost Rm	Financial liabilities at amortised cost Rm	Total carrying amount Rm	Fair value* Rm
<b>2024</b>				
<b>Financial assets</b>				
Restricted cash	356		356	356
Cash and cash equivalents	1 109		1109	1 109
	<b>1 465</b>		<b>1 465</b>	<b>1 465</b>
<b>Financial liabilities</b>				
Trade and other payables		5	5	5
<b>2023</b>				
<b>Financial assets</b>				
Restricted cash	335		335	335
Cash investment	962		962	962
Cash and cash equivalents	117		117	117
	<b>1 414</b>		<b>1 414</b>	<b>1 414</b>
<b>Financial liabilities</b>				
Trade and other payables*		3	3	3
<b>Company</b>				
<b>2024</b>				
<b>Financial assets</b>				
Restricted cash	356		356	356
Cash and cash equivalents	1 036		1 036	1 036
	<b>1 392</b>		<b>1 392</b>	<b>1 392</b>
<b>Financial liabilities</b>				
Trade and other payables		4	4	4
<b>2023</b>				
<b>Financial assets</b>				
Restricted cash	335		335	335
Cash investment	962		962	962
Cash and cash equivalents	1		1	1
	<b>1 298</b>		<b>1 298</b>	<b>1 298</b>
<b>Financial liabilities</b>				
Trade and other payables*		2	2	2

\* The fair values of trade and other payables are their carrying amounts as they are a reasonable approximation thereof.

**17. Financial instruments and risk management** (continued)**17.2 Overview**

The risks arising from the use of financial instruments include:

- credit risk;
- liquidity risk; and
- market risk (including currency risk and interest rate risk).

This note presents information about the exposure to each of the above risks, objectives, policies and the process for measuring and managing risk, and the management of capital.

The overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on financial performance.

The directors have overall responsibility for the establishment and oversight of the risk management framework. Risk management is carried out by management at an operational level under policies approved by the directors. The board provides written principles for overall risk management, as well as written policies covering specific areas, such as foreign currency risk, interest rate risk, credit risk and investing excess liquidity.

The risk management policies are established to identify and analyse the risks in order to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk policies and systems are reviewed regularly.

The audit and risk committees oversee how management monitors compliance with risk management policies and procedures and reviews the adequacy of the risk management framework. Regular reviews of risk management controls and procedures are undertaken, the results of which are reported to the audit and risk committees.

**17.3 Credit risk**

Credit risk is the risk of financial loss if a counterparty to a financial instrument fails to meet its contractual obligations.

**17.3.1 Credit risk exposure**

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk from financial assets at 31 December was as follows:

	Group		Company	
	2024 Rm	2023 Rm	2024 Rm	2023 Rm
Financial assets at amortised cost:				
Restricted cash	356	335	356	335
Cash investment	–	962	–	962
Cash and cash equivalents	1 109	117	1 036	1
	<b>1 465</b>	1 414	<b>1 392</b>	1 298

*Restricted cash, cash investment and cash and cash equivalents*

Funds on deposit are with various institutions both locally and offshore.

The restricted cash and offshore cash and cash equivalents are on deposit offshore with institutions which have investment grade credit ratings from the major ratings agencies.

SA rand call and short-term deposits and the cash investment have been placed with banks which have long-term and short-term S&P Global Ratings on the South Africa National Scale of zaAA+/zaA-1+.

**17.3.2 Impairment***Restricted cash, cash investment and cash and cash equivalents*

Impairment on restricted cash, cash investment and cash and cash equivalents has been measured on a 12-month ECL basis and reflects the short maturities of the exposures. The group considers that restricted cash, cash investment and cash and cash equivalents have low credit risk based on the external credit ratings of the counterparties, therefore the ECL allowance for these financial assets is considered to be nil.

**17. Financial instruments and risk management** (continued)**17.4 Liquidity risk**

Liquidity risk is the risk that group entities will not be able to meet their financial obligations as they fall due. The approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking reputational damage.

The risk is managed through cash flow forecasts and ensuring that adequate cash resources are maintained. In terms of the company's memorandum of incorporation, its borrowing powers are unlimited.

The following are the contractual maturities of financial liabilities including estimated interest payments.

	Carrying amount Rm	Contractual cash flows Rm	One year or less Rm
<b>Group</b>			
<b>2024</b>			
<b>Financial liabilities</b>			
Trade and other payables	5	5	5
<b>2023</b>			
<b>Financial liabilities</b>			
Trade and other payables	3	3	3
<b>Company</b>			
<b>2024</b>			
<b>Financial liabilities</b>			
Trade and other payables	4	4	4
<b>2023</b>			
<b>Financial liabilities</b>			
Trade and other payables	2	2	2

**17. Financial instruments and risk management** (continued)**17.5 Market risk**

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

**17.5.1 Currency risk**

Group entities are exposed to currency risk on transactions that are denominated in a currency other than the respective functional currencies of those entities, primarily the US dollar and SA rand. The currency in which these transactions are primarily denominated is the US dollar.

The following is an analysis of the financial instruments in terms of the currencies in which they are held, expressed in SA rand at 31 December:

	Group					
	2024			2023		
	SA rand Rm	US\$ Rm	Total Rm	SA rand Rm	US\$ Rm	Total Rm
<b>Assets</b>						
Restricted cash	–	356	356	–	335	335
Cash investment	–	–	–	–	962	962
Cash and cash equivalents	74	1 035	1 109	111	6	117
	74	1 391	1 465	111	1 303	1 414
<b>Liabilities</b>						
Trade and other payables	3	2	5	3	–	3

	Company					
	2024			2023		
	SA rand Rm	US\$ Rm	Total Rm	SA rand Rm	US\$ Rm	Total Rm
<b>Assets</b>						
Restricted cash	–	356	356	–	335	335
Cash investment	–	–	–	–	962	962
Cash and cash equivalents	1	1 035	1 036	1	–	1
	1	1 391	1 392	1	1 297	1 298
<b>Liabilities</b>						
Trade and other payables	2	2	4	2	–	2

The following exchange rates applied during the year:

Year-end rate US\$1	R18,75	R18,50
Average rate US\$1	R18,33	R18,39

For the group and company, for the year ended 31 December 2024, a change of 1% in the foreign currency exchange rate used to translate the US dollar denominated financial assets of R1 391 million (2023: R1 297 million) would have increased or decreased the profit after tax for the year and the equity at year end by R11 million (2023: R10 million).

**17. Financial instruments and risk management** (continued)**17.5 Market risk** (continued)

## 17.5.2 Interest rate risk

Group entities are exposed to interest rate risk as they place funds in the money market. This risk is managed by maintaining an appropriate mix of term and daily call deposits with registered financial institutions which are subject to compliance with the relevant regulatory bodies.

At 31 December, the interest rate profile of interest-bearing financial instruments was:

	Group		Company	
	2024 Rm	2023 Rm	2024 Rm	2023 Rm
<b>Variable rate instruments</b>				
Financial assets	1 465	1 414	1 392	1 298

Based on the SA rand and US dollar denominated financial asset balances at 31 December 2024, it is estimated that a 100 basis points increase/decrease in interest rates would result in an increase/decrease in interest income after tax and the equity at year end of R11 million (2023: R10 million) for the group and company. This analysis assumes that all other variables remain constant.

**17.6 Capital management**

Capital is regarded as total equity. The board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain the business. The board determines dividends payable to shareholders.

The company may purchase its own shares on the market, if there are good grounds for doing so. In this regard, the directors will ensure the requirements of the Companies Act of South Africa, including the performance of the solvency and liquidity test, are satisfied and will take account of, inter alia, an appropriate capitalisation structure for the company, the long-term cash needs and the interests of the company.

There were no changes in the approach to capital management during the year.

Neither the company nor its subsidiary are subject to externally imposed capital requirements.

**17.7 Fair values**

The fair values of financial instruments (refer to note 17.1) have been arrived at after taking into account current market conditions.

## Fair value hierarchy

Fair values are measured using the following fair value hierarchy that reflects the significance of the inputs used in making the measurements:

Level 1: Quoted market price (unadjusted in an active market for an identical instrument) that can be assessed at the measurement date.

Level 2: Valuation techniques based on observable inputs, either directly (i.e. as prices) or indirectly (i.e. derived from prices). This category includes instruments valued using quoted market prices in active markets for similar instruments, quoted prices for identical or similar instruments in markets that are considered less than active or other valuation techniques where all significant inputs are directly or indirectly observable from market data.

Level 3: Valuation techniques using significant unobservable inputs. This category includes all instruments where the valuation technique includes inputs not based on observable data and the unobservable inputs have a significant effect on the instrument's valuation. This category includes instruments that are valued based on quoted prices that are similar to instruments where significant unobservable adjustments or assumptions are required to reflect differences between the instruments.

Company	
2024 Rm	2023 Rm

## 18. Related parties

### 18.1 Identity of related parties

The company has related party relationships with its subsidiaries (refer to note 4.1) and directors (refer to note 18.3).

### 18.2 Intra-group transactions

Administration fee expense charged by Trencor Services	4	4
Amounts advanced by Trencor Services (refer to note 16.3)	49	44
Amounts repaid to Trencor Services (refer to note 16.3)	9	–
Dividend income from Trencor Services (refer to notes 4.3, 12,1 and 16.3)	40	44
Dividend income from TAC (refer to notes 4.2, 4.3, and 12,1)	6	–

### 18.3 Transactions with directors

The number of shares held by the directors and their associates in the issued share capital of the company at 31 December 2024 and 2023 were as follows:

	Company		
	Direct	Associates	Total
David Nurek	–	10 000	10 000
Eddy Oblowitz	10 000	–	10 000
Ric Sieni	–	–	–
Roddy Sparks	–	4 000	4 000
	10 000	14 000	24 000

There have been no changes in the above interests between the financial year-end and the date of this report.

The remuneration paid to the directors during the years ended 31 December 2024 and 2023 was as follows:

	Group			
	Guaranteed remuneration	Medical aid	Life and disability cover	Total remuneration
	R'000	R'000	R'000	R'000
<b>2024</b>				
<b>Non-executive directors</b>				
David Nurek	897	–	–	897
Eddy Oblowitz	483	–	–	483
Roddy Sparks	460	–	–	460
	1 840	–	–	1 840
<b>Executive director</b>				
Ric Sieni	2 254	108	9	2 371
<b>Aggregate remuneration 2024</b>	<b>4 094</b>	<b>108</b>	<b>9</b>	<b>4 211</b>
<b>2023</b>				
<b>Non-executive directors</b>				
David Nurek	897	–	–	897
Eddy Oblowitz	483	–	–	483
Roddy Sparks	460	–	–	460
	1 840	–	–	1 840
<b>Executive director</b>				
Ric Sieni	2 117	94	47	2 258
<b>Aggregate remuneration 2023</b>	<b>3 957</b>	<b>94</b>	<b>47</b>	<b>4 098</b>

Value-added tax is included in non-executive directors' remuneration.

## 19. Indemnity provided by Trencor in relation to the Halco Trust indemnitees

On 20 February 2018, Trencor, as a nominated beneficiary of the Halco Trust, received a vesting and distribution from the Halco Trust of the entire issued share capital of Halco Holdings Inc, which in turn held the shares in Textainer and TAC. Before the vesting and distribution were effected, Trencor was required to provide an indemnity in a negotiated amount of US\$62 million, inter alia, to the trustee of the Halco Trust, in lieu of the indemnity the trustee enjoyed under the Deed of Settlement of the Halco Trust at the time.

In terms of this Indemnity Agreement, Trencor indemnified the indemnitees against certain events, which included the incurrance of liabilities by the indemnitees, and against the incurrance of costs and expenses in connection with the indemnity.

The termination date under the Indemnity Agreement occurred on 31 December 2024, and was no longer effective from 1 January 2025. An amount of US\$19 million (2023: US\$18 million) held in escrow, in accordance with the terms of an escrow agreement by an independent escrow agent, was released on 16 January 2025, after the costs incurred prior to the termination date were settled in full (refer to note 6).

No contingent liability has been disclosed for this indemnity in the financial statements for the years ended 31 December 2024 and 2023 as the directors believe that the possibility of an outflow of resources in relation to the residual obligations of Trencor under the indemnity is remote.

## 20. Going concern

The company's approach to managing liquidity is to manage its working capital, capital expenditure and cash flows, is to ensure as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the company's reputation. Ultimate responsibility for liquidity risk management rests with the board of directors. Typically the company ensures that it has sufficient cash on hand to meet operational expenses, including the servicing of financial obligations.

The going concern principle requires that the group and company financial statements be prepared on the basis that Trencor will remain in business for the foreseeable future. As previously advised, it is the board's intention to wind up the company's activities and thereafter to pursue its liquidation as expeditiously as is practicably possible. The exact timing for the liquidation currently remains uncertain, although all necessary efforts are already being undertaken to attain the required outcomes in the most efficient and timeous manner. Given these specific circumstances, and to assist the board in reaching its assessment of going concern, cash flow projections have been prepared up to 31 December 2025.

Once there is clarity on the timing and the process leading up to the final liquidation the board will approach shareholders with a resolution to wind up the company.

In assessing the ability of the group and company to continue as a going concern, the board considered:

- the group's financial budgets and cash flow forecasts;
- the performance of underlying business assets and their ability to make a positive contribution to the group's objectives; and
- the ability of the subsidiary to declare dividends.

The board is of the view that, based on its knowledge of the group and the company, the group and the company have adequate resources at their disposal to settle obligations as they fall due and the group and the company will continue as going concerns for the foreseeable future up until the date of liquidation and have thus prepared the group and the company financial statements on the going concern basis.

## 21. Events after the reporting period

In January 2025, all of Trencor's US dollar offshore deposits, as well as the US dollar deposits previously held by an escrow agent of and for Trencor's benefit, were remitted to South Africa and converted into SA Rand. The conversion in the amount of US\$74,2 million yielded R1,39 billion at an average rate of US\$1=R18,7796. As all the foreign denominated deposits at the reporting date have been repatriated to South Africa, from 16 January 2025 the group and company are no longer exposed to foreign currency risk.

Considering the board's stated strategy of distributing its cash resources to shareholders as and when these become commercially available, and pursuant to the occurrence of the termination date under the Indemnity Agreement (refer to note 19), the board declared a gross special cash dividend of 730 cents per share on 28 January 2025 (refer to note 10.2). In arriving at its decision to declare and pay that dividend, the directors, after taking the necessary professional advice, were satisfied that it is not reasonably foreseeable that Trencor may, in the future, be liable to make any payments under the Indemnity Agreement and that Trencor retained sufficient resources to discharge any related costs and expenses.

The directors are not aware of any other matters and or circumstances arising since the end of the financial year to the date of this report, which will have a material impact on the financial position at 31 December 2024.

# Analysis of Shareholders

at 27 December 2024

	Number of holders	% of holders	Number of shares	% interest
<b>Size of shareholding</b>				
1 - 1 000 shares	1 295	70,30	208 705	0,12
1 001 - 10 000 shares	296	16,07	1 080 273	0,62
10 001 - 100 000 shares	139	7,55	5 633 386	3,25
100 001 - 1 000 000 shares	85	4,61	32 757 109	18,88
1 000 001 shares and over	27	1,47	133 855 203	77,13
<b>Total</b>	<b>1 842</b>	<b>100,00</b>	<b>173 534 676</b>	<b>100,00</b>
<b>Distribution of shareholders</b>				
Mutual funds	55	2,99	69 250 340	39,91
Banks and insurance companies	23	1,25	17 794 462	10,25
Retirement funds	59	3,20	8 691 123	5,01
Other corporate bodies	123	6,68	62 759 916	36,17
Individuals	1 483	80,51	8 214 544	4,73
Nominee companies and trusts	99	5,37	6 824 291	3,93
<b>Total</b>	<b>1 842</b>	<b>100,00</b>	<b>173 534 676</b>	<b>100,00</b>
<b>Shareholder spread</b>				
Public shareholders	1 839	99,84	173 510 676	99,99
Non-public shareholders	3	0,16	24 000	0,01
Directors and associates	3	0,16	24 000	0,01
Strategic holdings (more than 35%)	–	–	–	–
<b>Total</b>	<b>1 842</b>	<b>100,00</b>	<b>173 534 676</b>	<b>100,00</b>

## Major shareholders

The direct and indirect beneficial interests of shareholders who, in so far as is known, held 5% or more of the issued shares at 27 December 2024 were as follows:

	Number of shares	% interest
African Phoenix Investments Limited	33 102 993	19,08
MandG Investment Managers Proprietary Limited	24 821 385	14,30
Coronation Fund Managers Limited	18 530 205	10,68
CoroCapital Proprietary Limited	15 577 827	8,98
All Weather Capital Proprietary Limited	9 532 847	5,49
	<b>101 565 257</b>	<b>58,53</b>



# Directors and Committees

**Directors**

David Nurek	Chairman/Independent
Eddy Oblowitz	Independent
Ric Sieni*	Chief Executive Officer and Financial Director
Roddy Sparks	Lead Independent

\* Executive

**Audit committee**

Eddy Oblowitz	Chairman
David Nurek	
Roddy Sparks	

**Remuneration committee**

Roddy Sparks	Chairman
David Nurek	
Eddy Oblowitz	

**Risk committee**

Eddy Oblowitz	Chairman
David Nurek	
Ric Sieni	
Roddy Sparks	

**Social and ethics committee**

Roddy Sparks	Chairman
David Nurek	
Eddy Oblowitz	
Ric Sieni	

# Directorate: Brief Résumés

Ages at 31 December 2024

## EXECUTIVE

### **RICARDO (RIC) ANTONIO SIENI (70)**

B Com (UCT) CA(SA). Appointed to the role of chief executive officer on 11 May 2021. This is in addition to being appointed to the board as financial director on 1 March 2016. He is a member of the social and ethics committee and the risk committee. He completed his articles at Deloitte before joining Trencor on 1 October 1982 where he served as group accountant and later as financial manager.

## INDEPENDENT NON-EXECUTIVE

### **DAVID MORRIS NUREK (74)**

Dip Law (UCT) Grad Dip Company Law (UCT) was an executive of Investec Bank Limited until his retirement on 31 August 2019. He was appointed as an alternate director of Trencor on 30 November 1992 and as a full director on 24 July 1995. On 5 August 2016 he was appointed as chairman of the board. Prior to joining Investec in June 2000, he practised as an attorney at law with Sonnenberg Hoffmann Galombik for 32 years. He is a member of the audit, social and ethics, risk and remuneration committees and has served on the boards of a number of listed and unlisted companies in a non-executive capacity.

### **EDWIN (EDDY) OBLowitz (67)**

B Com (UCT) CA(SA) CPA (Isr) was appointed as a non-executive director on 3 March 2004 and is chairman of the audit and risk committees and a member of the remuneration and social and ethics committees. He was previously an international partner of Andersens in South Africa. He is the Principal at Contineo Financial Services, which internationally provides fiduciary and specialist consulting services to high net worth families and corporates. He is a director of various listed and unlisted companies in a non-executive capacity and serves as a trustee of various trusts.

### **RODERICK (RODDY) JOHN ALWYN SPARKS (65)**

B Com Hons (UCT) CA(SA) MBA (UCT) was appointed as a non-executive director on 27 July 2009. He is the lead independent director and is a member of the audit and risk committees and chairman of the social and ethics and remuneration committees. He was previously managing director of Old Mutual South Africa and Old Mutual Life Assurance Company (SA) and chairperson of Old Mutual Unit Trust, Old Mutual Specialised Finance and Old Mutual Asset Managers (SA).

# Notice to Shareholders

Trencor Limited  
(Incorporated in the Republic of South Africa)  
(Registration number 1955/002869/06)  
("the company")  
Share code: TRE  
ISIN: ZAE000007506

Notice is hereby given that the sixty ninth annual general meeting of shareholders of the company will be held on Monday, 5 May 2025 at 09:00 ("the AGM").

## RECORD DATES

In terms of section 59 of the Companies Act, No 71 of 2008, as amended ("Companies Act"), the record date for shareholders to be recorded in the register of members of the company in order to receive this notice of the AGM is Thursday, 20 March 2025. The record date for shareholders to be recorded in the register of members of the company in order to be able to attend, participate and vote at the AGM is Friday, 25 April 2025, and the last day to trade in the company's shares in order to be recorded in the register of members of the company so as to be able to attend, participate and vote at the AGM is Tuesday, 22 April 2025.

## ELECTRONIC PARTICIPATION IN THE AGM

The AGM will only be accessible through electronic participation as permitted by the JSE Limited and in terms of the provisions of the Companies Act and the company's memorandum of incorporation.

Certificated shareholders and dematerialised shareholders with "own name" registration who wish to participate in and/or vote at the AGM should contact the company's transfer secretaries, Computershare Investor Services Proprietary Limited, at proxy@computershare.co.za as soon as possible but, for administrative purposes, no later than 09:00 on Friday, 2 May 2025, to obtain log in details. Proof of identification will be required before such shareholders are provided with access to the electronic platform. Dematerialised shareholders other than "own name" registrations who wish to participate in and/or vote at the AGM, should request the necessary letter of representation from their Central Security Depository Participant ("CSDP")/broker and submit a copy thereof to Computershare at proxy@computershare.co.za as soon as possible but, for administrative purposes, not later than 09:00 on Friday, 2 May 2025, in order to obtain log in details. On registration for voting, a voting paper will be issued by Computershare for voting electronically at the AGM.

The company does not accept responsibility, and will not be held liable, for any action of, or omission by, any CSDP or broker including, without limitation, any failures on the part of the CSDP or broker to notify any shareholder holding shares in dematerialised form of the AGM convened in terms of the notice.

## BUSINESS OF THE MEETING

Each of the ordinary and special resolutions set out below may be proposed and passed, with or without modification or amendment, at the AGM or at any postponement or adjournment thereof.

The purpose of the AGM is for the following business to be transacted and for the following ordinary and special resolutions to be proposed:

1. To present and consider the audited financial statements, the directors' report and the audit committee report of the company and the Trencor group for the year ended 31 December 2024.

In terms of the Companies Act, the audited financial statements will be presented to the shareholders together with the directors' report and the audit committee report. The audited financial statements, the directors' report and the audit committee report of the company and its subsidiaries, are set out on pages 12 to 38 of the integrated annual report of which this notice of AGM forms part ("the integrated annual report").

2. In terms of the company's memorandum of incorporation Eddie Oblowitz and Roddy Sparks retire by rotation at the AGM but, being eligible, offer themselves for re-election.

Brief résumés of the directors of the company are presented on page 41 of the integrated annual report.

Accordingly, shareholders are requested to consider and, if deemed fit, to re-elect the directors named above by way of passing the ordinary resolutions set out below:

### Ordinary resolution number 1.1:

"Resolved that Eddie Oblowitz is elected as a director of the company."

### Ordinary resolution number 1.2:

"Resolved that Roddy Sparks is elected as a director of the company."

### Explanatory note:

The board recommends the election of Eddie Oblowitz and Roddy Sparks as directors of the company. The election of each director who retires by rotation and makes himself available for re-election is required at the company's AGM.

The minimum percentage of votes required for these resolutions to be adopted is 50% plus one of the votes cast on the resolution.

3. To table the remuneration policy and implementation report of the company (as set out on pages 5 to 8 of the integrated annual report) for consideration and submit same for separate non-binding advisory votes by the shareholders.

### Advisory vote 1:

"Resolved that the remuneration policy of the company, as set out on pages 5 to 8 of the integrated annual report of which this notice of AGM forms part, is endorsed through a non-binding advisory vote."

**Advisory vote 2:**

“Resolved that the remuneration implementation report of the company, as set out on page 8 of the integrated annual report of which this notice of AGM forms part, is endorsed through a non-binding advisory vote.”

**Explanatory note:**

In terms of the King IV principles and the Listings Requirements of the JSE Limited, the company’s remuneration policy and the implementation report should be tabled to the shareholders of the company for separate non-binding advisory votes at the annual general meeting. Accordingly, the shareholders are requested to endorse the company’s remuneration policy and the implementation report by way of separate non-binding advisory votes in the same manner as an ordinary resolution.

In the event that either the policy or implementation report or both are voted against by 25% or more of the voting rights exercised then a shareholder engagement process will be undertaken to ascertain the reasons for the dissenting votes. All legitimate and reasonable objections and concerns will be appropriately addressed and full disclosure of the process followed will be included in the following year’s remuneration report.

As this is not a matter that is required to be resolved or approved by shareholders, no minimum voting threshold is required. Nevertheless, to signify endorsement, the minimum percentage of votes required in favour of the remuneration policy is 50% plus one of the votes cast on the resolution.

4. To re-appoint KPMG Inc. as independent auditor of the company for the ensuing year.

**Ordinary resolution number 2:**

“Resolved that KPMG Inc. is re-appointed as the auditor of the company for the ensuing year.”

**Explanatory note:**

In compliance with section 90(1) of the Companies Act, a public company must each year at its annual general meeting appoint an auditor.

Note that the audit committee and the board recommend the re-appointment of KPMG Inc. as auditor of the company. Section 94(9) of the Companies Act entitles a company to appoint an auditor at its annual general meeting, other than one nominated by the audit committee, but if such an auditor is appointed, the appointment is valid only if the audit committee is satisfied that the proposed auditor is independent of the company.

The minimum percentage of votes required for this resolution to be adopted is 50% plus one of the votes cast on the resolution.

5. To elect an audit committee to conduct the duties and responsibilities as outlined in section 94(7) of the Companies Act.

**Ordinary resolution number 3.1:**

“Resolved that David Nurek is elected as a member of the audit committee of the company.”

**Ordinary resolution number 3.2:**

“Resolved that Eddy Oblowitz is elected as a member of the audit committee of the company subject to his re-election as a director of the company in terms of ordinary resolution number 1.1.”

**Ordinary resolution number 3.3:**

“Resolved that Roddy Sparks is elected as a member of the audit committee of the company subject to his re-election as a director of the company in terms of ordinary resolution number 1.2.”

**Explanatory note:**

In terms of the Companies Act, the audit committee is not a committee of the board but a committee elected by the shareholders at each AGM.

Section 94(2) of the Companies Act requires a public company, at each AGM, to elect an audit committee.

Section 94(4)(a) of the Companies Act requires, among other things, that each member of the audit committee must be a director of the company. Brief résumés of these directors are presented on page 41 of the integrated annual report. Each of the proposed nominees is an independent non-executive director of the company.

The minimum percentage of votes required for these resolutions to be adopted is 50% plus one of the votes cast on the resolution.

6. To elect a social and ethics committee to conduct the duties and responsibilities as outlined in the Companies Act.

**Ordinary resolution number 4.1:**

“Resolved that David Nurek is elected as a member of the social and ethics committee of the company.”

**Ordinary resolution number 4.2:**

“Resolved that Eddie Oblowitz is elected as a member of the social and ethics committee of the company subject to his re-election as a director of the company in terms of ordinary resolution number 1.1.”

**Ordinary resolution number 4.3:**

“Resolved that Ric Sieni is elected as a member of the social and ethics committee of the company.”

**Ordinary resolution number 4.4:**

“Resolved that Roddy Sparks is elected as a member of the social and ethics committee of the company subject to his re-election as a director of the company in terms of ordinary resolution number 1.2.”

**Explanatory note:**

In terms of the Companies Act, the social and the social and ethics committee is required to be elected by the shareholders at each AGM.

Brief résumés of these directors are presented on page 41 of the integrated annual report. Each of the proposed nominees is a director of the company and the majority are independent non-executive directors.

The minimum percentage of votes required for these resolutions to be adopted is 50% plus one of the votes cast on the resolution.

7. To provide financial assistance to a related company.

**Special resolution number 1:**

“Resolved that in terms of and subject to the provisions of section 45 of the Companies Act, the shareholders of the company hereby approve of, as a general approval, the company providing (subject to the requirements of the company’s memorandum of incorporation, the Companies Act and the Listings Requirements of the JSE Limited from time to time), at any time and from time to time, during the period of two years commencing on the date of passing of this special resolution, any direct or indirect financial assistance contemplated in the Companies Act to its subsidiary on such terms and conditions as the board of directors of the company, or any one or more persons authorised by the board of directors of the company from time to time for such purpose, deems fit.”

**Explanatory note:**

The reason for special resolution number 1 is to obtain approval from the shareholders for the company to provide financial assistance, should the need arise, in accordance with the provisions of section 45 of the Companies Act. The effect of special resolution number 1 is that the company will have the necessary authority to provide such financial assistance to its subsidiary as contemplated in special resolution number 1 as and when required to do so. The board of the company undertakes that, insofar as the Companies Act requires, it will not adopt a resolution to authorise such financial assistance, unless the directors are satisfied that (i) immediately after providing such financial assistance, the company will satisfy the solvency and liquidity test as referred to in section 45(3)(b)(i) of the Companies Act, and that (ii) the terms under which such financial assistance is to be given are fair and reasonable to the company as required by section 45(3)(b)(ii) of the Companies Act. The proposed resolution does not authorise the provision of financial assistance to any director or executive of the company.

The minimum percentage of votes required for this resolution to be adopted is 75% of the votes cast on the resolution.

8. To resolve as a special resolution that the non-executive directors’ annual remuneration, in their capacity only as directors of the company, from 1 July 2025 be approved.

**Special resolution number 2:**

“Resolved that the non-executive directors’ annual remuneration, in their capacities only as directors of the company, from 1 July 2025 is increased by 10% from that paid in respect of each of the prior four years and be paid in accordance with the following, plus such amount of Value-Added Tax as may be attributable thereto:

	Rand
For services as:	
Basic remuneration as a member of the board and its committees (other than the audit/risk committee)	330 000
In addition:	
Chairman of the board	473 000
Chairman of the audit/risk committee	77 000
Member of the audit/risk committee	55 000
Chairman of the remuneration committee	27 500
Chairman of the social and ethics committee	27 500

**Explanatory note:**

In terms of sections 66(8) and (9) of the Companies Act, remuneration may only be paid to directors for their service as directors in accordance with a special resolution approved by the shareholders within the previous two years.

It is noted that the remuneration payable to non-executive directors in their capacities as such and for their services as directors, as set out in the above special resolution, represents a 10% increase to the current remuneration approved and paid from 1 July 2020. This proposal is as a result of no increases having been sought since 2021 and their continued involvement in the affairs of the group which has been extremely intensive.

The minimum percentage of votes required for this resolution to be adopted is 75% of the votes cast on the resolution.

9. To present and consider the report of the social and ethics committee of the company as set out on page 8 of the integrated annual report of which this notice of AGM forms part.
10. To transact such other business as may be transacted at an annual general meeting.

## GENERAL INSTRUCTIONS AND INFORMATION

All shareholders are encouraged to attend, speak and vote at the AGM. Voting will be conducted on a poll and every shareholder present in person, by proxy or represented shall have one vote for every share held.

If you hold certificated shares (i.e. have not dematerialised your shares in the company) or are registered as an own name dematerialised shareholder (i.e. have specifically instructed your CSDP to hold your shares in your own name on the company's sub-register), then:

- you may attend and vote at the AGM; alternatively
- you may appoint a proxy (who need not also be a shareholder of the company) to represent you at the AGM by completing the attached form of proxy and, for administrative purposes, you are requested to return it to the office of the company's transfer secretaries not less than 24 hours before the time appointed for the holding of the AGM (excluding Saturdays, Sundays and public holidays). Any form of proxy not so lodged beforehand may be delivered to the transfer secretaries at proxy@computershare.co.za at any time before the AGM commences. Please note that your proxy may delegate his/her authority to act on your behalf to another person, subject to the restrictions set out in the attached form of proxy as stipulated in section 58(3)(b) of the Companies Act. Any form of proxy must be so delivered before your proxy may exercise any of your rights as a shareholder at the AGM.

Please note that if you are the owner of dematerialised shares (i.e. have replaced the paper share certificates representing the shares with electronic records of ownership under the JSE's electronic settlement system, Strate Proprietary Limited, held through a CSDP or broker) and are not registered as an "own name" dematerialised shareholder, you are not registered as a shareholder of the company, but appear on the sub-register of the company held by your CSDP. Accordingly, in these circumstances subject to the mandate between yourself and your CSDP or broker, as the case may be:

- if you wish to attend the AGM you must contact your CSDP or broker, as the case may be, and obtain the relevant letter of representation from them; alternatively
- if you are unable to attend the AGM but wish to be represented at the meeting, you must contact your CSDP or broker, as the case may be, and furnish them with your voting instructions in respect of the AGM and/or request them to appoint a proxy. You must then not complete the attached form of proxy. The instructions must be provided in accordance with the mandate between yourself and your CSDP or broker, as the case may be, within the time period required by them.

CSDPs, brokers or their nominees, as the case may be, recorded in the company's sub-register as holders of dematerialised shares held on behalf of an investor/beneficial owner in terms of Strate should, when authorised in terms of their mandate or instructed to do so by the owner on behalf of whom they hold dematerialised shares in the company, vote by either appointing a duly authorised representative to attend and vote at the AGM or by completing the attached form of proxy in accordance with the instructions thereon and submitting it, for administrative purposes, to the office of the company's transfer secretaries at proxy@computershare.co.za by no later than 09:00 on Friday, 2 May 2025, being 24 hours before the time appointed for the holding of the AGM (excluding Saturdays, Sundays and public holidays). Any form of proxy not so lodged beforehand may be submitted to the transfer secretaries at proxy@computershare.co.za at any time before the AGM commences.

Shareholders of the company, other than natural persons, that wish to participate in the AGM, may authorise any person to act as their representative at the annual general meeting.

Section 63(1) of the Companies Act requires that a person wishing to participate in the AGM (including any representative or proxy) must provide satisfactory identification (such as valid identity documents, driver's licences or passports) before they may attend or participate at such meeting.

Guests wishing to attend the AGM via the electronic facility are required to contact the transfer secretaries at proxy@computershare.co.za as soon as possible to obtain log in details.

Participants will be liable for their own network charges and it will not be for the expense of the company or Computershare. Neither the company or Computershare can be held accountable in the case of loss of network connectivity or any other network failure which would prevent shareholders from voting or participating in the AGM.

By order of the board



Trencor Services Proprietary Limited  
Secretaries  
Per Guy Norval

Cape Town  
25 March 2025

# Form of Proxy

**Trencor Limited**

(Incorporated in the Republic of South Africa)  
 (Registration number 1955/002869/06)  
 (“the company”)  
 Share code: TRE  
 ISIN: ZAE000007506

For use at the annual general meeting of shareholders of the company to be held entirely through electronic participation on Monday, 5 May 2025 at 09:00 (“the AGM”).

Not to be used by beneficial owners of shares who have dematerialised their shares (“dematerialised shares”) through a Central Securities Depository Participant (“CSDP”) or broker, as the case may be, unless they are recorded on the sub-register as “own name” dematerialised shareholders (“own name dematerialised shareholders”). Generally, you will not be an own name dematerialised shareholder unless you have specifically requested the CSDP to record you as the holder of the shares in your own name in the company’s sub-register.

Only for use by certificated, own name dematerialised shareholders and CSDPs or brokers (or their nominees) registered in the company’s sub-register as the holder of dematerialised shares.

Each shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies (none of whom need be a shareholder of the company) to attend, speak and vote in place of that shareholder at the AGM and any adjournment or postponement thereof.

Please note the following:

- the appointment of your proxy may be suspended at any time and 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;
- you may revoke the proxy appointment by (i) cancelling it in writing, or making a later inconsistent appointment of a proxy; and (ii) submitting a copy of the revocation instrument to the proxy and to the transfer secretaries of the company at proxy@computershare.co.za; and

- any shareholder of the company, other than natural persons, may authorise any person to act as its representative at the AGM. Please also note that section 63(1) of the Companies Act, No 71 of 2008, as amended, (“Companies Act”) requires that persons wishing to participate in the AGM (including the aforementioned representative) provide satisfactory identification before they may attend or participate at such meeting.

Note that voting will be performed by way of a poll so that each shareholder present or represented by way of proxy will be entitled to vote the number of shares held or represented by them.

My/our proxy may delegate to another person his/her authority to act on my/our behalf at the AGM, provided that my/our proxy:

- may only delegate his/her authority to act on my/our behalf at the AGM to a director of the company;
- must provide written notification to the transfer secretaries of the company, namely Computershare Investor Services Proprietary Limited of the delegation by my/our proxy of his/her authority to act on my/our behalf at the AGM by no later than 09:00 on Friday, 2 May 2025, being 24 hours (excluding Saturdays, Sundays and public holidays) before the AGM to be held at 09:00 on Monday, 5 May 2025; and
- must provide to his/her delegate a copy of his/her authority to act on my/our behalf at the AGM.

Refer to the notes on page 48.

This form of proxy is to be submitted to the transfer secretaries of Trencor Limited, namely Computershare Investor Services Proprietary Limited, by e-mail to proxy@computershare.co.za as soon as possible to be received, for administrative purposes, not later than 24 hours before the AGM. Any form of proxy not so submitted beforehand may be submitted at any time before the AGM commences at 09:00 on Monday, 5 May 2025.

I/we (full names)

of (address)

Telephone: Work

Home

Mobile

being a shareholder(s) of the company, holding

shares in the company

hereby appoint (refer to note 1)

or failing him/her

or failing him/her

or failing him/her the chairperson of the AGM as my/our proxy to act for me/us on my/our behalf at the AGM and at any adjournment or postponement thereof in accordance with the following instructions:

Insert an "X" in the relevant spaces according to how you wish your votes to be cast. If you wish to cast less than all the votes in respect of the shares held by you, insert the number of votes in respect of which you desire to vote (refer to note 2). Unless otherwise instructed my/our proxy can vote as he/she deems fit.

	For	Against	Abstain
Re-election of directors:			
Ordinary resolution number 1.1: Election of Eddy Oblowitz as director.			
Ordinary resolution number 1.2: Election of Roddy Sparks as director.			
Non-binding advisory vote 1: Endorsement of the remuneration policy of the company.			
Non-binding advisory vote 2: Endorsement of the remuneration implementation report of the company.			
Ordinary resolution number 2: Re-appointment of KPMG Inc. as independent auditor.			
To elect an audit committee with the following members:			
Ordinary resolution number 3.1: Election of David Nurek as audit committee member.			
Ordinary resolution number 3.2: Election of Eddy Oblowitz as audit committee member.			
Ordinary resolution number 3.3: Election of Roddy Sparks as audit committee member.			
To elect a social and ethics committee with the following members:			
Ordinary resolution number 4.1: Election of David Nurek as social and ethics committee member.			
Ordinary resolution number 4.2: Election of Eddy Oblowitz as social and ethics committee member.			
Ordinary resolution number 4.3: Election of Ric Sieni as social and ethics committee member.			
Ordinary resolution number 4.4: Election of Roddy Sparks as social and ethics committee member.			
Special resolution number 1: To approve and authorise the provision of financial assistance, as contemplated in section 45 of the Companies Act, by the company to its subsidiary.			
Special resolution number 2: To approve the non-executive directors' remuneration, in their capacities as directors only, from 1 July 2025.			

Signed at \_\_\_\_\_ on this \_\_\_\_\_ day of \_\_\_\_\_ 2025

Signature \_\_\_\_\_ Assisted by (where applicable) signature \_\_\_\_\_

Name of signatory \_\_\_\_\_ Name of assistant \_\_\_\_\_

Capacity \_\_\_\_\_ Capacity \_\_\_\_\_

(Authority of signatory to be attached if applicable – refer to note 6)

#### Summary of shareholders' rights in respect of proxy appointments as contained in section 58 of the Companies Act

Please note that in terms of section 58 of the Companies Act:

- this proxy form must be dated and signed by the shareholder appointing the proxy;
- you may appoint an individual as a proxy, including an individual who is not a shareholder of the company, to participate in and speak and vote at a shareholders meeting on your behalf and may appoint more than one proxy to exercise voting rights attached to different securities held by you;
- your proxy may delegate his/her authority to act on your behalf to another person, subject to any restriction set out in this proxy form;
- this proxy form must be submitted by e-mail to the transfer secretaries of the company, namely Computershare Investor Services Proprietary Limited, at proxy@computershare.co.za before the commencement of the meeting before your proxy exercises any of your rights as a shareholder at the AGM;
- the appointment of your proxy or proxies will be suspended at any time and to the extent that you choose to act directly and in person in the exercise of any of your rights as a shareholder at the AGM;
- the appointment of your proxy is revocable unless you expressly state otherwise in this proxy form;
- as the appointment of your proxy is revocable, you may revoke the proxy appointment by (i) cancelling it in writing, or making a later inconsistent appointment of a proxy and (ii) submitting a copy of the revocation instrument to the proxy, and to the transfer secretaries at proxy@computershare.co.za. Please note the revocation of a proxy appointment constitutes a complete and final cancellation of your proxy's authority to act on your behalf as of the later of the date stated in the revocation instrument, if any, or the date on which the revocation instrument was delivered to the transfer secretaries and the proxy as aforesaid;
- if this proxy form 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 Memorandum of Incorporation to be delivered by the company to you will be delivered by the company to you or your proxy or proxies, if you have directed the company to do so in writing and paid any reasonable fee charged by the company for doing so;
- your proxy is entitled to exercise, or abstain from exercising, any voting right of yours at the AGM, but only as directed by you on this proxy form; and
- the appointment of your proxy remains valid only until the end of the AGM or any adjournment or postponement thereof or for a period of six months, whichever is shorter, unless it is revoked by you before then on the basis set out above.

Refer to the notes on the reverse side hereof.



# Notes to the Form of Proxy

1. A certificated or own name dematerialised shareholder or nominee of a CSDP or broker registered as a shareholder in the company's sub-register may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space(s) provided, with or without deleting "the chairperson of the annual general meeting", but any such deletion must be initialled by the shareholder. The person whose name stands first on the proxy form and who is present at the AGM will be entitled to act as proxy to the exclusion of those whose names follow thereafter. If no proxy is inserted in the spaces provided, then the chairperson shall be deemed to be appointed as the proxy.
2. A shareholder's instructions to the proxy must be indicated in the appropriate box provided. If there is no clear indication as to the voting instructions to the proxy, the proxy will be deemed to be authorised to vote or to abstain from voting at the AGM as he/she deems fit in respect of all of the shareholder's votes exercisable thereat. A shareholder or his/her proxy is not obliged to use all the votes exercisable by the shareholder, but the total of the votes cast or abstained may not exceed the total of the votes exercisable by the shareholder.
3. Proxy forms should be lodged with the company's transfer secretaries, Computershare Investor Services Proprietary Limited, by e-mail to proxy@computershare.co.za. Forms of proxy are requested to be lodged, for administrative purposes, by no later than 24 hours (excluding Saturdays, Sundays and public holidays) before the AGM (i.e. 09:00 on Friday, 2 May 2025). Any form of proxy not so lodged beforehand may be submitted to the transfer secretaries at proxy@computershare.co.za at any time before the AGM commences at 09:00 on Monday, 5 May 2025.
4. The completion and lodging of this proxy form will not preclude the relevant shareholder from attending the AGM and speaking and voting in person thereat to the exclusion of any proxy appointed in terms thereof.
5. Where there are joint holders of shares, the vote of the senior joint holder who tenders a vote, as determined by the order in which the names stand in the register of shareholders, will be accepted.
6. Documentary evidence establishing the authority of a person signing this proxy form in a representative capacity must be attached to this proxy form unless previously recorded by the company's transfer secretaries or waived by the chairperson of the AGM. CSDPs or brokers registered as shareholders in the company's sub-register voting on instructions from owners of shares registered in the company's sub-sub-register, are requested that they identify the owner in the sub-sub-register on whose behalf they are voting and return a copy of the instruction from such owner to the company's transfer secretaries together with this form of proxy.
7. Any alteration or correction made to this proxy form must be initialled by the signatory/ies, but the chairperson may nevertheless elect not to accept the alteration or correction.
8. 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's transfer secretaries.
9. Certificated shareholders, other than natural persons, may by resolution of their directors, or other properly authorised body, in terms of section 57 of the Companies Act, authorise any person to act as their representative.
10. The chairperson of the AGM may, in his/her discretion, accept or reject any form of proxy which is completed other than in accordance with these notes.
11. If required, additional forms of proxy are available from the company's transfer secretaries or the registered office of the company.
12. If you are the owner of dematerialised shares held through a CSDP or broker (or its nominee) and are not an own name dematerialised shareholder, then you are not the registered shareholder of the company, but appear as the holder of a beneficial interest on the relevant sub-register of the company held by your CSDP. Accordingly, in these circumstances, do NOT complete this proxy form. Subject to the mandate between yourself and your CSDP or broker:
  - if you wish to attend the AGM you must contact your CSDP or broker, as the case may be, and obtain the relevant letter of representation from them; alternatively
  - if you are unable to attend the AGM but wish to be represented at the meeting, you must contact your CSDP or broker, as the case may be, and furnish them with your voting instructions in respect of the AGM and/or request them to appoint a proxy. You must then not complete the attached form of proxy. Your instructions must be provided in accordance with the mandate between yourself and your CSDP or broker, as the case may be.

CSDPs, brokers or their nominees, as the case may be, recorded in the company's sub-register as holders of dematerialised shares held on behalf of an investor/beneficial owner in terms of Strate Proprietary Limited should, when authorised in terms of their mandate or instructed to do by the person on behalf of whom they hold the dematerialised shares, vote by either appointing a duly authorised representative to attend and vote at the AGM or by completing the attached form of proxy in accordance with the instructions thereon and returning it to the company's transfer secretaries to be received, for administrative purposes, not less than 24 hours (excluding Saturdays, Sundays and public holidays) prior to the time appointed for the holding of the AGM. Any form of proxy not so lodged beforehand may be submitted to the transfer secretaries at proxy@computershare.co.za at any time before the AGM commences at 09:00 on Monday, 5 May 2025.

# Corporate Information

**Company registration**

Trencor Limited  
Incorporated in the Republic of South Africa  
on 28 September 1955  
Registration number 1955/002869/06

**Year listed**

1955

**Registered office and postal address**

Suite 304 Sea Point Medical Centre  
11 Kloof Road  
Sea Point 8005  
Tel: +27 (0)21 421 7310  
Fax: +27 (0)86 488 8544

**Secretary**

Trencor Services Proprietary Limited

**Website**

[www.trencor.net](http://www.trencor.net)

**E-mail**

[info@trencor.net](mailto:info@trencor.net)

**Transfer secretaries**

Computershare Investor Services Proprietary Limited  
Rosebank Towers  
15 Biermann Avenue  
Rosebank 2196  
(Private Bag X9000 Saxonwold 2132)  
Tel: 011 370 5000  
Fax: 011 688 5200  
Call Centre: 0861 100950 (within RSA)  
or +27 11 370 5000 (outside RSA)  
[www.computershare.com](http://www.computershare.com)

**Auditor**

KPMG Inc.  
The Halyard  
4 Christiaan Barnard Street  
Cape Town City Centre 8000  
(PO Box 4609 Cape Town 8000)

**Designated auditor**

IM Engels

**Attorneys**

Edward Nathan Sonnenbergs Inc.

**Sponsors**

Investec Bank Limited

**Industry Classification Benchmark**

Industry: Industrial  
Supersector: Industrial goods & services  
Sector: Industrial transportation  
Subsector: Transportation services

**Market name**

Trencor

**JSE share code**

TRE

**ISIN**

ZAE000007506

**LEI**

549300SQJU1J0D4CRR78