



We **Buy** Cars Holdings Limited

**AUDITED
CONSOLIDATED AND
SEPARATE ANNUAL
FINANCIAL STATEMENTS**

for the year ended 30 September 2025

We Buy Cars Holdings Limited
Registration number 2020/632225/06
ISIN: ZAE000332789
JSE Share code: WBC
("WeBuyCars" or "the company" or "the group")



Contents

1	Consolidated Annual Financial Statements		2	Separate Annual Financial Statements	81
	Directors' responsibility statement	1		Separate Statement of Financial Position	82
	Approval of the consolidated and separate annual financial statements	1		Separate Statement of Profit or Loss and Other Comprehensive Income	82
	Chief Executive Officer and Chief Financial Officers' responsibility statement	2		Separate Statement of Changes in Equity	83
	Certificate of the Company Secretary	2		Separate Statement of Cash Flows	84
	Directors' report	3		Notes to the Separate Annual Financial Statements, including material Accounting Policies	85
	Audit and Risk Committee report	11		Annexure A – Interest in subsidiaries, associates and other investments	96
	Independent auditor's report	14	3	Shareholders' Analysis	97
	Consolidated Statement of Financial Position	19		Annexure B – Analysis of Ordinary Shareholders	97
	Consolidated Statement of Profit or Loss and Other Comprehensive Income	20	4	Glossary of Terms	99
	Consolidated Statement of Changes in Equity	21		5	Corporate Information
	Consolidated Statement of Cash Flows	22		Independent Auditor's Assurance report on the compilation of pro forma financial information	100
	Notes to the Consolidated Annual Financial Statements, including material Accounting Policies	24			101

These audited consolidated and separate annual financial statements were authorised for issue on 14 November 2025 by the **WeBuyCars** Board of Directors and published on 17 November 2025.



The consolidated and separate annual financial statements are available on the group's website www.webuycars.co.za

Directors' responsibility statement

The directors are required in terms of the Companies Act No. 71 of 2008 of South Africa, as amended to maintain adequate accounting records and are responsible for the content and integrity of the consolidated and separate annual financial statements and related financial information included in this report. It is their responsibility to ensure that the consolidated and separate annual financial statements fairly present the state of affairs of the group and its subsidiaries as at the end of the financial year and the results of its operations and cash flows for the year then ended, in conformity with IFRS[®] Accounting Standards. The external auditor is engaged to express an independent opinion on the consolidated and separate annual financial statements.

The consolidated and separate annual financial statements are prepared in accordance with IFRS Accounting Standards, interpretations developed by the IFRS[®] Interpretations Committee (IFRIC[®] Interpretations), the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Pronouncements as issued by the Financial Reporting Standards Council, the JSE Limited (JSE) Listings Requirements, the going concern principle and the requirements of the Companies Act No. 71 of 2008 of South Africa, as amended. The consolidated and separate annual financial statements are based upon appropriate accounting policies consistently applied and supported by reasonable and prudent judgments and estimates.

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

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

The directors have reviewed the group's cash flow forecast for the year to 14 November 2026 and, in light of this review and the current financial position, they are satisfied that the group and company have access to adequate resources to continue in operational existence for the foreseeable future.

The independent auditor, PricewaterhouseCoopers Inc. (PwC) is responsible for reporting on whether the consolidated and separate financial statements set out on page 19 to 96 are fairly presented in accordance with the applicable financial reporting framework.

Approval of the consolidated and separate annual financial statements

The consolidated and separate annual financial statements have been prepared under the supervision of CJ Rein CA(SA), the Chief Financial Officer. The consolidated and separate annual financial statements set out on pages 3 to 102, which have been prepared on the going concern basis, were approved by the Board of Directors on 12 November 2025 and were signed on their behalf by:

ASS van der Walt
Chief Executive Officer

14 November 2025

CJ Rein
Chief Financial Officer

Chief Executive Officer and Chief Financial Officers' responsibility statement relating to internal financial controls

The Chief Executive Officer and the Chief Financial Officer of the group hereby submit the responsibility statement in terms of Section 3.84(k) of the JSE Limited Listings Requirements after due, careful and proper consideration of same as follows:

Each of the directors, whose names are stated below, hereby confirms that:

- the consolidated and separate annual financial statements set out on pages 3 to 102, fairly present in all material respects the financial position, financial performance and cash flows of the group and the company in terms of IFRS Accounting Standards;
- to the best of our 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 the group and the company has been provided to effectively prepare the consolidated and separate annual financial statements of the group and the 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 our role and function as executive directors with primary responsibility for implementation and execution of controls;
- where we are not satisfied, we have disclosed to the Audit and Risk Committee and the external auditor any deficiencies in the design and operational effectiveness of the internal financial controls and have taken steps to remedy the deficiencies; and
- we are not aware of any fraud involving the directors.

ASS van der Walt
Chief Executive Officer

14 November 2025

CJ Rein
Chief Financial Officer

Certificate of the Company Secretary

In terms of Section 88(2)(e) of the Companies Act No. 71 of 2008 of South Africa, as amended, I certify that, to the best of my knowledge and belief, the company has lodged with the Companies and Intellectual Property Commission, for the financial year ended 30 September 2025, all such returns and notices as are required of a public company in terms of the Companies Act No. 71 of 2008 of South Africa, as amended, and that all such returns and notices are true, correct and up to date.

PJC Vorster
Company Secretary

14 November 2025

Directors' report

The directors have pleasure in submitting their report on the consolidated and separate annual financial statements of WeBuyCars for the year ended 30 September 2025.

1. Nature of business

WeBuyCars is listed on the Main Board of the JSE Limited and trades under the abbreviated name "WeBuyCars", with the share code "WBC". The company is listed in the "Speciality Retailers" sector of the Main Board of the JSE Limited.

We Buy Cars Holdings Limited is a South African based holding company that holds a:

- 100% (2024: 100%) shareholding in We Buy Cars (Pty) Ltd. We Buy Cars (Pty) Ltd was incorporated in South Africa with interests in the pre-owned vehicle market.
- 100% (2024: 100%) shareholding in We Buy Cars AME Holdings DMCC. We Buy Cars AME Holdings DMCC is an investment holding company incorporated in Dubai.
- 100% (2024: 100%) shareholding in We Buy Cars (Namibia) (Pty) Ltd. We Buy Cars (Namibia) (Pty) Ltd was incorporated in Namibia with interests in the pre-owned vehicle market.

Refer to Annexure A for an analysis of the interests in subsidiaries, associates and other investments.

Other than the above, there have been no material changes to the nature of the group's business during the financial year under review.

2. Review of financial results and operations

Accounting policies

The consolidated and separate annual financial statements are prepared in accordance with IFRS Accounting Standards, interpretations developed by the IFRS® Interpretations Committee (IFRIC® Interpretations), the South African Institute of Chartered Accountants (SAICA) Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Pronouncements as issued by the Financial Reporting Standards Council, the JSE Limited Listings Requirements, the going concern principle and the requirements of the Companies Act No. 71 of 2008 of South Africa, as amended.

The consolidated and separate annual financial statements are based upon appropriate accounting policies consistently applied and supported by reasonable and prudent judgments and estimates.

Full details of the financial position, results of operations and cash flows of the group are set out in these consolidated and separate annual financial statements on pages 3 to 102.

Non-IFRS financial information

The annual financial statements contain certain non-IFRS financial measures in respect of WeBuyCars in order to provide users with relevant information and measures used by WeBuyCars to assess performance. Non-IFRS financial measures are financial measures other than those defined or specified under all relevant accounting standards. To the extent that these measures are not included in the audited financial statements of WeBuyCars for the year ended 30 September 2025, these measures constitute *pro forma* financial information in terms of the JSE Limited Listings Requirements and are the responsibility of the Board of Directors and the WeBuyCars Audit and Risk Committee reviews these for transparency and consistency.

They are presented for illustrative purposes only and due to their nature, may not fairly present WeBuyCars financial position, changes in equity, results of operations or cash flows. In addition, these measures may not be comparable to similarly titled measures used by other companies.

The underlying information used in the preparation of the *pro forma* financial information has been prepared using the accounting policies in place for the year ended 30 September 2025.

The key non-IFRS measures have been marked with a (*) throughout the annual financial statements.

Reasonable assurance on the compilation of *pro forma* financial information has been provided by PricewaterhouseCoopers Inc. and their report thereon is included on pages 101 to 102.

Directors' report (continued)

Performance overview for the financial year ended 30 September 2025

		30 September 2025	30 September 2024	Change
Financial performance				
Revenue	Rm	26 377,2	23 319,2	13,1%
Operating profit	Rm	1 340,5	1 221,5	9,7%
Core headline earnings (*)	Rm	937,6	815,4	15,0%
Core headline earnings per share (*)	Cents	224,6	217,4	3,3%
Net cash generated from operating activities	Rm	677,3	591,4	14,5%
Final cash dividend per share	Cents	30	25	20,0%
Operational performance				
Vehicles bought	Number	180 576	167 741	7,7%
Vehicles sold	Number	179 006	165 185	8,4%
Supermarkets	Number	18	16	12,5%
Vehicle parking bays	Number	12 911	11 236	14,9%
Buying pods	Number	106	83	27,7%
Inventory days	Number	31	29	6,9%

The group continued on its long-term growth trajectory with core headline earnings for the year ended 30 September 2025 at R937,6 million, growing 15,0% and core headline earnings per share growing 3,3% (impacted by the new share issues as set out below), when compared to prior year. The key drivers of this growth in core headline earnings were higher volumes, higher average selling prices, a higher net insurance result, lower finance costs and cost efficiencies driven by economies of scale.

Group revenue at R26,4 billion increased by 13,1% when compared to the prior year. Buying and selling volumes at 180 576 and 179 006 units were up 7,7% and 8,4%, respectively. The number of vehicles bought and sold continued to grow, with sales volumes reaching an all-time monthly record for WeBuyCars of 16 294 units in November 2024. WeBuyCars continues to gain market share. Monthly sales volumes exceeded 15 000 units in 6 of the last 12 months.

The weighted average number of shares used when calculating the basic, headline and core headline earnings per share (*) has been impacted by the February, March and April 2024 new share issues (83 185 241 ordinary shares). These new shares were issued in terms of the pre-listing capital raise, which was approved by shareholders prior to the listing of WeBuyCars on the Main Board of the JSE Limited on 11 April 2024. More details relating to the new share issues are set out in the Pre-listing Statement (dated 12 March 2024) and in the Integrated Annual Report for the year ended 30 September 2024.

These results were delivered in a challenging trading environment, particularly in the second half of the year, characterised by low GDP growth, pressure on consumer affordability, lower levels of consumer confidence and lower bank approval rates. WeBuyCars experienced margin pressure resulting from structural shifts within the South African automotive industry. The continued strength of the new vehicle market, together with the rapid rise of competitively priced Chinese brands, including GWM, Chery, Omoda, Jaecoo, Jetour, MG, JAC, BAIC, has significantly influenced consumer behaviour and heightened competition. These brands have captured notable market share through attractive pricing and compelling new-vehicle offerings.

To maintain liquidity and ensure healthy inventory turns, WeBuyCars adjusted selling prices on vehicles competing within these price brackets. This proactive measure placed short-term pressure on margins during the second half of the year.

In response, the group recalibrated its strategy by rebalancing lead prioritisation and acquisition activities towards more affordable, faster-moving inventory that aligns with prevailing market demand. This change is already delivering improved sales volumes and margins. While trading conditions remained challenging through the winter months, the lessons learned during this period have further enhanced the group's agility and responsiveness to changes in the market.

The buoyant new vehicle market and growing penetration of Asian brands are expected to have a positive long-term impact for WeBuyCars, as these vehicles will enter the used-vehicle market in the future. This will expand the group's acquisition base and opportunity set.

Directors' report (continued)

Innovation continues to differentiate the WeBuyCars offering. WeBuyCars continues to enhance and invest in the group's innovative digital business platform. This proprietary platform empowers the group to optimise operations through pricing strategies. Moreover, it facilitates large-scale experimentation, enabling improvement to business processes and pricing models dynamically. As the business continues to scale, so does the volume of data gathered, providing invaluable insights that fuel ongoing efficiency enhancements and the streamlining of the vehicle buying and selling processes.

As the business has scaled, it has consistently invested in marketing spend to grow the lead count and enhance the WeBuyCars brand. Investment in the consumer app and the website has facilitated increased online engagement with customers, making the vehicle buying and selling experience more user-friendly and efficient. The WeBuyCars website is averaging 8,1 million monthly visits with 2,5 million unique visitors.

Core results

WeBuyCars assesses its performance using core headline earnings (*), an alternative non-IFRS profit measure, alongside its IFRS profit. Management considers that core headline earnings (*) is an appropriate alternative performance measure to enhance the comparability and understanding of the financial performance of WeBuyCars.

WeBuyCars calculates headline earnings in accordance with the latest SAICA Circular on "Headline Earnings". Core headline earnings (*) is calculated by adjusting headline earnings for the following items:

- Gains/losses, costs and adjustments relating to acquisitions and disposals of investments.
- Once-off transaction costs, which are directly attributable to corporate activity.
- Non-cash accounting adjustments to the call option derivative asset relating to non-controlling interests.

Details of the nature of these adjustments are set out in the reconciliation from headline earnings to core headline earnings (*) below.

Reconciliation from headline earnings to core headline earnings (*)

	30 September 2025 R'000	30 September 2024 R'000	Change
Headline earnings	937 577	343 942	>100%
Adjusted for:			
Once-off professional, legal and JSE listing fees ¹	-	45 034	
Fair value loss on call option derivatives ²	-	426 463	
Core headline earnings (*)	937 577	815 439	15,0%
Core headline earnings per share (cents) (*)	224,6	217,4	3,3%
Weighted average number of ordinary shares ³	417 401 341	375 029 205	11,3%

- ¹ For the year ended 30 September 2024, pursuant to the successful listing on the Main Board of the JSE Limited, the company incurred once-off professional, legal and JSE listing fees.
- ² As set out in the WeBuyCars Pre-listing Statement, dated 12 March 2024, the company held various call options which gave it the right to purchase the 25,1% shareholding in the company from I VDW Holdings (Pty) Ltd, for which a call option derivative asset was raised in prior periods. Upon adoption of the new Memorandum of Incorporation (on 25 March 2024) the shareholders' agreement was cancelled which led to the cancellation of the call options. The call option derivative asset of R426,5 million (as at 30 September 2023) was consequently derecognised on 25 March 2024. This fair value loss on derecognition of the call option derivative is once-off in nature, non-core and has no cashflow impact.
- ³ Weighted average number of ordinary shares in issue at 30 September 2025: 417 401 341 (30 September 2024: 375 029 205). Actual number of Shares in issue at 30 September 2025: 417 675 981 (30 September 2024: 417 181 120). During the year ended 30 September 2024, 717 481 ordinary shares were issued to Transaction Capital Motor Holdco (Pty) Ltd on 29 February 2024, 42 467 760 ordinary shares were issued to Coronation Asset Management (Pty) Ltd on 27 March 2024 and 40 000 000 ordinary shares were issued on 11 April 2024 to the Bookbuild investors as part of the pre-listing capital raise.

Directors' report (continued)

Statement of financial position as at 30 September 2025

		30 September 2025	30 September 2024	Change
Financial position				
Property, plant and equipment	Rm	1 701,5	1 152,6	47,6%
Inventories	Rm	2 965,3	2 465,0	20,3%
Net interest-bearing liabilities (excl. IFRS 16)(*) ¹	Rm	1 350,8	1 119,6	(20,7%)

¹ Net interest-bearing liabilities: Borrowings as set out in note 14 of the consolidated annual financial statements less cash and cash equivalents as set out in note 10 of the consolidated annual financial statements.

The majority of the property, plant and equipment (R1 511,1 million) (2024: R999,8 million) is the land and buildings that are owned by the group, from which the group trades and includes land and buildings to the value of R327,4 million for the Lansdowne, Montana and Witbank supermarkets which are currently under construction.

During the year, WeBuyCars continued to expand and enhance its national footprint. Two new supermarkets were opened – Rustenburg in the North-West Province (1 October 2024) and Vereeniging in the Vaal Triangle (1 August 2025) – adding 300 and 550 parking bays, respectively. Both sites have delivered pleasing results since opening.

Upgrading existing facilities also remained a strategic priority. The Pietermaritzburg supermarket was relocated to a larger site with capacity for 300 parking bays, while facilities at George, Polokwane, Mbombela, the Dome, Johannesburg South, RiverHorse Valley, Gqeberha, and Germiston were expanded. As at 30 September 2025, the national capacity increased to 12 911 parking bays. The planned openings of the Montana (Pretoria North) and Lansdowne (Cape Town) supermarkets in late November and early December 2025, respectively, will increase total capacity by more than 20%.

In the current financial year, WeBuyCars also added 23 new buying pods, located at prominent shopping malls across the country, increasing the group's national footprint to 106 locations.

The inventories (up 20,3%) have grown in line with the increase in sales volumes and parking bays. The inventory value per unit at R186 357 (2024: R169 941) has increased in comparison to the prior year due to vehicle price inflation and a strategic decision taken to buy more low-mileage, financeable units.

WeBuyCars' balance sheet is conservatively geared, supported by high cash conversion rates. The net cash generated from operating activities (at R677,3 million) for the year ended 30 September 2025 was up 14,5% on the prior year. Net interest-bearing liabilities (excl. IFRS 16) (*) of R1 350,8 million, consist primarily of property mortgage loans (R940,4 million) and working capital borrowings (R410,4 million) to fund inventory.

The increase in the inventory and the land and buildings (included in property, plant and equipment above) was only partly funded by interest-bearing borrowings as set out in the table above.

3. Stated capital

	30 September 2025	30 September 2024
Authorised		
Number of shares		
Ordinary no par value shares	10 000 000 000	10 000 000 000
Reconciliation of shares issued		
Number of shares		
Opening balance	417 181 120	2 071 797
Issue of new shares	494 861	83 185 241
Subdivision of shares	–	331 924 082
Closing balance	417 675 981	417 181 120
Reconciliation of issued share capital		
R'000		
Opening balance	9 765 352	6 714 555
Issue of new shares	24 192	3 050 797
Closing balance	9 789 544	9 765 352

During the year ended 30 September 2025, 494 861 new shares were issued for the settlement of the November 2024 and the May 2025 Conditional Share Plan vestings.

Further details of the authorised and issued stated capital of the company are set out in note 13 of the consolidated annual financial statements.

Directors' report (continued)

4. Dividends

Current year

During the current financial year, the group declared two dividends to its shareholders, namely:

Ordinary shares	Declaration date	Payment date	Dividend R'm	Cents per ordinary share
No. 12 – Final dividend for the prior financial year	18 November 2024	9 December 2024	104,3	25
No. 13 – Interim dividend for the current financial year	19 May 2025	9 June 2025	125,2	30
Total dividend			229,5	55

As set out in the WeBuyCars Pre-listing Statement, the company aims to declare and pay between 25% and 33% of its headline earnings as a dividend as per its dividend policy, subject to working capital requirements and capital expenditure required for expansion and maintenance.

The company envisages paying interim and final dividends during June and December, respectively. At its discretion, the Board of Directors may consider a special dividend, where appropriate. Depending on the perceived need to retain funds for expansion or operating purposes, the board may pass on the payment of dividends.

A gross final cash ordinary dividend No 14, of 30 cents per ordinary share (2024: 25 cents per ordinary share) in respect of the year ended 30 September 2025 was approved by the Board of Directors on 12 November 2025 for public declaration on 17 November 2025 and is payable on 8 December 2025. This dividend will be paid out of income reserves. Based on the number of ordinary shares in issue (417 675 981) at the declaration date, the dividend will amount to R125 302 794 in total.

The dividend will be subject to local dividend withholding tax at a rate of 20% unless the shareholder is exempt from paying dividend withholding tax or is entitled to a reduced rate. This will result in a net final dividend of 24 cents per ordinary share for those shareholders who are not exempt from paying dividend withholding tax.

Prior year

During the prior financial year, the group declared four dividends to its shareholders, namely:

Ordinary shares	Declaration date	Payment date	Dividend R'm	Cents per ordinary share
No. 8 – Final dividend for the prior financial year	1 November 2023	17 November 2023	170,0	8 205
No. 9 – Interim dividend for the current financial year	21 February 2024	4 April 2024	190,0	9 171
No. 10 – Pursuant to the Transaction Capital Limited unbundling	29 February 2024	15 April 2024	750,0 ¹	36 200
No. 11 – Pursuant to the Transaction Capital Limited unbundling	29 February 2024	15 April 2024	2 300,8 ²	111 053
Total dividend			3 410,8	164 629

¹. A dividend of R750,0 million, was approved by the Board of Directors on 29 February 2024. This dividend was settled from the proceeds of the pre-listing capital raise. The dividend payment date was 15 April 2024, payable to shareholders recorded in the register of the company at the close of business on 29 February 2024.

². An additional dividend was approved, by the Board of Directors on 29 February 2024, being a scrip dividend with a cash alternative to the value of R2 300,8 million. Transaction Capital Motor Holdco (Pty) Ltd elected to receive a cash dividend of R182,5 million and IVDW Holdings (Pty) Ltd elected to receive their full dividend in cash, being R577,5 million. The cash portions (totalling R760,0 million) remained outstanding on loan account, while the balance of Transaction Capital Motor Holdco (Pty) Ltd's portion of the dividend, being R1 540,8, million, was settled by issuing an additional 717 481 ordinary shares. The cash dividend was settled from the proceeds of the pre-listing capital raise. The dividend payment date was 15 April 2024, payable to shareholders recorded in the register of the company at the close of business on 29 February 2024.

Directors' report (continued)

5. Directorate and prescribed officer

The directors and prescribed officer in office during the financial year under review and at the date of this report are:

Executive directors	Sub-Committees
ASS van der Walt (CEO)	SEC
DJF van der Walt (Executive director)	
CJ Rein (CFO)	
Non-Executive directors	Sub-Committees
JA Holtzhausen (Chairperson)	REM SEC
NAS Kruger (Lead Independent)	ARC
S Totaram	REM ARC
B Mathews	ARC SEC
WT Roos	ARC SEC
MP Mendelowitz	REM
KB Amoils (Alternate director to MP Mendelowitz)	
Prescribed officer	Sub-Committees
J Mills (COO)	

There were no changes to the Board of Directors or to the Prescribed Officer during the financial year.

A full list of the executive and non-executive directors is set out under Corporate Information on page 100.

Committees of the board

- Chairperson
- Remuneration and Nominations Committee
- Social and Ethics Committee
- Audit and Risk Committee

6. Directors' and prescribed officer's interests in shares

As at 30 September 2025, the directors and prescribed officers of the group held direct and indirect beneficial interests in the issued ordinary shares, as set out below:

		30 September 2025	30 September 2024
Directors	Direct or indirect	Number of shares	
Executive:			
ASS van der Walt	Indirect	21 379 714	21 379 714
DJF van der Walt	Indirect	21 164 040	21 164 040
CJ Rein	Direct	75 286	-
Non-Executive:			
DM Hurwitz ¹	Indirect		64 334
JM Jawno ²	Indirect		12 199 786
JA Holtzhausen	Indirect	3 800	-
S Totaram	Direct	22 000	22 000
WT Roos	Direct and indirect	1 067 509	33 331
MP Mendelowitz	Indirect	12 036 396	12 199 786
KB Amoils (Alternate director to MP Mendelowitz)	Direct	2 338 036	3 438 036
Prescribed officer:			
J Mills	Direct	76 642	8 823
		58 163 423	70 509 850

¹ Resigned on 31 December 2023.

² Resigned on 1 March 2024.

The register of interests of directors and others in shares of the group is available to the shareholders on request. There has been no change to the directors' interests reflected above since the reporting date.

Directors' report (continued)

7. External Auditor

PricewaterhouseCoopers Inc. was appointed as the auditor for the group and the company for the year ended 30 September 2025.

At the AGM, the shareholders will be requested to re-appoint PricewaterhouseCoopers Inc. as the independent external auditor of the group and the company and to confirm J Potgieter as the designated lead audit partner for the year ending 30 September 2026.

8. Company Secretary

The Company Secretary of the group is PJC Vorster. The board is satisfied that he has the appropriate qualifications, expertise and experience with which to fulfil his duties. The Company Secretary's contact details and the business address of the group appear on page 100.

9. Corporate Governance

The group subscribes to the Code of Good Corporate Practices and Conduct contained in King IV™ Code of Governance for South Africa (King IV™). The board is satisfied with the group's application of the principles of King IV™ and the JSE Limited Listings Requirements throughout the financial year. The corporate governance report will be included in the Integrated Annual Report, which will be made available on the company's website on or about 20 January 2026.

10. Special resolutions passed

The following special resolutions were passed by shareholders of the company at the Annual General Meeting which was held on 19 February 2025:

1. Approval of Non-Executive directors' fees;
2. General approval to provide inter-company financial assistance;
3. General approval to provide financial assistance for the subscription and/or purchase of shares in the company or a related or inter-related company;
4. General authority to repurchase company shares.

11. Solvency and liquidity

The directors have performed and satisfied the required solvency and liquidity tests required by the Companies Act No. 71 of 2008 of South Africa, as amended for the group and the company.

12. Borrowing powers

The Memorandum of Incorporation of the company does not place any restrictions on the borrowing powers of the group or the company. Details of borrowings at the end of the financial year are set out in note 14 of the consolidated annual financial statements.

13. Subsidiaries and associates

Interest in subsidiaries, associates and other investments are set out in Annexure A of the consolidated annual financial statements.

14. Going concern

The directors believe that the group and company have adequate financial resources to continue in operation for the foreseeable future, and accordingly, the consolidated and separate annual financial statements have been prepared on a going concern basis. The directors have satisfied themselves that the group and company are in a sound financial position and that it has access to sufficient borrowing facilities to meet its foreseeable cash requirements. The directors are not aware of any new material changes that may adversely impact the group or company. The directors are also not aware of any material non-compliance with statutory or regulatory requirements or of any pending legislation that may affect the group or company.

The consolidated and separate annual financial statements have therefore been prepared on the basis of accounting policies applicable to a going concern. This basis presumes that funds will be available to finance future operations and that the realisation of assets and settlement of liabilities, contingent obligations and commitments will occur in the ordinary course of business.

Directors' report (continued)

15. Events after the reporting period

On 12 November 2025, upon approval of the directors, the company declared a final cash dividend of 30 cents per ordinary share for publication on 17 November 2025, totalling R125,3 million.

Apart from the above, the directors are not aware of any material event which occurred after the reporting date and up to the date of this report.

16. Employee share incentive scheme

The group operates a share incentive arrangement for executives and certain senior employees.

We Buy Cars Holdings Limited Conditional Share Plan (CSP)

The CSP was approved by shareholders by way of a special resolution on 8 March 2024. The first issue of CSP awards were awarded in May 2024. A subsequent issue was awarded in November 2024. All awards are subject to Remuneration and Nominations Committee approval.

It is believed that the CSP is a long-term incentive for achieving the group's and shareholders' objectives. The CSP offers participants certainty in that it comprises a fixed number of conditional shares. While its ultimate value will depend on performance, CSP awards will always have a value. Further disclosure relating to the CSP is set out in note 30 of the consolidated annual financial statements.

17. Approval of the audited consolidated and separate annual financial statements

Based on the recommendation received from the Audit and Risk Committee, the board has approved the consolidated and separate annual financial statements for the financial year ended 30 September 2025.

Audit and Risk Committee report

The Audit and Risk Committee (the Committee) of WeBuyCars is pleased to present its report on the consolidated and separate annual financial statements for the year ended 30 September 2025. The Committee is appointed by the shareholders of the company and consists of four independent Non-Executive directors, including an Independent Non-Executive director as the chairperson. All members have the requisite experience and qualifications necessary for the Committee to effectively discharge their duties.

The Committee is a subcommittee of the Board of Directors, established in terms of Section 94(2) of the Companies Act No 71. of 2008 of South Africa (as amended) (Companies Act) and operates in accordance with a formal mandate approved by the Board. The Committee also fulfils additional duties assigned to it by the Board and as required under the JSE Limited Listings Requirements and the King IV™ Code of Governance for South Africa (King IV™).

1. Composition of the Committee and meetings and attendance

- The Committee has the following members:
- S Totaram (Chairperson) – Independent Non-Executive director
- B Mathews – Independent Non-Executive director
- NAS Kruger – Independent Non-Executive director
- WT Roos – Independent Non-Executive director

The Chief Executive Officer, Chief Financial Officer, external auditors, internal auditors and the Company Secretary attend meetings by invitation as appropriate.

The Committee held three meetings during the financial year under review to fulfil its mandate. The member attendance at the meetings during the financial year ended 30 September 2025 is set out in the following table:

Member	Committee meeting attendance
S Totaram (Chairperson)	3/3
B Mathews	3/3
NAS Kruger	3/3
WT Roos	3/3

2. Terms of Reference

The Committee’s responsibilities are defined in its Terms of Reference, reviewed annually and approved by the Board. These comply with the Companies Act, JSE Limited Listings Requirements, and King IV™.

Its mandate includes oversight of:

- The integrity of the annual financial statements and related external reporting;
- The effectiveness of internal financial controls and risk management systems;
- The effectiveness of the internal and external audit processes;
- The adequacy of financial management and accounting practices;
- Compliance with legal, regulatory, and governance requirements; and
- Oversight of risk management, combined assurance, and IT governance.

3. External Auditor

The Committee is responsible for the appointment, remuneration and oversight of the independence and effectiveness of the external auditor.

During the year, the Committee:

- Recommended PricewaterhouseCoopers Inc. for reappointment as external auditor for the 2025 financial year;
- Confirmed the independence of the audit firm and the designated audit partner, Johan Potgieter, in accordance with Section 94(8) of the Companies Act and IRBA rules;
- Reviewed and approved the auditor’s terms of engagement and audit fee; and
- Assessed the nature and extent of non-audit services to ensure auditor independence was maintained.

The Committee is satisfied that the external auditor performed its duties independently and effectively.

Audit and Risk Committee report (continued)

4. Annual Financial Statements

The Committee reviewed the consolidated and separate annual financial statements for the year ended 30 September 2025, including:

- The accounting policies adopted and any material changes thereto;
- The significant accounting and audit judgements;
- The going concern basis; and
- Compliance with IFRS and the Companies Act.

Following its review, the Committee is satisfied that the consolidated and separate annual financial statements present a fair and accurate reflection of the group's financial position and performance, and has recommended them for approval by the Board.

5. Internal Audit

The Committee oversees the internal audit function to ensure it provides independent and objective assurance.

During the year, the Committee:

- Approved the annual internal audit plan;
- Monitored progress against the plan;
- Reviewed internal audit findings and management's responses thereto; and
- Assessed the effectiveness of the internal audit function, through conducting the first internal audit evaluation and ensured that recommendations made were addressed and implemented.

The Committee is satisfied that the internal audit function is adequately resourced and effective.

6. Internal Financial Controls

The Committee considered reports from management, internal audit, and the external auditor regarding the effectiveness of internal financial controls.

Based on these reports, the Committee concludes that the system of internal financial controls was effective throughout the financial year and provides a sound basis for the preparation of reliable financial statements.

7. Risk Management and Combined Assurance

The Committee oversees the risk governance framework and co-ordinates with management to ensure a consistent approach to risk oversight.

The Committee is satisfied that:

- Key risks have been appropriately identified and mitigated;
- The combined assurance framework is in place and continues to mature; and
- Risk management processes align with the strategic objectives and risk appetite of the group.

8. IT Governance

The Committee monitored IT governance and cybersecurity risk as part of its oversight responsibilities.

It is satisfied that IT systems and controls support the integrity of financial reporting and risk management processes.

9. Legal, Regulatory and Compliance

The Committee reviewed the company's compliance with relevant laws, regulations, and governance codes, including the JSE Limited Listings Requirements and King IV™. The Committee further noted changes to the regulatory environments and the impact of these changes on the group's control environment, with specific focus on the implementation of the group's Risk Management and Compliance Programme (RCMP), as required of an accountable institution under the Financial Intelligence Centre Act, 2001.

No material non-compliance matters were reported during the financial year.

10. Expertise and Experience of the Chief Financial Officer

The Committee assessed the competence, qualifications, and experience of the Chief Financial Officer, CJ Rein (CA(SA)) and the finance function.

The Committee is satisfied that both are appropriate for the effective operation of the company's financial management.

Audit and Risk Committee report (continued)

11. 2026 Focus Areas

The Committee will review controls and processes over cybersecurity, data management and Information Technology. Further focus will include oversight of the internal financial controls, effectiveness and remedial actions implemented by management as well as focus on ensuring governance and combined assurance frameworks continue to mature.

12. Significant Matters

The Committee has considered the Key Audit Matters reported in the external independent auditor's report and, after discussions with management and the external auditors, is satisfied that the consolidated and separate annual financial statements appropriately address the critical judgements and key estimates pertaining to the Key Audit Matters.

Furthermore, the Committee confirmed that no reportable irregularities were identified and reported by the external auditor in terms of the Auditing Profession Act, No. 26 of 2005.

13. Conclusion

The Committee is satisfied that it has fulfilled its mandate as prescribed by Section 94 of the Companies Act, and paragraph 3.84(g) of the JSE Limited Listings Requirements and that there are no instances of material non-compliance to disclose, for the financial year ended 30 September 2025.

The Committee recommended the approval of the annual financial statements for the year ended 30 September 2025 to the Board of Directors on 12 November 2025.

On behalf of the Audit and Risk Committee

S Totaram

Chairperson: Audit and Risk Committee

14 November 2025

Independent auditor's report

To the shareholders of We Buy Cars Holdings Limited

Report on the audit of the consolidated and separate financial statements

Our opinion

In our opinion, the consolidated and separate financial statements present fairly, in all material respects, the consolidated and separate financial position of We Buy Cars Holdings Limited (the Company) and its subsidiaries (together the Group) as at 30 September 2025, and its consolidated and separate financial performance and consolidated and separate cash flows for the year then ended in accordance with IFRS Accounting Standards and the requirements of the Companies Act of South Africa.

What we have audited

We Buy Cars Holdings Limited's consolidated and separate financial statements set out on pages 19 to 96 comprise:

- the consolidated and separate statements of financial position as at 30 September 2025;
- the consolidated and separate statements of profit or loss and other comprehensive income for the year then ended;
- the consolidated and separate statements of changes in equity for the year then ended;
- the consolidated and separate statements of cash flows for the year then ended; and
- the notes to the financial statements, including material accounting policy information.

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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group 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*).

Our audit approach

Overview

	Final materiality <ul style="list-style-type: none"> • R237.394 million which represents 0.9% of consolidated revenue for the consolidated annual financial statements. • R45.378 million which represents 1% of the company's total assets for the separate annual financial statements.
	Group audit scope <ul style="list-style-type: none"> • We performed full scope audits on 4 components.
	Key audit matters <ul style="list-style-type: none"> • Write-down of inventory.

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the consolidated and separate financial statements. In particular, we considered where the directors made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including among other matters, consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

In terms of the IRBA Rule on Enhanced Auditor Reporting for the Audit of Financial Statements of Public Interest Entities, published in Government Gazette Number 49309 dated 15 September 2023 (EAR Rule), we report final materiality and group audit scope below.

Independent auditor's report (continued)

Final materiality

The scope of our audit was influenced by our application of materiality. An audit is designed to obtain reasonable assurance whether the consolidated and separate financial statements are free from material misstatement. Misstatements may arise due to fraud or error. They are considered material if individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the consolidated and separate financial statements.

Based on our professional judgement, we determined certain quantitative thresholds for materiality, including the final materiality for the consolidated and separate financial statements as a whole as set out in the table below. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements, both individually and in aggregate on the consolidated and separate financial statements as a whole.

	Consolidated financial statements	Separate financial statements
<i>Final materiality</i>	R237.394 million	R45.378 million
<i>How we determined it</i>	0.9% of consolidated revenue.	1% of total assets.
<i>Rationale for the materiality benchmark applied</i>	We chose consolidated revenue as the benchmark because, in our view, it is the benchmark against which the performance of the Group can be consistently measured by users considering the Group operates in a high-volume industry and year-on-year earnings are volatile. We chose 0.9% based on our professional judgment, after evaluating the range of quantitative materiality thresholds and other relevant performance indicators. We took into account various factors, including the intended users and distribution of the financial statements, and the financial covenants over the Group's debt.	We chose total assets as the benchmark because, in our view, it is the benchmark against which the performance of the Company is most commonly measured by users and is a generally accepted benchmark for holding companies.

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, the accounting processes and controls, and the industry in which the Group operates.

We performed risk assessment procedures to determine those components in the Group that are likely to include risk of material misstatement to the Group's financial statements and the extent of audit procedures to perform at those components to address those risks.

We identified 3 components which were significant (due to size or risk) and 1 non-significant component. The remaining 3 components were considered to be inconsequential to the Group.

For the significant and non-significant components, we performed full scope audits on the entire financial information of the component. No further audit procedures were performed over the remaining inconsequential components.

The procedures performed over the full scope component audits, were performed by us as the Group auditor.

Key audit matters

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

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

In terms of ISA 701 *Communicating key audit matters in the independent auditor's report* / the EAR Rule (as applicable), we are required to report key audit matters and the outcome of audit procedures or key observations with respect to the key audit matters, and these are included below.

Independent auditor's report (continued)

Key audit matter	How our audit addressed the key audit matter	Key audit matter	How our audit addressed the key audit matter
<p>Write-down of inventory</p> <p>Refer to the following notes in the consolidated financial statements as it relates to this key audit matter:</p> <ul style="list-style-type: none"> Note 1.4.2: Significant judgements and sources of estimation uncertainty: Write-down of inventory; Note 1.12: Inventories; and Note 8: Inventories. <p>A significant portion of the Group's inventories comprise second-hand motor vehicles. As at 30 September 2025, the Group has recognised inventories comprising second-hand motor vehicles with a cost value of R3,056 million against which a write-down of R91.38 million was recognised.</p> <p>The Group identifies inventory to be written down on a continuous basis based on the age and condition of its second-hand motor vehicles. Once identified, the second-hand motor vehicle is written down to reflect the lower of cost and net realisable value in accordance with IAS 2 – Inventories.</p>	<p>Our audit addressed this key audit matter as follows:</p> <ul style="list-style-type: none"> Through discussions with management and inspection of underlying documentation we obtained an understanding of management's processes and controls identifying inventory to be written down to reflect the lower of cost and net realisable value. We assessed the reasonableness of the process applied by the Group in the determination of the net realisable value of inventory by evaluating the process and found it to be appropriate. We evaluated the appropriateness of the Group's accounting policies for determining net realisable value against the requirements of IAS 2 – Inventories ('IAS 2'). The accounting policies were considered appropriate and consistent with the requirements of IAS 2. We assessed the reasonableness of the net realisable value applied by management in their inventory write-down calculation by performing the following: <ul style="list-style-type: none"> We agreed the inventory totals and categories used for the write-down to the underlying inventory listing; no material exceptions were noted. 	<p>The net realisable value of a vehicle is the estimated selling price of the vehicle in the ordinary course of business, less costs of completion and costs to be incurred in marketing, selling and distribution. In determining the net realisable value of the vehicle, the Group makes use of historical data, including the probability of losses due to expected future changes in value and estimates, current market values using various valuation methods, which includes reference to published trade and retail values as well as the age and condition of the vehicle.</p> <p>We considered the write-down of inventory to be a matter of most significance to the current year audit due to:</p> <ul style="list-style-type: none"> the magnitude of the carrying value of inventory in relation to the consolidated financial statements; and the estimation and degree of judgement applied by the Group in determining the net realisable values of the second-hand vehicles. 	<ul style="list-style-type: none"> For second-hand vehicles that were identified to be written down at year end and sold subsequent to year end, we compared the carrying amount of the second-hand vehicle at year end to the actual selling price. We found the net realisable value at year end for these vehicles to be reasonable. For a sample of second-hand vehicles not yet sold subsequent to year end, we assessed the reasonableness of the net realisable value applied by comparing the net realisable value as per management's calculation to market data available for similar vehicles. We found the net realisable value used in the calculation to be reasonable. We assessed the reasonableness of the probability of losses based on historic data used in management's write-down of inventory calculation and found it to be reasonable. We compared the actual current period write-down of inventory to the write-down recognised in the prior year and found this to be reasonable. We attended and observed a sample of inventory counts performed and physically inspected the condition of inventories to identify any additional physical indicators of obsolescence that could impact the write-down of inventory. No physical indicators were identified during our inspection that would require a greater write-down.

Independent auditor's report (continued)

Other information

The directors are responsible for the other information. The other information comprises the information included in the document titled "We Buy Cars Holdings Limited Audited Consolidated and Separate Annual Financial Statements for the year ended 30 September 2025", which include(s) the Directors' report, the Audit and Risk Committee report and the Certificate of the Company Secretary as required by the Companies Act of South Africa, which we obtained prior to the date of this auditor's report, and the other sections of the document titled "We Buy Cars Holdings Limited Integrated Annual Report 2025", which is expected to be made available to us after that date. The other information does not include the consolidated or the separate financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated and separate financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the directors for the consolidated and separate financial statements

The directors are responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with IFRS Accounting Standards and the requirements of the Companies Act of South Africa, and for such internal control as the directors determine is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the consolidated and separate financial statements

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

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

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Independent auditor's report (continued)

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify our opinion.
Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and/or 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 consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for 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 to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

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

Report on other legal and regulatory requirements

Audit tenure

In terms of the IRBA Rule published in Government Gazette Number 39475 dated 4 December 2015, we report that PricewaterhouseCoopers Inc. has been the auditor of We Buy Cars Holdings Limited for two year(s).

PricewaterhouseCoopers Inc.
Director: J Potgieter
Registered Auditor
Johannesburg, South Africa
14 November 2025

The examination of controls over the maintenance and integrity of the Group's website is beyond the scope of the audit of the financial statements. Accordingly, we accept no responsibility for any changes that may have occurred to the financial statements since they were initially presented on the website.

Consolidated Statement of Financial Position

as at 30 September 2025

	Note(s)	30 September 2025 R' 000	30 September 2024 R' 000
Assets			
Non-Current Assets			
Property, plant and equipment	2	1 701 508	1 152 588
Right-of-use assets	3	161 872	117 823
Insurance contract assets	4	25 497	13 914
Investment in financial asset ¹		-	-
Equity accounted investment	5	16 451	12 350
Deferred tax asset	6	89 828	58 337
Other loans receivable	7	12 360	12 360
		2 007 516	1 367 372
Current Assets			
Inventories	8	2 965 323	2 465 000
Trade and other receivables	9	168 835	148 026
Cash and cash equivalents	10	93 556	206 463
Right-of-return asset	11	117 312	-
Current tax receivable		153	-
		3 345 179	2 819 489
Total Assets		5 352 695	4 186 861
Equity and Liabilities			
Equity			
Stated capital	13	9 789 544	9 765 352
Share-based payment reserve		69 930	34 693
Foreign currency translation reserve		2 157	1 492
Accumulated loss		(6 808 183)	(7 496 140)
		3 053 448	2 305 397

	Note(s)	30 September 2025 R' 000	30 September 2024 R' 000
Liabilities			
Non-Current Liabilities			
Deferred tax liability	6	8 949	6 814
Long-term borrowings	14	654 064	868 841
Long-term portion of lease liabilities	15	121 756	102 298
		784 769	977 953
Current Liabilities			
Bank overdraft	10	203 448	-
Short-term borrowings	14	586 831	457 233
Short-term portion of lease liabilities	15	65 047	34 061
Trade and other payables	16	376 091	240 659
Refund liability	17	126 212	7 000
Current tax payable		29 513	32 963
Employee benefits	18	127 336	131 595
		1 514 478	903 511
Total Liabilities		2 299 247	1 881 464
Total Equity and Liabilities		5 352 695	4 186 861

¹ Less than a R1 000.

Consolidated Statement of Profit or Loss and Other Comprehensive Income

	Note(s)	30 September 2025 R'000	30 September 2024 R'000
Revenue	20	26 377 152	23 319 199
Net operating expenses	21	(25 052 831)	(22 083 483)
Other operating income	22	36 786	-
Net insurance result	23	131 583	84 443
Insurance revenue		279 097	201 069
Insurance service expenses		(191 770)	(143 157)
Insurance finance income		44 256	26 531
Earnings before interest, taxation, depreciation and amortisation		1 492 690	1 320 159
Depreciation and amortisation	24	(152 231)	(98 708)
Operating profit before the following items:		1 340 459	1 221 451
Loss on disposal of property, plant and equipment		(2 993)	(1 162)
Other non-operating items	25	-	(471 497)
Operating profit before net financing costs		1 337 466	748 792
Finance income	26	15 911	16 277
Finance costs	27	(128 622)	(158 030)
Profit before share of results of associates		1 224 755	607 039
Equity accounted income	5	6 003	3 000
Profit before taxation		1 230 758	610 039
Taxation	28	(295 366)	(266 950)
Profit for the year		935 392	343 089
Profit attributable to:			
Shareholders of WeBuyCars		935 392	343 094
Non-controlling interest		-	(5)
Attributable profit for the year		935 392	343 089

	Note(s)	30 September 2025 R'000	30 September 2024 R'000
Other comprehensive income			
<i>Items that will be reclassified subsequently to profit or loss:</i>			
Exchange gain / (loss) on translation of foreign operations		665	(452)
Total comprehensive income for the year		936 057	342 637
Total comprehensive income attributable to:			
Shareholders of WeBuyCars		936 057	342 648
Non-controlling interest		-	(11)
Total comprehensive income for the year		936 057	342 637
Earnings per share (cents)	29		
Basic earnings per share		224.1	91.5
Diluted basic earnings per share		221.3	91.1

Consolidated Statement of Changes in Equity

	Stated capital R'000	Share-based payment reserve R'000	Foreign currency translation reserve R'000	Accumulated loss R'000	Equity attributable to ordinary equity holders of the parent R'000	Non-controlling interest R'000	Total equity R'000
Balance at 1 October 2023	6 714 555	18 395	1 938	(4 414 851)	2 320 037	907	2 320 944
Profit for the year	-	-	-	343 094	343 094	(5)	343 089
Other comprehensive income:							
Foreign currency translation differences	-	-	(446)	-	(446)	(6)	(452)
Total comprehensive income for the year	-	-	(446)	343 094	342 648	(11)	342 637
Dividends declared and paid	-	-	-	(3 410 797)	(3 410 797)	-	(3 410 797)
Issue of new shares	3 050 797	-	-	-	3 050 797	-	3 050 797
Grant of conditional share plan awards	-	24 861	-	-	24 861	-	24 861
Settlement of vested conditional share plan awards	-	(8 563)	-	(13 405)	(21 968)	-	(21 968)
Transactions with non-controlling interest	-	-	-	(181)	(181)	(896)	(1 077)
Total contributions by and distributions to owner of the group recognised directly in equity	3 050 797	16 298	-	(3 424 383)	(357 288)	(896)	(358 184)
Balance at 30 September 2024	9 765 352	34 693	1 492	(7 496 140)	2 305 397	-	2 305 397
Profit for the year	-	-	-	935 392	935 392	-	935 392
Other comprehensive income:							
Foreign currency translation differences	-	-	665	-	665	-	665
Total comprehensive income for the year	-	-	665	935 392	936 057	-	936 057
Dividends declared and paid	-	-	-	(229 489)	(229 489)	-	(229 489)
Issue of new shares ¹	24 192	-	-	-	24 192	-	24 192
Grant of conditional share plan awards	-	41 148	-	-	41 148	-	41 148
Settlement of vested conditional share plan awards	-	(5 911)	-	(17 946)	(23 857)	-	(23 857)
Total contributions by and distributions to owner of the group recognised directly in equity	24 192	35 237	-	(247 435)	(188 006)	-	(188 006)
Balance at 30 September 2025	9 789 544	69 930	2 157	(6 808 183)	3 053 448	-	3 053 448

Note

13

¹ During the current financial year, 494 861 shares were issued for the settlement of the November 2024 and the May 2025 Conditional Share Plan vestings.

Consolidated Statement of Cash Flows

	Note(s)	30 September 2025 R' 000	30 September 2024 R'000
Cash flows from operating activities			
Profit before taxation		1 230 758	610 039
Adjustments for:			
Depreciation of property, plant and equipment	24	80 647	52 062
Depreciation of right-of-use assets	24	61 227	40 427
Amortisation of leasehold rights and leasehold improvements	24	10 357	6 219
Finance income	26	(15 911)	(16 277)
Finance costs	27	128 622	158 030
Loss on disposal of property, plant and equipment		2 993	1 162
Movement in leave pay accrual, inventory write-down, short-term incentive accrual, movement in right-of-return asset and refund liability, and accrual for annual bonuses		173 438	124 853
Other non-cash items ¹		(113 316)	(70 441)
Grant of conditional share plan awards		41 148	24 861
Settlement of vested conditional share plan awards		(23 857)	(21 968)
Fair value loss on call option derivative	25	-	426 463
Movements in working capital			
Increase in inventories		(613 244)	(302 938)
Increase in trade and other receivables		(21 303)	(57 807)
Increase / (decrease) in trade and other payables		49 414	(95 552)

	Note(s)	30 September 2025 R' 000	30 September 2024 R'000
Cash generated from operations			
Finance income received		15 911	16 277
Finance costs paid		(121 300)	(150 002)
Dividend received		120 000	115 000
Taxation paid	31	(328 325)	(268 990)
Net cash generated from operating activities			
		677 259	591 418
Cash flows from investing activities			
Purchase of property, plant and equipment	2	(630 999)	(81 020)
Proceeds on disposal of property, plant and equipment		-	29
Borrowing cost capitalised	2	(11 918)	-
Loans advanced to external parties	7	-	(360)
Dividend received from equity accounted investment	5	1 902	1 200
Purchase of shares in a foreign subsidiary		-	(1 086)
Net cash utilised by investing activities			
		(641 015)	(81 237)

Consolidated Statement of Cash Flows (continued)

	Note(s)	30 September 2025 R' 000	30 September 2024 R'000
Cash flows from financing activities			
Borrowings raised	14	655 420	2 008 260
Borrowings repaid	14	(747 920)	(2 072 073)
Bank overdraft advanced	10	203 448	-
Lease liabilities repaid	15	(54 833)	(38 009)
Proceeds on new issue of shares	13	24 192	1 510 000
Dividends paid	33	(229 489)	(1 870 000)
Net cash utilised by financing activities		(149 182)	(461 822)
Total cash and cash equivalents movement for the year			
		(112 938)	48 359
Cash and cash equivalents at the beginning of the year		206 463	158 082
Effects of exchange rate changes on the cash balances held in foreign currencies		31	22
Total cash and cash equivalents at the end of the year	10	93 556	206 463

¹ Other non-cash items relates primarily to the IFRS 17, 'Net insurance result'.

Accounting Policies

1. Material accounting policies

The consolidated and separate annual financial statements of We Buy Cars Holdings Limited (the company) for the year ended 30 September 2025 comprise the company, its subsidiaries and associates (together referred to as the group).

The principal accounting policies applied in the preparation of these consolidated annual financial statements are set out below. The group has consistently applied the accounting policies to all periods presented in these consolidated annual financial statements.

1.1 Basis of preparation

1.1.1 Statement of compliance

The financial statements of the group have been prepared in accordance with IFRS Accounting Standards, interpretations developed by the IFRS[®] Interpretations Committee (IFRIC[®] Interpretations), the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Pronouncements as issued by the Financial Reporting Standards Council, the JSE Limited Listings Requirements, the going concern principle and the requirements of the Companies Act No. 71 of 2008 of South Africa, as amended.

The preparation of these consolidated and separate annual financial statements for the year ended 30 September 2025 was supervised by the Chief Financial Officer, Christopher Rein CA(SA) and has been audited by the group's independent external auditor, PricewaterhouseCoopers Inc. (PWC). The consolidated and separate annual financial statements were approved by the Board on 14 November 2025.

1.1.2 Basis of measurement

The consolidated annual financial statements have been prepared on the historic cost convention unless otherwise stated in the accounting policies which follow and incorporate the principal accounting policies set out below.

1.1.3 Presentation currency

The consolidated annual financial statements are presented in South African Rands. The presentation currency of the group is South African Rands. The financial information has been rounded to the nearest thousand Rand, unless indicated otherwise.

1.1.4 Standards and amendments adopted by the group

The group adopted the IFRS amendments which became effective in the current and prior financial years as they became effective. These amendments did not result in any changes in the group's accounting policies and had no effect on the results of the group.

1.1.5 Standards and amendments in effect which did not have any impact on amounts recognised in prior periods and are not expected to significantly affect current or future periods

Amendments to IAS 1, 'Non-current liabilities with covenants'.

Accounting Policies (continued)

1.2 Recently issued accounting standards

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning on or after 1 October 2025 and have not been applied in preparing these consolidated annual financial statements. The group does not plan to adopt these standards early. These standards and interpretations will be adopted in the year that they become mandatory unless otherwise indicated.

Those which may be relevant to the group are set out below:

IFRS Accounting Standards and amendments issued but not effective for 30 September 2025 year ends.

Standard/Interpretation	Effective date	Summary
Amendments to IFRS 9, 'Financial Instruments' and IFRS 7, 'Financial Instruments: Disclosures' – Classification and measurement of financial instruments	Annual periods beginning on or after 1 January 2026. (Published May 2024).	These amendments clarify the requirements for the timing of recognition and derecognition of some financial assets and liabilities, with a new exception for some financial liabilities settled through an electronic cash transfer system. These amendments add further guidance for assessing whether a financial asset meets the solely payments of principal and interest (SPPI) criterion. The impact is assessed to be immaterial to the consolidated and separate annual financial statements.
IFRS 18, 'Presentation and Disclosure in Financial Statements'	Annual periods beginning on or after 1 January 2027. (Published April 2024).	IFRS 18 replaces IAS 1, 'Presentation of Financial Statements' and focuses on updates to the statement of profit or loss with a focus on the structure of the statement of profit or loss; required disclosures in the financial statements for certain profit or loss performance measures that are reported outside an entity's financial statements (that is, management-defined performance measures); and enhanced principles on aggregation and disaggregation which apply to the primary financial statements and notes in general. Many of the other existing principles in IAS 1 are retained, with limited changes. IFRS 18 will not impact the recognition or measurement of items in the financial statements, but it might change what an entity reports as its 'operating profit or loss'. The impact on the consolidated and separate annual financial statements is being assessed by the group.

Accounting Policies (continued)

The following IFRS Accounting Standards and amendments issued but not effective have been considered and will not impact the group:

Effective for annual periods beginning on or after 1 January 2025

- Amendments to IAS 21, 'The Effects of Changes in Foreign Exchange Rates' – Lack of Exchangeability.

Effective for annual periods beginning on or after 1 January 2027

- IFRS 19, 'Subsidiaries without Public Accountability'.

1.3 Basis of consolidation

The consolidated annual financial statements incorporate the financial statements of the company and entities controlled by the company. Accounting policies are applied consistently in all group companies.

In preparing these financial statements, subsidiaries are consolidated from the date the group gains control until the date on which control ceases. All subsidiaries have the same financial year ends and are consolidated to that date. The group's share of results of equity-accounted investments is included in the consolidated financial statements from the date that significant influence or joint control commences, until the date that significant influence or joint control ceases.

Control

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.

Subsidiaries are consolidated from the date on which the group acquires effective control of the entity. Consolidation ceases from the date control no longer exists.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated annual financial statements from the effective date of acquisition and up to the effective date of loss of control, as appropriate.

The group carries its investments in subsidiaries at cost less accumulated impairment losses.

Loss of control

When the group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related non-controlling interests and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated annual financial statements.

1.4 Significant judgements and sources of estimation uncertainty

The preparation of consolidated annual financial statements in conformity with IFRS Accounting Standards requires management, from time to time, to make judgements, estimates and assumptions that may affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses. These estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimates are revised and in any future years affected.

Estimations and judgements applied by management in applying accounting policies

The following estimations and judgements, which could have a significant effect on the consolidated annual financial statements, were made by management in applying the accounting policies for the year ended 30 September 2025.

1.4.1 Impairment of trade receivables

Trade receivables are recognised at the transaction price as measured and defined in IFRS 15, 'Revenue from Contracts with Customers' and are subsequently measured at amortised cost using the effective interest method, less an Expected Credit Loss allowance.

The group applies the simplified approach to providing for Expected Credit Losses (ECLs) prescribed by IFRS 9, 'Financial Instruments', which requires lifetime credit losses to be recognised from initial recognition of all trade receivables.

Accounting Policies (continued)

1.4.2 Write-down of inventory

Management identifies inventory to be written-down on a continuous basis. The identification is based on the age and condition of the second-hand motor vehicles. Once identified, the inventory is written-down to reflect the lower of cost and net realisable value. The net realisable value is estimated with reference to historical data, including the probability of losses due to expected future changes in value and current market values using various valuation methods, which include references to published trade and retail values as well as the vehicle age and condition. These estimates could, however, change based on market conditions.

1.4.3 Useful lives and residual values of property, plant and equipment

Management reviews the depreciation methods, useful lives and residual value estimates of each asset category within property, plant and equipment on an annual basis and adjusts these rates if appropriate. When assessing useful lives, the group uses historical experience and other relevant factors, such as the expected future use of the asset, expected wear and tear, technological obsolescence arising from changes or improvements and limits on the use of the asset. Residual value assessments consider issues such as future market conditions, the expected condition of the asset at the end of its useful life and projected disposal values. The group has not made material adjustments to the useful lives and residual values. The residual values were assessed and valued as appropriate by management as at 30 September 2025.

1.4.4 Insurance contracts

The group has a shareholding in a third party insurance cell captive arrangement with Guardrisk Insurance Company Limited. The group has assessed the overall commercial effect of the agreements that govern this arrangement, and determined that they contain in-substance, properties of reinsurance agreements. In terms of the agreements, significant insurance risk is initially accepted by the insurer, and to the extent that premiums and reserves are insufficient to cover claims, the insurer transfers significant insurance risk to the group by requiring the group to recapitalise the cell captive arrangement as and when necessary to meet capital adequacy requirements. As a result, the overall commercial effect is similar to an insurance contract and is considered an in-substance reinsurance contract issued from the perspective of the group. The agreements are therefore accounted for as insurance contracts in terms of IFRS 17, 'Insurance Contracts'.

The group qualifies for the Premium Allocation Approach (PAA) for the measurement of the liability for remaining coverage (LRC). If the output from the simplified PAA is not materially different from the general model output, one is allowed to use the simplified PAA approach.

This approach requires the group to estimate the expected pattern of risk exposure and service provision over the contract term. These estimates are informed by historical claims experience, underwriting practices, and actuarial inputs. The output from the predictions is used to generate a distribution of future claims, from which we establish the best estimate and the standard deviation of incurred claims per future period.

Management exercises judgement in determining the pattern of recognition of insurance revenue and the associated release of the LRC over the coverage period. The group recognises insurance revenue based on the expected timing of incurred insurance service expenses, which in this context is aligned with the incidence of risk under the underlying reinsurance arrangement.

Management revisits these assumptions at each reporting date, and changes in estimates are applied prospectively in accordance with IFRS 17.

1.4.5 Leases

Lease terms applicable to lease agreements, relating to the group's lease liabilities, are negotiated on an individual basis and contain a wide range of different terms and conditions.

The lease term is determined by taking into account reasonably certain termination or extension options. Management exercises judgement in determining the likelihood of exercising termination or extension options in determining the lease term including considerations of the age of the lease and the expected return on the underlying cash-generating unit to which the leased asset belongs.

Subsequent to the commencement date of lease agreements, lease terms are reassessed when there is a significant event or change in circumstances that is within the group's control and affects its ability to exercise or not to exercise the option to renew or to terminate. Significant events could include a change in the group's assessment of whether it is reasonably certain to exercise a renewal or termination option.

The incremental borrowing rate applied in the measurement of lease liabilities are specific to the term and start date of the applicable lease agreement. The incremental borrowing rate is determined based on the weighted average borrowing rate derived from the group's available bank funding facilities.

Accounting Policies (continued)

1.5 Foreign operations

For the purpose of the consolidated annual financial statements, the results and financial position of each group entity are presented in South African Rands.

At the end of each reporting period, monetary items denominated in foreign currencies are remeasured by translating the balances at prevailing rates. Non-monetary items that are measured in terms of historical cost in a foreign currency are not remeasured. Income and expense items are translated at the average exchange rates for the period, unless significant transactions occurred during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising are recognised in other comprehensive income and presented in the foreign currency translation reserve in equity. On the disposal of a foreign operation all of the accumulated exchange differences in respect of that operation attributable to the group are reclassified to profit or loss. In the case of a partial disposal (not loss of control) of a subsidiary that includes a foreign operation, the proportionate share of accumulated exchange difference is reclassified to non-controlling shareholder interest and is not reclassified in profit or loss.

When the settlement of a monetary item receivable from or payable to a foreign operation is neither planned nor likely in the foreseeable future, foreign exchange gains and losses arising from such a monetary item are considered to form part of a net investment in a foreign operation and are recognised in the group financial statements in other comprehensive income, and presented in the foreign currency translation reserve in equity.

1.6 Property, plant and equipment

Property, plant and equipment comprise the following:

- Land, buildings and leasehold improvements
- Furniture and fixtures, and office equipment
- IT equipment
- Vehicles

The group's properties are located across South Africa and primarily comprises supermarkets from which the group currently trades.

Recognition and measurement

Property, plant and equipment (including leasehold improvements), are tangible assets which the group holds for its own use and which are expected to be used for more than one year.

An item of property, plant and equipment is recognised as an asset when it is probable that future economic benefits associated with the item will flow to the group, and the cost of the item can be measured reliably. When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Property, plant and equipment is initially measured at cost. Cost includes all of the expenditure which is directly attributable to bringing the assets to the location and condition necessary to operate as intended by management, including the capitalisation of borrowing costs on qualifying assets, where appropriate.

Borrowing costs are capitalised to the extent that they are directly attributable to the acquisition, construction or production of a qualifying asset. Capitalisation of borrowing costs commences when the activities to prepare the assets are in progress and expenditures and borrowing costs are being incurred. Capitalisation of borrowing costs may continue until the assets are substantially ready for their intended use.

Capitalised interest is classified under cash flows from investing activities in the statement of cash flows as it relates directly to costs incurred for the development and improvement of properties.

Land is stated at cost less accumulated impairment and is not depreciated, since the useful life is considered to be indefinite. All other assets are stated at cost less accumulated depreciation and accumulated impairment losses. Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the group.

Accounting Policies (continued)

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment and are recognised as other income in profit or loss.

Depreciation

Depreciation is calculated on the depreciable amount, which is the cost of an asset less its residual value, over the estimated useful life. Depreciation is recognised in profit or loss on a straight-line basis over the estimated useful life of each part of an item of property, plant and equipment, since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset. Depreciation of an item of property, plant and equipment commences when it is available for use and ceases at the earlier of the date that the asset is classified as held for sale or derecognised.

The estimated useful lives of items of property, plant and equipment for the current and prior periods follows:

Item	Depreciation method	Average useful life
Buildings	Straight line	20 years
Furniture and fixtures	Straight line	6 years
Office equipment	Straight line	5 years
IT equipment	Straight line	3 years
Vehicles	Straight line	5 years
Leasehold rights	Straight line	Amortised over shorter of lease term or 25 years
Leasehold improvements	Straight line	Amortised over shorter of lease term or 20 years

The residual value, useful life and depreciation method of each asset are reviewed at the end of each reporting year. If the expectations differ from previous estimates, the change is accounted for prospectively as a change in accounting estimate.

Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately.

Items of property, plant and equipment are assessed for impairment as detailed in the accounting policy on impairment of assets.

1.7 Equity accounted investment

An associate is an entity over which the group has significant influence. Significant influence is the power to participate in financial and operating policy decisions of the investee, but it is not control or joint control over those policies. The assessment of significant influence relating to associates is reassessed annually.

An investment in an associate is accounted for using the equity method from the date on which the investee becomes an associate. Under the equity method, an investment in an associate is recognised initially in the statement of financial position at cost and adjusted thereafter to recognise the group's share of the profit or loss and other comprehensive income of the associate, until the date on which significant influence ceases.

1.8 Financial instruments

1.8.1 Initial recognition and measurement

Financial instruments, consisting of financial assets and financial liabilities, carried at the reporting date by the group includes cash and cash equivalents, trade and other receivables, other loans receivable, trade and other payables and borrowings. Trade receivables and trade payables exclude prepayments and certain statutory and employee-related receivables and payables for the purposes of financial instruments.

Trade receivables are initially recognised when the right to consideration is unconditional, in conjunction with IFRS 15, 'Revenue from Contracts with Customers'. All other financial assets and liabilities are recognised initially when the group becomes a party to the contractual provisions of the instrument.

The group classifies financial instruments, or their component parts, on initial recognition as a financial asset, a financial liability, or an equity instrument in accordance with the substance of the contractual arrangement.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is recognised initially at fair value plus, for instruments not at fair value through profit or loss (FVTPL), any directly attributable transaction costs when the group becomes a party to the contractual arrangements. A trade receivable without a significant financing component is initially measured at the transaction price. Subsequent to initial recognition, these instruments are measured in accordance with their classification as set out below.

Accounting Policies (continued)

1.8.2 Financial asset classification and subsequent measurement

On initial recognition, financial assets are classified into the following three principal categories: financial assets at FVTPL, financial assets at fair value through other comprehensive income (FVOCI) and debt instruments at amortised cost. The classification depends on the contractual cash flow characteristics and the business models for managing the financial assets and is determined at the time of initial recognition. Financial assets are not reclassified subsequent to their initial recognition unless the group changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

1.8.3 Debt instruments at amortised cost

Debt instruments at amortised cost, including trade and other receivables, other loans receivable and cash and cash equivalents are measured at amortised cost using the effective interest method, less any impairment.

Amortised cost is calculated considering any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate.

The group measures financial assets at amortised cost if both of the following conditions are met:

- the financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise, on specified dates, to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Gains or losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

The trade receivables of the group only involve a single cash flow – the payment of the amount resulting from a transaction in the scope of IFRS 15, 'Revenue from Contracts with Customers', which is deemed to be the principal amount.

Therefore, the cash flows resulting from the trade receivables meet the SPPI test of payments of principal and interest despite the interest component being zero in most cases.

Bank and cash are short-term in nature and interest income is earned on amounts deposited with the bank. The group recognises these balances at their contractual amounts.

The bank balances involve one single cash flow which is the repayment of the principal plus interest accrued at the effective rate. Therefore, the cash flows resulting from these deposits meet the SPPI test of payments of principal and interest.

The contractual cash flows for trade receivables, other loans receivable and bank and cash consist solely of principal and interest.

The group's business model is to hold these assets in order to collect contractual cash flows, provided they pass the SPPI test. Receivables, arising from the revenue generated, are collected from customers and are based on the agreed contractual terms.

The group's policy for trade receivables is therefore to hold the receivables to collect the contractual cash flows. Therefore, they are classified at amortised cost. The group also holds other loan receivables, and bank and cash deposits in order to collect the contractual cash flows. These are also classified as measured at amortised cost.

Amortised cost financial assets are subsequently measured using the effective interest method and are subject to the impairment requirements in IFRS 9, 'Financial Instruments'. Interest income and impairment are recognised in profit or loss. Gains and losses are recognised in profit or loss when the instrument is derecognised or impaired.

1.8.4 Debt instruments at FVTPL

IFRS 9, 'Financial Instruments' requires financial assets to be measured at FVTPL if they are not held within either a business model whose objective is to hold assets to collect contractual cash flows or within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets.

All financial assets not classified as measured at amortised cost or FVOCI are measured at FVTPL.

On initial recognition, the group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets at FVTPL are stated at fair value, with any gains or losses arising on re-measurement recognised in profit or loss.

The group does not have any financial assets at FVOCI.

Accounting Policies (continued)

1.8.5 Impairment

Impairment allowances for financial assets measured at amortised cost are recognised in profit or loss and accumulated in an allowance account. The gross carrying amount of the financial assets is reduced by the impairment allowance and is written-off when the group has no reasonable expectation of recovering the financial asset in its entirety or a portion thereof.

1.8.6 Financial liability classification and measurement

Financial liabilities are classified as either financial liabilities at fair value through profit or loss or financial liabilities measured at amortised cost.

The group does not have any financial liabilities at FVTPL.

Other financial liabilities

Other financial liabilities are recognised initially at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these financial liabilities are measured at amortised cost using the effective interest rate method.

Financial liabilities measured at amortised cost comprise interest-bearing borrowings, lease liabilities and trade and other payables.

1.8.7 Derecognition

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or where they have been transferred.

Financial liabilities are derecognised when their contractual obligations are discharged or cancelled or expire.

1.8.8 Trade and other receivables

Trade receivables are recognised at the transaction price as measured and defined in IFRS 15, 'Revenue from Contracts with Customers' and are subsequently measured at amortised cost using the effective interest rate method, less any expected credit loss (ECL) allowance.

The group applies the simplified approach to providing for ECLs prescribed by IFRS 9, 'Financial Instruments', which requires lifetime credit losses to be recognised from initial recognition of all receivables. Appropriate allowances for estimated irrecoverable amounts are recognised in profit or loss when there is objective evidence that the asset is impaired. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments (more than 30 days overdue) are considered indicators that the trade receivable is impaired.

The carrying amount of the asset is reduced through the use of an allowance account, and the amount of the loss is recognised in profit or loss within operating expenses. When a trade receivable is uncollectable, it is written-off against the allowance account for trade receivables. Subsequent recoveries of amounts previously written-off are credited against operating expenses in profit or loss.

Trade and other receivables are classified as loans and receivables.

Fair value approximates carrying value:

Trade receivables are principally short-term in nature and have credit terms of less than 30 days from the date of invoice, and do not incur interest and are measured at their nominal value.

1.8.9 Cash and cash equivalents

For the purpose of presentation of the statement of financial position and the statement of cash flows, cash and cash equivalents includes cash on hand. Cash is initially and subsequently recorded at amortised cost.

1.8.10 Trade and other payables

These amounts represent liabilities for goods and services provided to the group prior to the end of the financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest rate method.

1.8.11 Borrowings

Borrowings consist of working capital facilities to fund inventory and property mortgage loans. These borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest rate method. Fees paid on the establishment of loan facilities are capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates. Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

The Johannesburg Interbank Average Rate (JIBAR) has historically served as the primary reference rate for Rand-denominated financial instruments in South Africa. The South African Reserve Bank, together with the Financial Sector Conduct Authority, has proposed the transition from JIBAR to the South African Rand Overnight Index Average (ZARONIA), a transaction-based overnight rate designed to enhance transparency and robustness in benchmark rate setting.

Accounting Policies (continued)

The group is monitoring developments in relation to this reform and evaluating the potential impact on financial instruments, contracts, and valuation methodologies that reference JIBAR. At the reporting date, the reform has not had a material impact on the group's financial statements.

1.9 Insurance contracts

1.9.1 Classification of insurance contracts

The group has a shareholding in a third party insurance cell captive arrangement with Guardrisk Insurance Company Limited. The commercial effect of this arrangement is similar to an insurance contract, is considered an in-substance reinsurance contract and is accounted for in accordance with IFRS 17, 'Insurance Contracts'.

1.9.2 Recognition of insurance contracts

The group recognises a group of insurance contracts issued from the earliest of the following:

- The beginning of the coverage period of the group of contracts. The coverage period is the period during which the group provides coverage for insured events in respect of all premiums within the boundary of an insurance contract;
- The date when the first payment from a policyholder in the group becomes due. If there is no contractual due date, then it is considered to be the date when the first payment is received from the policyholder; and
- The date when facts and circumstances indicate that the group to which an insurance contract will belong is onerous.

Subsequently, new contracts are added to the group when they are issued or initiated, provided that all contracts in the group are issued or initiated in the same year.

1.9.3 Measurement of insurance contracts

1.9.3.1 Measurement – contracts measured under the Premium Allocation Approach

The group uses the Premium Allocation Approach (PAA) for measuring contracts with a coverage period of one year or less. Where material insurance acquisition cash flows are incurred, these costs are allocated directly to a group of insurance contracts using a systematic and rational method.

1.9.3.2 Initial recognition

On initial recognition of each group of contracts, the carrying amount of the liability for remaining coverage (LRC) is measured at the premiums received on initial recognition less an adjustment to reflect the time value of money, financial risks, non-financial risks and the unearned profit, as the majority of the premiums are paid in advance.

The liability for incurred claims (LIC) is the group's obligation to investigate and pay valid claims for insured events that have already incurred, including events that have occurred, but for which claims have not been reported.

1.9.3.3 Subsequent measurement

The group measures the carrying amount of a group of insurance contracts at each reporting period as the sum of:

- The LRC comprising fulfilment cash flows within the boundary of each contract related to future service allocated to the group at that date; and
- The LIC for the group comprising the fulfilment cash flows within the boundary of each contract related to past service allocated to the group at that date.

The group has chosen to adjust the LIC and LRC to reflect the time value of money and the effect of financial and non-financial risk.

If at any time during the coverage period, facts and circumstances indicate that a group of contracts is onerous, then the group recognises a loss in profit or loss and increases the liability for remaining coverage to the extent that the current estimates of the fulfilment cash flows that relate to remaining coverage (including the risk adjustment for non-financial risk) exceed the carrying amount of the liability for remaining coverage. The fulfilment cash flows are adjusted for the time value of money and the effect of financial risk (using current estimates) if the LIC is also adjusted for the time value of money and the effect of financial risk.

Fulfilment cash flows comprise unbiased and probability-weighted estimates of future cash flows, discounted to present value to reflect the time value of money and financial risks, plus a risk adjustment for non-financial risk. The group's objective in estimating future cash flows is to determine the expected value, or the probability-weighted mean, of the full range of possible outcomes, considering all reasonable and supportable information available at the reporting date without undue cost or effort.

The group estimates future cash flows considering a range of scenarios which have commercial substance and give a good representation of possible outcomes. The cash flows from each scenario are probability weighted and discounted using current assumptions.

When estimating future cash flows, the group includes all cash flows that are within the contract boundary including:

- Premiums and related cash flows;
- Claims, including reported claims not yet paid, incurred claims not yet reported and expected future claims;
- Claims handling costs;

Accounting Policies (continued)

- Policy administration and maintenance costs, including recurring commissions that are expected to be paid to intermediaries;
- An allocation of fixed and variable overheads directly attributable to fulfilling insurance contracts; and
- Transaction-based taxes.

The group also incorporates, in an unbiased way, all reasonable and supportable information available without undue cost or effort about the amount, timing and uncertainty of those future cash flows. The group estimates the probabilities and amounts of future payments under existing contracts based on information obtained, including:

- Information about claims already reported by policyholders;
- Other information about known or estimated characteristics of the insurance contracts;
- Historical data about the group's own experience, supplemented when necessary with data from other sources. Historical data is adjusted to reflect current conditions; and
- Current pricing information.

1.9.4 Presentation of insurance contracts

The group disaggregates amounts recognised in the statement of profit or loss and other comprehensive income into:

- An insurance service result, comprising insurance revenue and insurance service expenses; and
- Insurance finance income or costs.

The group does not disaggregate changes in the risk adjustment for non-financial risk between the insurance service result and insurance finance income or expenses. All changes in the risk adjustment for non-financial risk are included in the insurance service result. Insurance revenue is measured as the sum of all the expected premium receipts for providing coverage in the period.

1.9.4.1 Insurance finance income and costs

Insurance finance income and costs comprise changes in the carrying amounts of groups of insurance contracts arising from the effects of the time value of money, financial risk and changes therein.

The group presents insurance finance income and costs for all contracts in profit or loss.

1.10 Income tax

Income tax expense comprises of current and deferred tax and is recognised in profit or loss.

1.10.1 Current tax assets and liabilities

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

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

Current tax assets and liabilities are offset if the group has a legally enforceable right to offset the recognised amounts and it intends to settle on a net basis, or to realise the asset and settle the liability simultaneously.

1.10.2 Deferred tax assets and liabilities

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

The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities using tax rates and laws enacted or substantively enacted at the reporting date. The effect on deferred tax of any changes in tax rates is recognised in profit or loss, except to the extent that it relates to items previously charged or credited directly to equity or other comprehensive income.

A deferred tax liability is recognised for all taxable temporary differences, except to the extent that the deferred tax liability arises from the initial recognition of an asset or liability in a transaction which at the time of the transaction, affects neither accounting profit nor taxable profit / (tax loss).

A deferred tax asset is recognised for all unused tax losses and deductible temporary differences to the extent that it is probable that future taxable profit will be available against which the associated unused tax losses and deductible temporary differences can be utilised. A deferred tax asset is not recognised when it arises from the initial recognition of an asset or liability in a transaction which at the time of the transaction, affects neither accounting profit nor taxable profit / (tax loss).

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the

Accounting Policies (continued)

same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

1.10.3 Tax expenses

Current and deferred taxes are recognised as income or an expense and included in profit or loss for the year, except to the extent that the tax arises from:

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

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

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

1.10.4 Dividend withholding tax

Dividend withholding tax is a tax on shareholders receiving dividends. Shareholders who are not exempt from paying dividend tax are subject to dividend withholding tax at a rate of 20%. In terms of dividend tax legislation, the dividend tax amount is withheld and paid over to the South African Revenue Services by nominee companies, stockbrokers or the relevant Central Securities Depository Participant on behalf of shareholders. Dividends are recognised at the gross amount directly in equity.

1.10.5 Global Anti-Base Erosion Model Rules (Pillar Two)

The group is within the scope of the Organisation for Economic Co-operation and Development (OECD) Pillar Two model rules, with the relevant legislation being enacted in South Africa. Based on the group's assessment of the Pillar Two tax requirements, there is no Pillar Two tax provision required for the group for the current financial year end. The group will continue to monitor the impact of new and existing Pillar Two legislation on an ongoing basis across the jurisdictions we operate in.

1.11 Leases

1.11.1 Lessee

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified

asset for a period of time in exchange for consideration. An identified asset is physically distinct, or if not physically distinct, the lessee has the right to use substantially all of the capacity of the asset during the lease term.

Leases are accounted for based on a "right-of-use model". The model reflects that, at the commencement date, a lessee has a financial obligation to make lease payments to the lessor for its right to use the underlying asset during the lease term. The lessor conveys the right to use the underlying asset at lease commencement, which is the date when it makes the underlying asset available for use by the lessee.

1.11.2 Lease liabilities

At the commencement date of the lease, the group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease term takes into account the likelihood of exercising a renewal option. The lease agreements that the group has entered into do not include any residual value guarantees.

In calculating the present value of lease payments, the group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

Lease liabilities are subsequently measured at amortised cost using the effective interest method, and reduced by future lease payments net of interest charged.

The interest cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each year. In addition, the carrying amount of lease liabilities is remeasured with a corresponding adjustment to the right-of-use asset if there is a modification. A modification occurs when there is a change in future lease payments resulting from a rent review, a change in the relevant index or rate such as inflation, or a change in the group's assessment of whether it is reasonably certain to exercise a renewal or termination option.

1.11.3 Right-of-use assets

The group recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of initial measurement of the lease liability, initial direct cost incurred, and lease payments made on or before the commencement date less any incentives received. Unless the group is reasonably certain it will obtain ownership of the leased asset at the end of the lease term, the recognised right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term. Right-of-use assets are subject to impairment.

Accounting Policies (continued)

1.11.4 Short-term leases and leases of low-value assets

The group applies the short-term lease recognition exemption to its short-term leases (i.e. those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of assets that are considered of low value. Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

1.11.5 Lessor

Leases are classified as finance leases when the terms of the lease transfer substantially all the risk and rewards of ownership to the lessee. All other leases are classified as operating leases.

The group currently does not have any finance leases.

Operating lease payments are recognised as income on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

1.12 Inventories

Inventories comprise of second-hand motor vehicles, work in progress relating to the repair of used motor vehicles, consumables and spare parts.

Inventories are stated at the lower of cost or net realisable value. Cost is determined using specific identification for vehicles as the vehicles are not ordinarily interchangeable. Cost is determined using the weighted average cost method for consumables and spares. Net realisable value is the estimated selling price in the ordinary course of business, less the cost of completion and costs to be incurred in marketing, selling and distribution. Obsolete, redundant and slow-moving inventories are identified on a regular basis and the write-down of inventory to net realisable value and the reversal thereof is recognised in profit and loss.

The reversals of write-downs are limited to the cost of inventory.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the year in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the year the write-down or loss occurs. The amount of any reversal of any write-down of inventories, arising from an increase in net realisable value, is recognised as a reduction in the amount of inventories recognised as an expense in the year in which the reversal occurs. Directly attributable expenses related to the sale of the inventories are also recognised when the inventories are sold. These include refurbishment costs to get the inventories in a saleable condition.

1.13 Impairment of assets

1.13.1 Financial assets

The group recognises loss allowances for ECLs on financial assets at amortised cost. Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs.

1.13.2 Non-financial assets

The carrying amounts of the group's non-financial assets, other than inventories and deferred tax assets, are reviewed at the end of each reporting date to determine whether there is any indication that an asset may be impaired. If there is any indication that an asset may be impaired, the group estimates the recoverable amount of the asset.

The recoverable amount of an asset is the higher of its fair value less costs to sell and its value-in-use.

In assessing value-in-use, the expected future cash flows from the assets are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset is less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. That reduction is an impairment loss.

An impairment loss of assets carried at cost less any accumulated depreciation or amortisation is recognised immediately in profit or loss. Any impairment loss of a revalued asset is treated as a revaluation decrease.

Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. A previously recognised impairment loss is reversed if the recoverable amount increases as a result of a change in the estimates used to determine the recoverable amount, and there is an indication that the impairment loss may have reversed, but not to an amount higher than the carrying amount that would have been determined (net of depreciation) had no impairment loss been recognised in prior years. A reversal of an impairment loss of assets carried at cost less accumulated depreciation or amortisation other than goodwill is recognised immediately in profit or loss.

Any reversal of an impairment loss of a revalued asset is treated as a revaluation increase.

Accounting Policies (continued)

1.14 Stated capital

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

Ordinary shares are classified as equity.

Dividends are recorded in the period in which the dividend is declared and charged directly to equity.

1.15 Refund liability and right-of-return asset

Returns and refunds generally occur as a result of legislative requirements, such as the Consumer Protection Act No. 68 of 2008 of South Africa or specific terms and conditions outlined in the terms and conditions of sale. In accordance with IFRS 15 'Revenue from Contracts with Customers', the group recognises a refund liability and a corresponding right-of-return asset for expected returns of vehicles. The exposure for the group for the return of a vehicle is limited to the lost margin as a result of the lost sale.

1.16 Employee benefits

1.16.1 Short-term employee benefits

The cost of short-term employee benefits (those payable within 12 months after the service is rendered, such as paid vacation leave and sick leave, bonuses, short-term incentives (STIs) and non-monetary benefits such as medical care) are recognised in the year in which the service is rendered.

The accruals for employee entitlements to salaries, bonuses and annual leave represent the amount, which the group has a present legal or constructive obligation to pay as a result of employees' services provided until the reporting date.

The accruals have been calculated at undiscounted amounts based on current salary rates.

The leave pay accrual is calculated based on total cost to company.

The STI is calculated based on qualifying criteria, as set out in the approved Remuneration Policy.

1.16.2 Defined contribution plans

A defined contribution plan is a post-employment plan under which the group pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an employee benefit expense in profit or loss when they are due.

1.17 Revenue

Revenue comprises of invoiced sales in respect of the sale of goods, fees for the rendering of services to customers, rental income, and finance and insurance commissions received.

1.17.1 Revenue recognised at a point in time

Revenue is measured at the fair value of the consideration received or receivable as specified in a contract with a customer and represents the amounts received or receivable for goods and services provided in the normal course of business, net of discounts, and value-added taxation.

Revenue from sale of goods is recognised at a point in time when the following condition has been satisfied:

- The group has satisfied its performance obligations with customers (the payment has been made by the customer and the vehicle has been delivered).

Where the group acts as an agent for the sale of insurance products and vehicle tracking devices, and is remunerated on a commission basis based on the agreed-upon fee structures, the commission is included in finance and insurance commissions received.

Fees earned from finance, insurance-related and ancillary products (F&I products) sold on behalf of major banks providing asset-backed and unsecured vehicle finance, and leading insurance providers are recognised at a point in time when the commission has been earned. Revenue from the sale and installation of vehicle tracking devices is recognised on the fitment of tracking devices.

Rental income relates to revenue earned by the group from leasing space in warehouses owned and leased by the group. The revenue is recognised as part of the Property rental segment. The revenue is accounted for as operating lease revenue in accordance with IFRS 16, 'Leases'.

There are no judgements made that significantly affect the determination of the revenue amount from contracts with customers, rental income or commission earned from the sale of insurance products and vehicle tracking devices.

Accounting Policies (continued)

1.17.2 Returns and refunds

Returns and refunds generally occur as a result of legislative requirements, such as the Consumer Protection Act No. 68 of 2008 of South Africa or specific terms and conditions outlined in the terms and conditions of sale. In accordance with IFRS 15 'Revenue from Contracts with Customers', the group recognises a refund liability and a corresponding right-of-return asset for expected returns of vehicles post the year end. The exposure for the group for the return of a vehicle is limited to the lost margin as a result of the lost sale.

1.18 Finance income

Finance income comprises interest income on funds invested. Interest is recognised in the consolidated statement of profit or loss and other comprehensive income, using the effective interest rate method.

1.19 Finance expenses

Finance expenses comprise the interest expense on borrowings, bank overdraft and lease liabilities recognised under IFRS 16, 'Leases'. Interest expense is recognised in the consolidated statement of profit or loss and other comprehensive income using the effective interest rate method.

1.20 Dividend income

Dividends are recognised in the consolidated statement of profit or loss and other comprehensive income when the group's right to receive payment has been established.

1.21 Share-based payments

The group has adopted a Conditional Share Plan (CSP) as its Long-term incentive (LTI) scheme. The purpose of the CSP is to incentivise and retain key employees. The CSP is governed by the approved CSP rules and the approved Remuneration Policy.

The CSP meets the definition of a share-based payment transaction. Equity settled share-based payments to employees are measured at the fair value of the equity instruments at the grant date. The fair value excludes the effect of non-market-based vesting conditions. The fair value determined at the grant date of the equity settled share-based payments is expensed on a straight-line basis over the vesting period, based on the group's estimate of the number of equity instruments that will eventually vest. At each reporting period, the group revises its estimate of the number of equity instruments expected to vest as a result of the effect of non-market-based vesting conditions. The impact of the revision of the original estimates is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to reserves. No subsequent adjustments are made to equity after the vesting date.

In its separate Annual Financial Statements, the company accounts for the share-based payment liability as an equity-settled share-based payment arrangement, with a corresponding increase in its investment in subsidiaries.

Outstanding rights to acquire ordinary shares could result in share dilution in the computation of earnings per share.

1.22 Foreign currency transactions

Transactions in currencies other than the group's functional currency are recorded at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are remeasured by translating the balances at prevailing rates. Non-monetary items that are measured in terms of historical cost in a foreign currency are not remeasured.

Notes to the Consolidated Annual Financial Statements

2. Property, plant and equipment

	30 September 2025			30 September 2024		
	Cost R'000	Accumulated depreciation R'000	Carrying value R'000	Cost R'000	Accumulated depreciation R'000	Carrying value R'000
Land	530 705	-	530 705	332 384	-	332 384
Buildings	1 067 957	(108 374)	959 583	729 714	(84 524)	645 190
Furniture and fixtures	180 687	(73 248)	107 439	128 171	(50 603)	77 568
Office equipment	-	-	-	108	(108)	-
IT equipment	90 984	(40 252)	50 732	90 324	(45 757)	44 567
Vehicles	13 557	(6 519)	7 038	10 739	(3 468)	7 271
Leasehold improvements	71 391	(25 380)	46 011	60 635	(15 027)	45 608
Total	1 955 281	(253 773)	1 701 508	1 352 075	(199 487)	1 152 588

Reconciliation of property, plant and equipment - 30 September 2025

	Opening balance R'000	Additions R'000 ¹	Interest capitalised R'000 ²	Disposals R'000	Depreciation R'000	Total R'000
Land	332 384	198 321	-	-	-	530 705
Buildings	645 190	326 325	11 918	-	(23 850)	959 583
Furniture and fixtures	77 568	55 798	-	-	(25 927)	107 439
IT equipment	44 567	36 969	-	(2 986)	(27 818)	50 732
Vehicles	7 271	2 819	-	-	(3 052)	7 038
Leasehold improvements	45 608	10 767	-	(7)	(10 357)	46 011
	1 152 588	630 999	11 918	(2 993)	(91 004)	1 701 508

Notes to the Consolidated Annual Financial Statements (continued)

2. **Property, plant and equipment** (continued)

Reconciliation of property, plant and equipment – 30 September 2024

	Opening balance R'000	Additions R'000	Interest capitalised R'000	Disposals R'000	Depreciation R'000	Total R'000
Land	315 939	16 445	-	-	-	332 384
Buildings	641 838	6 125	-	-	(2 773)	645 190
Furniture and fixtures	76 680	20 561	-	(27)	(19 646)	77 568
Office equipment	14	-	-	-	(14)	-
IT equipment	44 973	27 414	-	(1 164)	(26 656)	44 567
Vehicles	10 244	-	-	-	(2 973)	7 271
Leasehold improvements	41 352	10 475	-	-	(6 219)	45 608
	1 131 040	81 020	-	(1 191)	(58 281)	1 152 588

¹ The majority (R423,5 million) of the additions in the current financial year, all within the Property Rental Segment, relate to the land and the construction of property developments at the Lansdowne, Montana and Witbank supermarkets as well as the acquisition of the Vereeniging supermarket, which opened on 1 August 2025.

The Silver Lakes supermarket property transfer was approved by the City Council and the transfer was effected on 31 January 2025. This transfer added R80,0 million to the property, plant and equipment cost at 30 September 2025.

² Interest capitalised during the year was determined in accordance with IAS 23, using a capitalisation rate of prime less 2,1% for specific borrowing facilities and a weighted average rate ranging between 8,92% and 9,69% for general borrowing facilities.

At 30 September 2024, properties with a carrying value of R954,2 million had been mortgaged in favour of FirstRand Bank Limited. Refer to note 14 for further details.

At 30 September 2025, properties with a carrying value of R1 334,0 million and R100,1 million had been mortgaged in favour of FirstRand Bank Limited and Investec Bank Limited, respectively. Refer to note 14 for further details.

Notes to the Consolidated Annual Financial Statements (continued)

3. Right-of-use assets

	30 September 2025 R' 000	30 September 2024 R' 000
Buildings and parking bays		
Cost	288 459	235 852
Accumulated depreciation	(126 587)	(118 029)
	161 872	117 823
Reconciliation of right-of-use assets		
Carrying value at beginning of year	117 823	149 072
Additions for new leases	128 405	9 178
Derecognition ¹	(3 875)	-
Remeasurement	(19 254)	-
Depreciation	(61 227)	(40 427)
Carrying value at end of year	161 872	117 823

¹ Derecognition at carrying value.

Right-of-use assets relate to buildings and parking bays (leases for buying pods) that are leased by the group from external landlords, with lease terms ranging from 1 to 7 years, and some include an option to renew on expiry. The lease term includes this renewal period if the group is reasonably certain that it will exercise the renewal option.

After reassessment, the group has determined that there is reasonable certainty of renewing the various lease agreements for the parking bays of the buying pods leases across the country. As a result, these leases are now included within the scope of IFRS 16.

Right-of-use assets are effectively ceded as security for concomitant lease liabilities (refer note 15) as the rights to the leased assets revert to the lessor in the event of default.

4. Insurance contract assets

	30 September 2025 R' 000	30 September 2024 R' 000
1 (2024: 1) "A" Cell Owner Ordinary share of no par value in Guardrisk Insurance Company Limited	1 150	1 150
Insurance contract assets and liabilities	24 347	12 764
	25 497	13 914

The group has a shareholding in a third party insurance cell captive arrangement (with Guardrisk Insurance Company Limited). The Shareholders and Subscription Agreement that governs this arrangement contains in-substance, properties of reinsurance agreements. As set out in this agreement, significant insurance risk is initially accepted by the insurer, and to the extent that premiums and reserves are insufficient to cover claims, the insurer transfers significant insurance risk to the group by requiring the group to recapitalize the cell captive arrangement as and when necessary to meet capital adequacy requirements. As a result, the overall commercial effect is similar to an insurance contract and is considered an in-substance reinsurance contract issued from the perspective of the group. This agreement is therefore accounted for as an insurance contract in terms of IFRS 17, 'Insurance Contracts'.

Notes to the Consolidated Annual Financial Statements (continued)

4. Insurance contract assets (continued)

4.1 Capital risk

4.1.1 Capital management – insurance contracts

The group is required by the Solvency Assessment and Management regime (SAM) to hold an excess of its assets over its insurance contract liabilities calculated on a regulatory basis. The requirement aims to ensure that the group is able to meet its obligations over the next 12 months. Breaching this requirement – the Solvency Capital Requirements (SCR) – would result in supervisory intervention by the lead regulator and remedial actions designed to restore the SCR level of capital.

The SAM approach to the measurement of capital adequacy is primarily based on monitoring the relationship of the SCR to regulatory capital.

The group complied with all externally imposed capital requirements.

4.2 Insurance risk

4.2.1 Discount rates

Insurance contract liabilities are calculated by discounting expected future cash flows at a risk-free rate, plus a liquidity premium where applicable. Risk-free rates are determined by reference to the ZAR swap curve. The liquidity premium is determined by reference to observable market rates, including sovereign debt, corporate debt and market swap rates.

The weighted average discount rate applied by the group for discounting of future cash flows as at 30 September 2025 was 7,3% (2024: 8,4%).

Notes to the Consolidated Annual Financial Statements (continued)

4. Insurance contract assets (continued)

4.2 Insurance risk (continued)

4.2.2 Insurance contract sensitivities

The insurance claim liabilities are sensitive to the key assumptions. The analysis below is performed for reasonable possible movements in key assumptions with all other assumptions held constant, showing the impact on insurance contract liabilities, profit before tax and equity. The correlation of assumptions will have a significant effect in determining the ultimate claims liabilities, but to demonstrate the impact due to changes in assumptions, assumptions had to be changed on an individual basis.

	30 September 2025		
	Change in assumptions	Favourable R'000	Unfavourable R'000
Significant unobservable parameters applied¹			
Short-term motor warranties			
Discount rate	100bps	140	(144)
Loss ratios	10%	4 709	(4 109)
		30 September 2024	
	Change in assumptions	Favourable R'000	Unfavourable R'000
Significant unobservable parameters applied¹			
Short-term motor warranties			
Discount rate	100bps	141	(146)
Loss ratios	10%	3 287	(3 882)

¹ These represent the significant unobservable parameters applied in the actuarial model.

Notes to the Consolidated Annual Financial Statements (continued)

4. Insurance contract assets (continued)

4.3 Reconciliation of the net carrying amounts of insurance contract assets

The following reconciliation indicates how the net carrying amounts of insurance contract assets changed during the year as a result of cash flows and the amounts recognised in the statement of profit or loss:

	Liability for incurred claims			Total R'000
	Liability for remaining coverage R'000	Present value of cash flows R'000	Risk adjustment R'000	
30 September 2025				
Insurance contract assets at beginning of the year	13 930	224	(240)	13 914
Insurance revenue	279 097	-	-	279 097
Insurance service expenses	-	(191 762)	(8)	(191 770)
Net income from insurance contracts held	279 097	(191 762)	(8)	87 327
Net insurance finance income	44 256	-	-	44 256
Amounts recognised in statement of profit and loss	323 353	(191 762)	(8)	131 583
Dividend income received	(120 000)	-	-	(120 000)
Transfers between reserves	(173 162)	173 162	-	-
Total cash flows	(293 162)	173 162	-	(120 000)
Insurance contract assets at end of the year	44 121	(18 376)	(248)	25 497

Notes to the Consolidated Annual Financial Statements (continued)

4. Insurance contract assets (continued)

4.3 Reconciliation of the net carrying amounts of insurance contract assets (continued)

30 September 2024	Liability for remaining coverage R'000	Liability for incurred claims		Total R'000
		Present value of cash flows R'000	Risk adjustment R'000	
Insurance contract assets at beginning of the year	42 518	2 253	(300)	44 471
Insurance revenue	201 069	-	-	201 069
Insurance service expenses	-	(143 217)	60	(143 157)
Net income from insurance contracts held	201 069	(143 217)	60	57 912
Net insurance finance income	26 531	-	-	26 531
Amounts recognised in statement of profit and loss	227 600	(143 217)	60	84 443
Dividend income received	(115 000)	-	-	(115 000)
Transfers between reserves ¹	(141 188)	141 188	-	-
Total cash flows	(256 188)	141 188	-	(115 000)
Insurance contract assets at end of the year	13 930	224	(240)	13 914

¹ 'Growth in investment assets, premiums received and claims and other expenses paid' were reclassified to 'transfers between reserves' to align with current financial year disclosure.

Notes to the Consolidated Annual Financial Statements (continued)

5. Equity accounted investment

Details of the group's investment in an associate at 30 September 2025 are as follows:

			30 September 2025	30 September 2024
	Principal activity	Place of incorporation and principal place of business	Proportion of ownership interest held by the group	
Agile Bridge (Pty) Ltd	Software development	South Africa	25.4%	20%
			R'000	R'000
Cost of investment in equity accounted investment			8 000	8 000

On 1 June 2022, the group acquired 20% of the ordinary share capital of Agile Bridge (Pty) Ltd. The purchase consideration was R8,0 million, which was settled in cash. The investment is accounted for as an associate as the group does not have the unilateral ability to control, direct or govern decisions that impact the variable returns of the investment. Agile Bridge (Pty) Ltd has a November year end.

During the current financial year the group's shareholding has increased to 25,4%, as a result of a share buyback transaction that took place on 28 November 2024.

	30 September 2025	30 September 2024
	R'000	R'000
Carrying amount at beginning of the year	12 350	10 550
Share of profit after tax	6 003	3 000
Dividend received	(1 902)	(1 200)
Carrying amount at end of the year	16 451	12 350

The group does not consider the investment above to be individually material to its operations.

Notes to the Consolidated Annual Financial Statements (continued)

6. Deferred tax

Deferred tax assets and liabilities are attributable to the following:

	30 September 2025 R'000	30 September 2024 R'000
Accruals and other liabilities (annual bonus accrual, ECL on receivables, refund liability, right-of-return asset and leave pay provision)	41 798	38 223
Right-of-use assets	(43 737)	(31 812)
Lease liabilities	50 468	36 817
Property, plant and equipment	11 422	10 296
Prepayments	(1 363)	(2 160)
Bond raising fee	-	159
Income received in advance	22 291	-
Deferred tax balance from temporary differences other than unused tax losses	80 879	51 523
Reflected as:		
Deferred taxation asset	89 828	58 337
Deferred taxation liability	(8 949)	(6 814)
	80 879	51 523

An amount of R1,1 million (2024: R5,4 million) attributable to assessed losses in the group has not been recognised as a deferred tax asset as the directors are of the view that it is not probable that the relevant companies will generate taxable profit in the near future against which the benefit can be utilised.

Deferred tax assets have only been recognised for deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary differences can be utilised. This assessment is performed by comparing budgeted taxable earnings to the deferred tax asset. The assessments are performed on a continuous basis and if required the deferred tax asset is reversed.

Reconciliation of deferred tax balance

	30 September 2025 R'000	30 September 2024 R'000
Balance at beginning of the year	51 523	39 655
Taxable temporary differences – accruals and other liabilities	3 575	12 966
(Deductible) / taxable temporary differences – right-of-use assets	(11 924)	8 438
Taxable / (deductible) temporary differences – lease liabilities	13 651	(7 785)
Taxable / (deductible) temporary differences – property, plant and equipment	1 126	(219)
Taxable / (deductible) temporary differences – prepayments	796	(1 003)
Deductible temporary differences – bond raising fees	(159)	(529)
Taxable temporary differences – income received in advance	22 291	-
Balance at end of the year	80 879	51 523

Notes to the Consolidated Annual Financial Statements (continued)

7. Other loans receivable

	30 September 2025 R' 000	30 September 2024 R' 000
Loans receivable	12 360	12 360

The carrying value of loans receivable approximates fair value.

To further the group's enterprise and supplier development initiatives, the group has advanced interest-free loans of R4,1 million and R8,2 million in prior financial years, to Jinja Purple Pepper (Pty) Ltd and Jinja Green (Pty) Ltd, respectively, as prescribed in the Broad-Based Black Economic Empowerment (B-BBEE) Codes of Good Practice. The group has agreed to financially support these companies, by means of these long-term interest-free loans. Refer to note 37.1 for further ECL disclosure on the loans receivable.

8. Inventories

	30 September 2025 R' 000	30 September 2024 R' 000
Second-hand motor vehicles	3 055 627	2 506 465
Consumables	55	18
Work in progress and spare parts	1 023	332
Write-down of inventory	(91 382)	(41 815)
	2 965 323	2 465 000

Included in the total inventories of R2 965,3 million (2024: R2 465,0 million) are inventories to the value of R386,0 million (2024: R251,5 million) which are carried at net realisable values. The remainder of the inventories are carried at cost.

Inventories of R22 469,7 million (2024: R19 798,1 million) were recognised as an expense during the year and included in purchase of goods.

9. Trade and other receivables

	30 September 2025 R' 000	30 September 2024 R' 000
Trade receivables	122 294	90 897
Less: Expected Credit Loss allowance	(1 500)	(1 000)
Net trade receivables	120 794	89 897
Prepayments	13 558	12 996
Deposits	25 299	41 803
Staff loans	1 546	1 258
Sundry receivables	205	403
Value-added tax	7 433	1 669
	168 835	148 026

The group measures ECL allowances at an amount equal to the lifetime expected credit losses on these financial assets. Lifetime expected credit losses are those losses that result from all possible default events over the expected life of the financial asset. The group assesses on a forward-looking basis. The group considers a financial asset to be in default when the borrower is unlikely to pay its credit obligations in full or the outstanding amount exceeds its contractual payment terms.

The group's maximum exposure to credit risk at the reporting date is the carrying value of the trade receivables mentioned above, and it does not hold any form of collateral as security.

To measure expected credit losses, trade receivables have been grouped based on shared credit characteristics and the days past due. The expected loss rates are based on the payment profiles of sales over a period of time and the corresponding historical credit losses experienced within this period. The credit risk associated with the recoverability of trade receivables within the group is assessed as being very low, as a result of the internal control environment associated with the debtor and the sale and release of the vehicle. The vast majority of the receivables balance is less than 30 days in arrears. Trade receivables arise due to timing differences with settlement of these transactions occurring within 1-3 business days post the sale of inventories. Refer to note 37.1 where further information on the classes of receivables as well as the ECL has been provided.

Notes to the Consolidated Annual Financial Statements (continued)

9. Trade and other receivables (continued)

The ageing of trade receivables, as well as the amount of the ECL allowance per age class, is presented below:

	30 September 2025		
	Carrying value R'000	ECL R'000	Expected loss rate
Current	118 678	288	0.2%
Past due 30 to 59 days	715	-	0.0%
Past due 60 to 89 days	1 490	14	0.9%
Past due 90 to 119 days	78	-	0.0%
Past due 120 days and older	1 333	1 198	89.9%
Total	122 294	1 500	1.2%
	30 September 2024		
	Carrying value R'000	ECL R'000	Expected loss rate
Current	88 494	619	0.7%
Past due 30 to 59 days	1 195	10	0.8%
Past due 60 to 89 days	309	55	17.8%
Past due 90 to 119 days	-	-	0.0%
Past due 120 days and older	899	316	35.1%
Total	90 897	1 000	1.1%

10. Cash and cash equivalents

	30 September 2025 R'000	30 September 2024 R'000
Current assets		
Bank balances	93 556	206 463
Current liabilities		
Bank overdraft ¹	(203 448)	-
Advances of banking facilities		
Balance at beginning of the year	-	-
Bank overdraft advanced during the year	(203 448)	-
Balance at end of the year	(203 448)	-
The total amount of undrawn facilities available for future operating activities and commitments	924 633	520 917

¹ As at 30 September 2025, the group has a R400,0 million (2024: R Nil) General Banking Facility with FirstRand Bank Limited to fund working capital. This facility is repayable on 365 days' notice by FirstRand Bank Limited. Interest is payable on this facility at the prime interest rate minus 1,65%.

11. Right-of-return asset

	30 September 2025 R'000	30 September 2024 R'000
Right-of-return asset	117 312	-
	117 312	-

In accordance with IFRS 15, 'Revenue from Contracts with Customers', the group recognises a refund liability and a corresponding right-of-return asset for the expected returns of vehicles post the year end. The exposure for the group for the return of a vehicle is limited to the lost margin as a result of the lost sale.

In the current financial year, the group has separately presented the refund liability and the associated right-of-return asset on the face of the Consolidated Statement of Financial Position in compliance with the requirements of IFRS 15.

Notes to the Consolidated Annual Financial Statements (continued)

11. Right-of-return asset (continued)

In the prior financial year, a net liability for the refund liability and the right-of-return asset was recognised due to limited exposure.

Given the increased significance of these balances in the current financial year, management has presented the refund liability and the right-of-return asset on a disaggregated basis.

12. Financial assets by category

The accounting policies for financial instruments have been applied to the line items below:

	Financial asset at amortised cost		Total
	R' 000	R' 000	R' 000
30 September 2025			
Investment in financial asset ¹	-	-	-
Other loans receivable	12 360	12 360	12 360
Trade and other receivables ²	146 298	146 298	146 298
Cash and cash equivalents	93 556	93 556	93 556
	252 214	252 214	252 214
30 September 2024			
Investment in financial asset ¹	-	-	-
Other loans receivable	12 360	12 360	12 360
Trade and other receivables ²	132 103	132 103	132 103
Cash and cash equivalents	206 463	206 463	206 463
	350 926	350 926	350 926

¹ Less than a R1 000.

² Excludes employee-related receivables, value-added tax and prepayments.

13. Stated capital

	30 September 2025	30 September 2024
	Number of shares	
Authorised		
Ordinary no par value shares	10 000 000 000	10 000 000 000
	R' 000	
Issued and fully paid		
417 675 981 (2024: 417 181 120) Ordinary no par value shares	9 789 544	9 765 352
	R' 000	
Reconciliation of shares issued		
Opening balance	9 765 352	6 714 555
Issue of additional shares through a scrip dividend (non-cash) ³	-	1 540 797
Subscription for new shares ⁴⁻⁵	-	1 510 000
Issue of new shares ²	24 192	-
	9 789 544	9 765 352
	Number of shares	
Reconciliation of number of shares issued		
Opening balance	417 181 120	2 071 797
Issue of new shares ²⁻⁵	494 861	83 185 241
Subdivision of shares ¹	-	331 924 082
Closing balance	417 675 981	417 181 120

Notes to the Consolidated Annual Financial Statements (continued)

13. Stated capital (continued)

- ¹ On 7 March 2024, the company's authorised and issued share capital was restructured by way of a subdivision, which resulted in the authorised ordinary shares being subdivided in the ratio of 120 shares for each ordinary share in issue. On 25 March 2024, the authorised share capital was decreased to 10 000 000 000 ordinary shares of no par value.
The current year new issues of shares are set out below:
- ² During the year ended 30 September 2025, 494 861 shares were issued for the settlement of the November 2024 and the May 2025 Conditional Share Plan vestings.
The prior year new issues of shares are set out below:
- ³ On 29 February 2024, the company declared a pro rata scrip dividend of R2 300,8 million to its pre-listing shareholders, Transaction Capital Motor Holdco (Pty) Ltd and I VDW Holdings (Pty) Ltd, in terms of which such shareholders were entitled to elect to receive shares or cash. Transaction Capital Motor Holdco (Pty) Ltd elected to receive 717 481 shares (R1 540,8 million) and cash (R182,5 million), while I VDW Holdings (Pty) Ltd elected to receive only cash (R577,5 million).
- ⁴ On 27 March 2024, as part of the pre-listing capital raise, an additional 42 467 760 shares were issued to Coronation Asset Management (Pty) Ltd for a consideration of R760,0 million.
- ⁵ Bookbuild Investors subscribed to buy shares in the company as part of the pre-listing capital raise (effective on 11 April 2024) to the value of R750,0 million at R18,75 per share, resulting in an additional 40 000 000 shares issued.

14. Borrowings

	30 September 2025 R'000	30 September 2024 R'000
At amortised cost		
Balance at beginning of the year	1 326 074	1 381 859
Borrowings raised during the year	655 420	2 008 260
Interest accrued and bond raising fees	7 321	8 028
Borrowings repaid during the year	(747 920)	(2 072 073)
Balance at end of the year	1 240 895	1 326 074
Non-current liabilities		
At amortised cost	654 064	868 841
Current liabilities		
At amortised cost	586 831	457 233
	1 240 895	1 326 074

As at 30 September 2025, the group has a R1 340,7 million (2024: R750,0 million) mortgage loan facility with FirstRand Bank Limited with terms ranging from 9 to 84 months (2024: 12 to 84 months). Interest is payable on these mortgage loans at interest rates ranging from the prime interest rate minus 2,1% (2024: 2,1%) and 3 month JIBAR plus 1,8% - 2,05% (2024: 2,0% - 2,05%).

FirstRand Bank Limited held the following covering mortgage bonds over the properties:

- First covering mortgage bond (for R150,0 million) over Erf 23312, Brackenfell in the City of Cape Town, Stellenbosch Division, Western Cape Province;
- First covering mortgage bond (for R90,0 million) over Erf 238, Aeroton Ext 13 Township, Registration Division I.Q., Province of Gauteng;
- First covering mortgage bond (for R75,0 million) over the Notarial Deed of Lease over Erf 641 Springfield, Registration Division FT, Province of KwaZulu-Natal;
- First covering mortgage bond (for R140,0 million) over Portion 8 (a portion of portion 1) of Erf 61, Gosforth Extension 5 Township, Registration Division I.R, Province of Gauteng;

Notes to the Consolidated Annual Financial Statements (continued)

14. Borrowings (continued)

- First covering mortgage bond (for R160,0 million) over Notarial Deed of Lease over Erf 38348, Milnerton, in the City of Cape Town, Cape Division, Western Cape Province;
- First covering mortgage bond (for R175,0 million) over Erf 22 Northgate Extension 18, Registration Division I.Q., Province of Gauteng and Portion 301, 302 and 303 (a portion of portion 2) of the Farm Olievenhoutpoort No. 196, Registration Division I.Q., Province of Gauteng;
- First covering mortgage bond (for R71,5 million) over Portion 18 of Erf 926 Riverside Park Extension 22 Township, Registration Division JT, Province of Mpumalanga;
- First covering mortgage bond (for R90,0 million) over the company's 50% undivided share in and to the Remainder of Erf 2551 Louwlandia, Extension 74 Township, Province of Gauteng;
- First covering mortgage bond (for R280,0 million) over Remainders of Erf 468, Erf 469 and Erf 641 Wetton, City of Cape Town, Division Cape, Western Cape Province;
- Second covering mortgage bond (for R41,0 million) over Remainders of Erf 468, Erf 469 and Erf 641 Wetton, City of Cape Town, Division Cape, Western Cape Province;
- First covering mortgage bond (for R80,0 million) over Erf 1077 Duncanville, Extension 4 Township, Registration I.Q., Province of Gauteng; and
- First covering mortgage bond (for R220,0 million) over Portion 213 (a portion of portion 44) of the Farm Hartbeesfontein 324, Registration Division J.R., Montana, Province of Gauteng.

As at 30 September 2025, the group also has a R68,0 million (2024: R Nil) mortgage loan facility with Investec Bank Limited with a term of 60 months. Interest is payable on this mortgage loan at the prime interest rate minus 1,5%.

Investec Bank Limited held the following covering mortgage bond over the property:

- First covering mortgage bond (for R75,0 million) over Erf 791 Six Fountains Extension 1 Township, Registration Division J.R., Province of Gauteng.

As at 30 September 2025, the group also had a R300 million (2024: R300,0 million) facility with Investec Bank Limited and a R300 million (2024: R300,0 million) facility with The Standard Bank of South Africa Limited to fund working capital. The R500 million facility with FirstRand Bank Limited disclosed in the prior year was converted to a R400 million General Banking Facility during the current year. Refer to note 10 for further details. These borrowings have terms ranging from 12 to 24 months (2024: 12 to 24 months). Interest is payable on these borrowings at interest rates ranging from the prime interest rate minus 1,6% (2024: 1,35%) and 3 month JIBAR plus 1,9% (2024: 1,9% to 2,15%).

Notes to the Consolidated Annual Financial Statements (continued)

15. Lease liabilities

	30 September 2025 R'000	30 September 2024 R'000
Lease liabilities	186 803	136 359
Less: portion repayable within one year included in current liabilities	(65 047)	(34 061)
Long-term portion of lease liabilities	121 756	102 298
The maturity profile of the cash flows relating to the lease liabilities is as follows:		
Within one year	78 876	43 488
Within two to five years	136 187	114 258
Thereafter	-	639
	215 063	158 385
Total cash outflow for leases in the current year		
Finance cost	17 644	11 536
Capital portion	54 833	38 009
Total cash outflow for leases	72 477	49 545

Lease liabilities relate to leases entered into with external landlords who lease their facilities to the group. Lease liabilities represent the financial obligation of the group to make lease payments to landlords to use the underlying leased premises or right-of-use assets, during the lease term. The majority of the leases cover a period of 1 to 7 years, and some leases include an option to renew on expiry.

All lease liabilities are interest-bearing and the discount rate used to determine the present value of future lease payments is generally based on the lessee's incremental borrowing rate, as in most instances, the interest rate implicit in the lease cannot be readily determined. The discount rate applied to new leases concluded during the year was between 8,85% and 9,92% (2024: 10,25%).

Lease rental obligations are capitalised and lease liabilities are effectively secured as the rights to the leased asset revert to the lessor in the event of default.

The cash outflow approximates the expense relating to variable lease payments. Leases of low-value assets and short-term leases are disclosed in note 21.

16. Trade and other payables

	30 September 2025 R'000	30 September 2024 R'000
Trade payables	314 580	194 754
Value-added tax	30 549	15 490
Expense accruals	13 001	13 978
Tenant deposits	572	1 227
Payroll accruals ¹	17 389	15 210
	376 091	240 659

¹ Payroll accruals consist of PAYE, UIF and SDL payable at the end of the financial year.

Notes to the Consolidated Annual Financial Statements (continued)

17. Refund liability

	30 September 2025 R' 000	30 September 2024 R' 000
Refund liability	126 212	7 000

In accordance with IFRS 15, 'Revenue from Contracts with Customers', the group recognises a refund liability and a corresponding right-of-return asset for the expected returns of vehicles post the year end. The exposure for the group for the return of a vehicle is limited to the lost margin as a result of the lost sale.

In the current financial year, the group has separately presented the refund liability and the associated right-of-return asset on the face of the Consolidated Statement of Financial Position in compliance with the requirements of IFRS 15.

In the prior financial year, a net liability for the refund liability and the right-of-return asset was recognised due to limited exposure.

Given the increased significance of these balances in the current financial year, management has presented the refund liability and the right-of-return asset on a disaggregated basis.

18. Employee benefits

	30 September 2025 R' 000	30 September 2024 R' 000
Accrual for short-term incentive bonus	37 098	48 464
Defined contribution plan accrual	12 197	10 131
Accrual for annual bonuses	31 305	33 771
Accrual for leave pay	46 736	39 229
	127 336	131 595
Non-current liabilities	-	-
Current liabilities	127 336	131 595
	127 336	131 595

Accrual for short-term incentive bonus

The short-term incentive is payable annually to directors and certain senior members of the management team, provided that the employee remains in the group's employ at the date of payment.

Defined contribution plan accrual

It is the policy of the group to provide retirement benefits to all its employees. Defined contribution provident funds in South Africa and Namibia, which are subject to the Pensions Fund Act, exist for this purpose.

The group is under no obligation to cover any unfunded benefits.

Notes to the Consolidated Annual Financial Statements (continued)

19. Financial liabilities by category

The accounting policies for financial instruments have been applied to the line items below:

	Financial liabilities at amortised cost R'000	Total R'000
30 September 2025		
Trade and other payables ¹	251 532	251 532
Borrowings	1 240 895	1 240 895
Lease liabilities ²	186 803	186 803
Bank overdraft	203 448	203 448
	1 882 678	1 882 678
30 September 2024		
Trade and other payables ¹	209 959	209 959
Borrowings	1 326 074	1 326 074
Lease liabilities ²	136 359	136 359
	1 672 392	1 672 392

¹ Excludes value-added tax, employee-related payables and contract liabilities.

² Lease liabilities are financial instruments outside the scope of IFRS 9 and are accounted for under IFRS 16.

20. Revenue

	30 September 2025 R'000	30 September 2024 R'000
IFRS 15–Revenue from contracts with customers		
Sale of goods–motor vehicles	25 887 328	22 848 062
Auction commissions	1 041	–
Finance and insurance commissions received	541 225	472 544
Movement in refund liability ¹	(56 253)	(2 000)
IFRS 16–Leases		
Rental income	3 811	593
	26 377 152	23 319 199

¹ In accordance with IFRS 15, 'Revenue from Contracts with Customers', the group recognises a refund liability and a corresponding right-of-return asset for the expected returns of vehicles post the year end. The exposure for the group for the return of a vehicle is limited to the lost margin as a result of the lost sale.

In the current financial year, the group has separately presented the movement in the refund liability and the corresponding movement in the right-of-return asset in compliance with the requirements of IFRS 15.

In the prior financial year, the movement in the refund liability was disclosed on the net basis due to limited exposure.

Notes to the Consolidated Annual Financial Statements (continued)

20. Revenue (continued)

Timing and disaggregation of revenue

Revenue is disaggregated based on revenue streams as disclosed above, according to timing and according to nature.

Sale of goods – motor vehicles

Performance obligations are satisfied at a specific point in time upon entering into a sales agreement with a customer and ownership transfers on delivery to the customer. Amounts owed are initially settled in cash or through bank financing without any significant payment terms. There are no judgements made that significantly affect the determination of the amount and timing of revenue.

Auction commissions

Revenue from auction commissions is recognised when the auction is complete, the sale has been successfully concluded and the group has earned the right to the commission. The group acts as an agent in these transactions, as it does not obtain ownership or control of the goods. Accordingly, revenue is recognised on a net basis, representing the commission earned rather than the gross sale proceeds.

Finance and insurance commissions received

Fees earned from finance, insurance-related and ancillary products (F&I products) sold on behalf of major banks providing asset-backed and unsecured vehicle finance, and leading insurance providers are recognised at a point in time when the commission has been earned. Revenue from the sale and installation of vehicle tracking devices is recognised on the fitment of the tracking devices.

Rental income

Rental income relates to revenue earned by the group from leasing space in warehouses owned and leased by the group. The revenue is recognised as part of the Property rental segment. The revenue is accounted for as operating lease revenue in accordance with IFRS 16, 'Leases'.

21. Net operating expenses

	30 September 2025 R'000	30 September 2024 R'000
Purchase of goods and write-down of inventory ¹	(22 469 687)	(19 807 177)
Dealerstocking, licence and registration fees	(136 313)	(107 480)
Roadworthy and vehicle inspection report costs	(92 821)	(88 348)
Vehicle reconditioning costs	(334 093)	(274 074)
Logistic costs	(156 736)	(150 806)
Movement in right-of-return asset ²	54 353	-
Other operating income ³	-	42 621
Dividend received ³	-	2 800
Auditor's remuneration	(4 538)	(3 638)
Audit-related services – current year ⁴	(1 395)	(1 757)
Audit-related services – prior year	(3 023)	(1 881)
Non-audit-related services ⁵	(120)	-
Employee costs	(1 211 471)	(1 061 430)
Salaries, wages, bonuses and other benefits	(1 081 197)	(927 230)
Employer retirement contributions	(46 718)	(39 136)
Short-term incentives	(37 526)	(67 828)
Share-based payment expense	(41 148)	(24 861)
Non-Executive director fees	(4 882)	(2 375)

Notes to the Consolidated Annual Financial Statements (continued)

21. Net operating expenses (continued)

	30 September 2025 R' 000	30 September 2024 R' 000
Short-term lease expense	(3 260)	(18 815)
Leases of low-value assets	(149)	(270)
Management fees	-	(21 954)
Staff training	(8 832)	(4 692)
Bank charges	(15 868)	(14 815)
Property rates and taxes and utilities	(45 470)	(40 574)
Platform development and marketing costs	(415 859)	(362 783)
Donations ⁶	(9 095)	(7 963)
Insurance ⁶	(14 043)	(13 023)
Security costs ⁶	(21 798)	(17 936)
Other operating expenses ⁷	(167 151)	(133 126)
	(25 052 831)	(22 083 483)

¹ In the comparative period, the purchase of goods and the write-down of inventory have been aggregated to align with current financial year disclosure.

² In accordance with IFRS 15, 'Revenue from Contracts with Customers', the group recognises a refund liability and a corresponding right-of-return asset for the expected returns of vehicles post the year end. The exposure for the group for the return of a vehicle is limited to the lost margin as a result of the lost sale.

In the current financial year, the group has separately presented the movement in the refund liability and the corresponding movement in right-of-return asset in compliance with the requirements of IFRS 15.

In the prior financial year, the movement in the refund liability was disclosed on the net basis due to limited exposure.

³ In the current financial year the group presents other operating income separately on the face of the consolidated Statement of Profit or Loss and Other Comprehensive Income to enhance disclosure. The prior year comparatives have not been restated because the change is a presentation enhancement. Refer to note 22 for further detail.

⁴ The approved audit fee is R4,4 million for the year ended 30 September 2025.

⁵ Non-audit related services relates to the review of the pro forma financial information, by PricewaterhouseCoopers Inc. for the year ended 30 September 2024. The approved fee for non-audit related services is R0,1 million for the year ended 30 September 2025.

⁶ In the current financial year, these cost categories were disaggregated to enhance disclosures. The comparative amounts have been represented to align with current financial year disclosure.

⁷ Other operating expenses include expenses relating to operational costs, including consulting and professional fees, telephone and minor assets written-off.

22. Other operating income

	30 September 2025 R' 000	30 September 2024 R' 000
Other operating income	31 685	-
Dividends received	5 101	-
	36 786	-

In the current financial year other operating income has been disclosed separately on the face of the Statement of Profit or Loss and Other Comprehensive Income, to enhance disclosure. Other operating income consists of the recovery of costs, SETA refunds, sundry income, employee tax incentive income and dealer administration fees.

23. Net insurance result

	30 September 2025 R' 000	30 September 2024 R' 000
The net insurance result comprises the following:		
Insurance revenue	279 097	201 069
Insurance service expenses	(191 770)	(143 157)
Insurance finance income	44 256	26 531
	131 583	84 443

23.1 Insurance revenue

The table below presents an analysis of the total insurance revenue recognised in the year:

Short-term warranties

Insurance revenue from insurance contracts measured under the PAA	279 097	201 069
---	---------	---------

23.2 Insurance service expenses

Short-term warranties

The insurance expense comprises of the following:

Claims	140 040	111 151
Other ¹	51 730	32 006
	191 770	143 157

¹ Includes directly attributable expenses and income tax expenses.

Notes to the Consolidated Annual

Financial Statements (continued)

23. Net insurance result (continued)

	30 September 2025 R'000	30 September 2024 R'000
23.3 Insurance finance income		
The table below presents an analysis of the net insurance finance costs from insurance contracts issued:		
Interest earned on money market and deposit accounts	33 156	26 416
Fair value gain on money market and deposit accounts	295	1 032
Time value of money on liability for remaining cover	10 805	(917)
	44 256	26 531

All insurance finance income from insurance contracts is recognised in the statement of profit or loss and other comprehensive income.

24. Depreciation and amortisation

	30 September 2025 R'000	30 September 2024 R'000
Depreciation of property, plant and equipment	80 647	52 062
Depreciation of right-of-use assets	61 227	40 427
Amortisation of leasehold rights and leasehold improvements	10 357	6 219
	152 231	98 708

25. Other non-operating items

	30 September 2025 R'000	30 September 2024 R'000
Fair value loss on call option derivative	-	426 463
Once-off professional, legal and JSE listing fees ¹	-	45 034
	-	471 497

¹ Included in once-off professional, legal and JSE listing fees are fees paid to external auditors for non-audit related services of R1,7 million, in the prior financial year.

26. Finance income

	30 September 2025 R'000	30 September 2024 R'000
Bank and other cash – interest received	7 168	16 125
Other interest received	8 743	152
	15 911	16 277

Notes to the Consolidated Annual Financial Statements (continued)

27. Finance costs

	30 September 2025 R' 000	30 September 2024 R' 000
Trade and other payables	-	6
Bank overdraft	10 713	-
SARS interest paid	466	-
Interest expense on lease liabilities	17 644	11 536
Interest expense on borrowings	99 799	146 488
	128 622	158 030

28. Taxation

Major components of the tax expense

	30 September 2025 R' 000	30 September 2024 R' 000
Current		
Local income tax – current year	310 040	280 169
Local income tax – prior year under / (over) provision	14 682	(1 378)
Foreign taxes	-	27
	324 722	278 818
Deferred		
Originating and reversing temporary differences	(14 199)	(11 768)
Prior year under / over provision	(15 157)	(100)
	295 366	266 950

	30 September 2025 R' 000	30 September 2024 R' 000
Reconciliation of the tax expense		
Reconciliation between accounting profit and tax expense.		
Profit before taxation	1 230 758	610 039
Tax at the applicable tax rate of 27% (2024: 27%)	332 305	164 710
Tax effect of adjustments on taxable income		
Non-deductible expenses ¹	7 682	1 995
Once-off professional, legal and JSE listing	-	12 306
Exempt income ²	(38 856)	(24 715)
Fair value loss on call option derivative	-	115 145
Deferred tax on assessed loss not recognised	84	1 446
Capitalised borrowing cost	(3 218)	-
Prior year under / (over) provision – income tax	14 682	(1 378)
Prior year under / over provision – deferred tax	(15 157)	(100)
Learnership allowances	(2 283)	(2 215)
Utilisation of an assessed loss	-	(291)
Foreign taxes	-	27
Foreign tax differential	127	20
	295 366	266 950

¹ Included in non-deductible expenses are expenses of a capital nature and expenses not incurred in the production of taxable income, including the amortisation on leasehold improvements and the depreciation of certain buildings.

² Exempt income relates mainly to the net insurance result recognised under IFRS 17, 'Insurance Contracts'.

Notes to the Consolidated Annual Financial Statements (continued)

29. Basic and headline earnings per share

	30 September 2025	30 September 2024
Basic earnings per share (cents)	224.1	91.5
Diluted basic earnings per share (cents)	221.3	91.1
Headline earnings per share (cents)	224.6	91.7
Diluted headline earnings per share (cents)	221.8	91.4

Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to shareholders of WeBuyCars by the weighted average number of ordinary shares in issue during the financial year.

Headline earnings per share

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

Diluted earnings per share

For diluted earnings per share, the weighted average number of ordinary shares in issue, is adjusted for the dilutive effect of potential ordinary shares under the conditional share plan. Potential ordinary shares are treated as dilutive as they are expected to be issued at no consideration.

	30 September 2025 R' 000	30 September 2024 R' 000
Headline earnings		
Profit attributable to shareholders of WeBuyCars	935 392	343 094
Loss on disposal of property, plant and equipment	2 993	1 162
Taxation thereon	(808)	(314)
Headline earnings	937 577	343 942

Weighted average number of shares in issue

Weighted average number of ordinary shares for the purpose of basic and headline earnings per share:

	30 September 2025	30 September 2024
Number of shares		
Number of ordinary shares in issue at the beginning of the year	417 181 120	2 071 797
Effect of new shares issued during the year	220 221	41 033 326
Effect of subdivision of shares	-	331 924 082
Weighted average number of ordinary shares for the purpose of basic and headline earnings per share	417 401 341	375 029 205
Potential dilutive impact of CSP		
Shares deemed to be issued for no consideration in respect of CSP	5 291 466	1 402 405
Weighted average number of ordinary shares for the purposes of diluted basic and headline earnings per share	422 692 807	376 431 610

Notes to the Consolidated Annual Financial Statements (continued)

30. Share-based payment expense

Conditional share plan

30.1 Details of the conditional share plan

In accordance with the rules of the We Buy Cars Holdings Limited conditional share plan (CSP) and the approved Remuneration Policy, qualifying employees can receive CSP awards and vesting is subject to performance conditions. The performance conditions for the CSP are based on performance targets set by the Remuneration and Nomination Committee at the time of issue. The grant of CSP awards is reviewed annually and awards to the CEO, Executive directors and other qualifying participants are made annually unless otherwise determined by the Remuneration and Nomination Committee. A CSP award is a conditional right to acquire We Buy Cars Holdings Limited shares for no consideration, the value being determined by the prevailing share price at the vesting date, and the number of CSP awards granted. The value of the shares issued will be subject to normal income tax rules.

The CSP mechanism is overseen and approved by the Remuneration and Nominations Committee. Qualifying employees are awarded CSPs for zero cost based on retention and performance criteria. The CSPs issued are based on the We Buy Cars Holdings Limited prevailing share price, allowing qualifying employees direct exposure to the appreciation of the company's share price over time.

Vesting periods range between 3 and 5 years. All awards are subject to continued employment and most awards are linked to performance criteria that are approved annually by the Remuneration and Nominations Committee.

Conditional share plan (continued)

30.1 Details of the conditional share plan (continued)

Employees are required to remain in the employ of the group to be eligible for CSP vestings (subject to standard "good leaver" rules). Employees who resign or are dismissed will forfeit any CSP awards that have not vested.

The following conditional share awards were in existence at year end:

	Number of CSPs	Weighted average fair value at grant (or conversion) date (cents)
Converted on 31 May 2024	2 346 633	2 354
Granted on 31 May 2024	2 433 091	2 354
Granted on 29 November 2024	1 084 884	4 292
	5 864 608	

The values of CSPs (at grant date or at vesting date) are determined using a calculated 10-day VWAP of a We Buy Cars Holdings Limited share as quoted on the JSE Limited.

The issue prices, or prices at time of conversion, of We Buy Cars Holdings Limited shares are disclosed below:

	We Buy Cars Holdings Limited issue price
Converted on 31 May 2024 (cents)	2 354
Granted on 31 May 2024 (cents)	1 875 and 2 354
Granted on 29 November 2024 (cents)	4 238

Notes to the Consolidated Annual Financial Statements (continued)

30. Share-based payment expense (continued)

30.2 Movement in conditional share plan awards during the year

	30 September 2025 Number of CSPs	30 September 2024 Number of CSPs
Balance at beginning of the year	5 480 671	3 901 185
Conversion adjustment	-	(859 852)
Granted during the year	1 095 310	2 439 381
Exercised during the year	(494 861)	(43)
Forfeited during the year	(216 512)	-
Balance at end of the year	5 864 608	5 480 671

30.3 Conditional share plan awards exercised during the year

	30 September 2025		30 September 2024	
	Number of CSPs exercised	Weighted average We Buy Cars Holdings Limited share price (cents)	Number of CSPs exercised	Weighted average We Buy Cars (Pty) Ltd share price (cents)
Granted on 1 July 2021 ¹	363 177	4 852	43	51 688 500
Granted on 25 November 2021 and 1 June 2022	131 684	4 737	-	-
Total number of CSPs exercised during the year	494 861		43	

¹ The CSPs exercised during the prior year, were historic We Buy Cars (Pty) Ltd awards that were exercised prior to the conversion on 31 May 2024.

30.4 Conditional share plan expense recognised

	30 September 2025 R'000	30 September 2024 R'000
The expense has been recognised in the consolidated statement of profit or loss and other comprehensive income under employee costs	41 148	24 861

31. Taxation paid

	30 September 2025 R'000	30 September 2024 R'000
Balance at beginning of the year	(32 963)	(23 135)
Current tax for the year recognised in the consolidated statement of profit or loss and other comprehensive income	(324 722)	(278 818)
Balance at end of the year	29 360	32 963
	(328 325)	(268 990)

32. Capital commitments

	30 September 2025 R'000	30 September 2024 R'000
Capital expenditure approved but not contracted for	5 700	-
Capital expenditure approved and contracted for	289 834	182 500
	295 534	182 500

At 30 September 2025, the group had capital commitments of R295,5 million for supermarket building projects.

It is anticipated that this capital expenditure will be financed from existing cash resources and long-term borrowings.

Notes to the Consolidated Annual Financial Statements (continued)

33. Dividends paid

	30 September 2025 R' 000	30 September 2024 R' 000
Balance at the beginning of the year	-	-
Dividends declared	(229 489)	(3 410 797)
Scrip dividend (non-cash)	-	1 540 797
	(229 489)	(1 870 000)

A dividend of R104,3 million (25 cents per ordinary share) was approved by the Board of Directors on 14 November 2024. The dividend payment date was 9 December 2024, payable to shareholders recorded in the register of the company at the close of business on 6 December 2024.

A dividend of R125,2 million (30 cents per ordinary share) was approved by the Board of Directors on 13 May 2025. The dividend payment date was 9 June 2025, payable to shareholders recorded in the register of the company at the close of business on 6 June 2025.

34. Operating segments

34.1 Basis of segment presentation

The segment information has been prepared in accordance with IFRS 8, 'Operating Segments', which defines the requirements for the disclosure of financial information of an entity's operating segments. The standard requires segmentation based on the group's internal organisation and internal accounting presentation of revenue and operating profit.

34.2 Identification of reportable segments

Operating segments are reported in a manner consistent with the internal reporting requirements of the group as provided to the chief operating decision maker (the Chief Executive Officer is considered the chief operating decision maker).

The operations have been allocated to each business segment based on senior management's assessment of their core activities, revenue streams, and specifically their debt and funding structures. Given the distinct nature of the businesses, senior management has identified two operating segments.

The two identified reportable segments are:

- Buyer, distributor and retailer of pre-owned motor vehicles with the attendant sale of finance and insurance products and other ancillary products.
- Property rental: Rental of warehouses to group companies.

Notes to the Consolidated Annual Financial Statements (continued)

34. Operating segments (continued)

34.2 Identification of reportable segments (continued)

Summarised income statement for the year ended 30 September 2025	Buyer, distributor and retailer of vehicles R' 000	Property rental R' 000	Head office, eliminations and consolidation entries R' 000	Total group R' 000
Revenue	26 377 053	188 367	(188 268)	26 377 152
Sale of goods – motor vehicles (including refund liability)	25 834 787	–	(3 712)	25 831 075
Auction commission	1 041	–	–	1 041
Rental income	–	181 419	(177 608)	3 811
Finance and insurance commissions received	541 225	–	–	541 225
Straight-lining of rental revenue	–	6 948	(6 948)	–
Net operating expenses	(25 037 067)	(43 806)	28 042	(25 052 831)
Auditor's remuneration	(3 617)	–	(921)	(4 538)
Bank charges	(14 953)	(912)	(3)	(15 868)
Dealerstocking, licence and registration fees	(136 313)	–	–	(136 313)
Donations	(9 095)	–	–	(9 095)
Employee costs (excluding Non-Executive directors' fees)	(1 206 589)	–	–	(1 206 589)
Insurance	(13 127)	(1 407)	491	(14 043)
Lease expenses	(12 175)	(1 767)	10 533	(3 409)
Logistics	(156 736)	–	–	(156 736)
Movement in right-of-return asset	54 353	–	–	54 353
Non-Executive directors' fees	–	–	(4 882)	(4 882)
Other operating expenses	(162 867)	(7 178)	2 894	(167 151)
Platform development and marketing costs	(415 859)	–	–	(415 859)
Property rates and taxes and utilities	(29 166)	(32 542)	16 238	(45 470)
Purchase of goods and write-down of inventory	(22 469 687)	–	–	(22 469 687)
Roadworthy and vehicle inspection report costs	(96 533)	–	3 712	(92 821)
Security costs	(21 798)	–	–	(21 798)
Staff training	(8 812)	–	(20)	(8 832)
Vehicle recondition costs	(334 093)	–	–	(334 093)

Notes to the Consolidated Annual Financial Statements (continued)

34. Operating segments (continued)

34.2 Identification of reportable segments (continued)

	Buyer, distributor and retailer of vehicles R'000	Property rental R'000	Head office, eliminations and consolidation entries R'000	Total group R'000
Summarised income statement for the year ended 30 September 2025				
Other operating income	251 040	-	(214 254)	36 786
Net insurance result	131 583	-	-	131 583
Earnings before interest, taxation, depreciation and amortisation	1 722 609	144 561	(374 480)	1 492 690
Depreciation, amortisation and impairments	(233 584)	(31 464)	112 817	(152 231)
Operating profit	1 489 025	113 097	(261 663)	1 340 459
Finance income	49 728	8 318	(42 135)	15 911
Finance costs	(113 304)	(110 066)	94 748	(128 622)
Profit before taxation	1 428 460	11 348	(209 050)	1 230 758
Taxation	(288 864)	(3 908)	(2 594)	(295 366)
Profit for the year	1 139 596	7 440	(211 644)	935 392
Summarised statement of financial position as at 30 September 2025				
Non-Current Assets	1 583 716	1 601 009	(1 177 209)	2 007 516
Current Assets	3 308 063	20 952	16 164	3 345 179
Total Assets	4 891 779	1 621 961	(1 161 045)	5 352 695
Non-Current Liabilities	609 894	1 246 496	(1 071 621)	784 769
Current Liabilities	1 345 479	317 151	(148 152)	1 514 478
Total Liabilities	1 955 373	1 563 647	(1 219 773)	2 299 247
Total Capital employed	2 936 406	58 314	58 728	3 053 448

Notes to the Consolidated Annual Financial Statements (continued)

34. Operating segments (continued)

34.2 Identification of reportable segments (continued)

Summarised income statement for the year ended 30 September 2024	Buyer, distributor and retailer of vehicles R'000	Property rental R'000	Head office, eliminations and consolidation entries R'000	Total group R'000
Revenue	23 318 606	166 514	(165 921)	23 319 199
Sale of goods – motor vehicles (including refund liability)	22 846 062	–	–	22 846 062
Rental income	–	156 154	(155 561)	593
Finance and insurance commissions received	472 544	–	–	472 544
Straight-lining of rental revenue	–	10 360	(10 360)	–
Net operating expenses	(22 013 695)	(41 357)	(28 431)	(22 083 483)
Auditor's remuneration	(3 411)	–	(227)	(3 638)
Bank charges	(13 462)	(1 348)	(5)	(14 815)
Dealerstocking, licence and registration fees	(107 480)	–	–	(107 480)
Donations	(7 963)	–	–	(7 963)
Employee costs (excluding Non-Executive directors' fees)	(1 059 055)	–	–	(1 059 055)
Insurance	(11 672)	(1 351)	–	(13 023)
Lease expenses	(16 275)	(4 725)	1 915	(19 085)
Logistics	(150 806)	–	–	(150 806)
Management fees	(24 604)	–	2 650	(21 954)
Non-Executive directors' fees	–	–	(2 375)	(2 375)
Other income (including dividend income)	103 421	–	(58 000)	45 421
Other operating expenses	(139 637)	(5 198)	11 709	(133 126)
Purchase of goods and write-down of inventory	(19 807 177)	–	–	(19 807 177)
Platform development and marketing costs	(362 783)	–	–	(362 783)
Property rates and taxes and utilities	(27 741)	(28 735)	15 902	(40 574)
Roadworthy and vehicle inspection report costs	(88 348)	–	–	(88 348)
Security cost	(17 936)	–	–	(17 936)
Staff training	(4 692)	–	–	(4 692)
Vehicle recondition costs	(274 074)	–	–	(274 074)
Net insurance result	84 443	–	–	84 443

Notes to the Consolidated Annual Financial Statements (continued)

34. Operating segments (continued)

34.2 Identification of reportable segments (continued)

	Buyer, distributor and retailer of vehicles R'000	Property rental R'000	Head office, eliminations and consolidation entries R'000	Total group R'000
Summarised income statement for the year ended 30 September 2024				
Earnings before interest, taxation, depreciation and amortisation	1 389 354	125 157	(194 352)	1 320 159
Depreciation, amortisation and impairments	(196 641)	(8 171)	106 104	(98 708)
Operating profit	720 054	116 986	(88 248)	748 792
Finance income	23 715	641	(8 079)	16 277
Finance costs	(129 409)	(92 301)	63 680	(158 030)
Profit before taxation	617 360	25 326	(32 647)	610 039
Taxation	(256 209)	(6 676)	(4 065)	(266 950)
Profit for the year	361 151	18 650	(36 712)	343 089
Summarised statement of financial position as at 30 September 2024				
Non-Current Assets	1 189 928	1 079 305	(901 861)	1 367 372
Current Assets	2 784 788	30 209	4 492	2 819 489
Total Assets	3 974 716	1 109 514	(897 369)	4 186 861
Non-Current Liabilities	933 808	882 472	(838 327)	977 953
Current Liabilities	813 919	176 167	(86 575)	903 511
Total Liabilities	1 747 727	1 058 639	(924 902)	1 881 464
Total Capital employed	2 226 989	50 875	27 533	2 305 397

Notes to the Consolidated Annual Financial Statements (continued)

35. Related parties

35.1 Identity of related parties

		30 September 2025	30 September 2024	
Subsidiaries	We Buy Cars (Pty) Ltd	100%	100%	
	WBC Investments (Pty) Ltd	100%	100%	
	WBC Properties (Pty) Ltd	100%	100%	
	Inspectify (Pty) Ltd	100%	-	
	We Buy Cars AME Holdings DMCC	100%	100%	
	We Buy Cars Morocco Société Anonyme (Morocco) ¹	100%	100%	
	We Buy Cars (Namibia) (Pty) Ltd	100%	100%	
	Associates	Agile Bridge (Pty) Ltd	25.4%	20%

These percentages represent the effective shareholding in the entities listed above.

¹ The trading operations in Morocco ceased in the prior financial year and the entity is in process of being deregistered. The deregistration of the company was initiated on 2 May 2024 and is expected to be finalised soon.

Other related parties

Agile People (Pty) Ltd - *subsidiary of Agile Bridge (Pty) Ltd*
Agile Bridge Consulting (Pty) Ltd - *subsidiary of Agile Bridge (Pty) Ltd*

Director-owned companies in which a director/s have a significant shareholding

I VDW Holdings (Pty) Ltd
I Faan (Pty) Ltd
I Dirk (Pty) Ltd

Directors

ASS van der Walt
DJF van der Walt
CJ Rein
JA Holtzhausen
NAS Kruger
S Totaram
B Mathews
WT Roos
MP Mendelowitz
KB Amoils (Alternate Director to MP Mendelowitz)

Prescribed officer

J Mills

The directors have confirmed that they had no interest in any transaction of any significance with the group or any of its subsidiaries, other than as set out below. Accordingly, a conflict of interest with regard to directors' interests in contracts does not exist.

Notes to the Consolidated Annual Financial Statements (continued)

35. Related parties (continued)

35.2 Transactions with related parties

	30 September 2025 R'000	30 September 2024 R'000
Dividend received from an associate – Agile Bridge (Pty) Ltd	1 902	1 200
<i>Platform development costs paid to:</i>		
Agile Bridge (Pty) Ltd	-	10 149
Agile People (Pty) Ltd	711	728
Agile Bridge Consulting (Pty) Ltd	26 748	11 838
<i>Management fees paid to:</i>		
I Faan (Pty) Ltd	-	2 733
I Dirk (Pty) Ltd	-	1 346

During the financial year, the group sold vehicles totalling R6,6 million (2024: R1,7 million) and purchased vehicles totalling R0,8 million (2024: R1,7 million) on an arm's-length basis, to and from executive directors of We Buy Cars (Pty) Ltd, a subsidiary of the group.

Notes to the Consolidated Annual Financial Statements (continued)

36. Directors' emoluments, prescribed officer and key management personnel

36.1 Directors' emoluments

For the year ended 30 September 2025

	Basic remuneration R'000	Retirement benefits R'000	Conditional share plan awards ¹ R'000	Annual incentive bonus R'000	Directors' fees paid R'000	Total remuneration R'000
Executive directors						
ASS van der Walt	9 860	1 074	2 450	3 955	-	17 339
- for services rendered as a director of company	-	-	-	-	-	-
- for services rendered as a director of other companies within the group	9 860	1 074	2 450	3 955	-	17 339
DJF van der Walt	6 528	709	1 625	2 499	-	11 361
- for services rendered as a director of company	-	-	-	-	-	-
- for services rendered as a director of other companies within the group	6 528	709	1 625	2 499	-	11 361
CJ Rein	3 643	521	4 278	2 595	-	11 037
- for services rendered as a director of company	-	-	-	-	-	-
- for services rendered as a director of other companies within the group	3 643	521	4 278	2 595	-	11 037
	20 031	2 304	8 353	9 049	-	39 737
Non-Executive directors²						
JA Holtzhausen	-	-	-	-	976	976
- for services rendered as a director of the company	-	-	-	-	976	976
- for services rendered as a director of other companies within the group	-	-	-	-	-	-
NAS Kruger	-	-	-	-	771	771
- for services rendered as a director of the company	-	-	-	-	771	771
- for services rendered as a director of other companies within the group	-	-	-	-	-	-
S Totaram	-	-	-	-	822	822
- for services rendered as a director of the company	-	-	-	-	822	822
- for services rendered as a director of other companies within the group	-	-	-	-	-	-
B Mathews	-	-	-	-	771	771
- for services rendered as a director of the company	-	-	-	-	771	771
- for services rendered as a director of other companies within the group	-	-	-	-	-	-

Notes to the Consolidated Annual Financial Statements (continued)

36. Directors' emoluments, prescribed officer and key management personnel (continued)

36.1 Directors' emoluments (continued)

For the year ended 30 September 2025

	Basic remuneration R'000	Retirement benefits R'000	Conditional share plan awards ¹ R'000	Annual incentive bonus R'000	Directors' fees paid R'000	Total remuneration R'000
Non-Executive directors (continued)²						
WT Roos	-	-	-	-	771	771
- for services rendered as a director of the company	-	-	-	-	771	771
- for services rendered as a director of other companies within the group	-	-	-	-	-	-
MP Mendelowitz	-	-	-	-	771	771
- for services rendered as a director of the company	-	-	-	-	771	771
- for services rendered as a director of other companies within the group	-	-	-	-	-	-
	-	-	-	-	4 882	4 882
Prescribed officer						
J Mills	3 329	351	4 550	2 359	-	10 589
- for services rendered as a director of company	-	-	-	-	-	-
- for services rendered as a director of other companies within the group	3 329	351	4 550	2 359	-	10 589
	3 329	351	4 550	2 359	-	10 589

¹ Represents the cost to the group, determined in accordance with IFRS 2, 'Share-based Payment', of the conditional share plan awards granted.

² The Non-Executive directors are remunerated by the company and the Executive directors and Prescribed officer are remunerated by We Buy Cars (Pty) Ltd, a subsidiary of the group.

Notes to the Consolidated Annual Financial Statements (continued)

36. Directors' emoluments, prescribed officer and key management personnel (continued)

36.1 Directors' emoluments (continued)

For the year ended 30 September 2024

Executive directors	Basic remuneration R'000	Retirement benefits R'000	Conditional share plan awards ¹ R'000	Annual incentive bonus ² R'000	Management fees ³ R'000	Directors' fees paid R'000	Total remuneration R'000
ASS van der Walt	6 868	752	-	3 972	2 733	-	14 325
- for services rendered as a director of company	-	-	-	-	-	-	-
- for services rendered as a director of other companies within the group	6 868	752	-	3 972	2 733	-	14 325
DJF van der Walt	4 961	541	-	2 635	1 346	-	9 483
- for services rendered as a director of company	-	-	-	-	-	-	-
- for services rendered as a director of other companies within the group	4 961	541	-	2 635	1 346	-	9 483
CJ Rein	3 127	445	2 210	5 754	-	-	11 536
- for services rendered as a director of company	-	-	-	-	-	-	-
- for services rendered as a director of other companies within the group	3 127	445	2 210	5 754	-	-	11 536
	14 956	1 738	2 210	12 361	4 079	-	35 344
Non-Executive directors⁴							
JA Holtzhausen	-	-	-	-	-	475	475
- for services rendered as a director of the company	-	-	-	-	-	475	475
- for services rendered as a director of other companies within the group	-	-	-	-	-	-	-
NAS Kruger	-	-	-	-	-	375	375
- for services rendered as a director of the company	-	-	-	-	-	375	375
- for services rendered as a director of other companies within the group	-	-	-	-	-	-	-
S Totaram	-	-	-	-	-	400	400
- for services rendered as a director of the company	-	-	-	-	-	400	400
- for services rendered as a director of other companies within the group	-	-	-	-	-	-	-
B Mathews	-	-	-	-	-	375	375
- for services rendered as a director of the company	-	-	-	-	-	375	375
- for services rendered as a director of other companies within the group	-	-	-	-	-	-	-

Notes to the Consolidated Annual Financial Statements (continued)

36. Directors' emoluments, prescribed officer and key management personnel (continued)

36.1 Directors' emoluments (continued)

For the year ended 30 September 2024

	Basic remuneration R'000	Retirement benefits R'000	Conditional share plan awards ¹ R'000	Annual incentive bonus ² R'000	Management fees ³ R'000	Directors' fees paid R'000	Total remuneration R'000
Non-Executive directors (continued)⁴							
WT Roos	-	-	-	-	-	375	375
- for services rendered as a director of the company	-	-	-	-	-	375	375
- for services rendered as a director of other companies within the group	-	-	-	-	-	-	-
MP Mendelowitz	-	-	-	-	-	375	375
- for services rendered as a director of the company	-	-	-	-	-	375	375
- for services rendered as a director of other companies within the group	-	-	-	-	-	-	-
	-	-	-	-	-	2 375	2 375
Prescribed officer							
J Mills	3 176	334	2 640	5 443	-	-	11 593
- for services rendered as a director of company	-	-	-	-	-	-	-
- for services rendered as a director of other companies within the group	3 176	334	2 640	5 443	-	-	11 593
	3 176	334	2 640	5 443	-	-	11 593

¹ Represents the cost to the group, determined in accordance with IFRS 2, 'Share-based Payment', of the conditional share plan awards granted.

² Includes a JSE Listing bonus paid in the prior year, upon approval of the Remuneration and Nominations Committee of R2,3 million for CJ Rein and R2,3 million for J Mills.

³ Management fees were paid by a subsidiary to I Faan (Pty) Ltd and to I Dirk (Pty) Ltd. I Faan (Pty) Ltd is an entity owned by ASS van der Walt and is an indirect shareholder of the company. I Dirk (Pty) Ltd is an entity owned by DJF van der Walt and is an indirect shareholder of the company. These management fee payments were discontinued on 31 March 2024.

⁴ The Non-Executive directors are remunerated by the company and the Executive directors and Prescribed officer are remunerated by We Buy Cars (Pty) Ltd, a subsidiary of the group.

Notes to the Consolidated Annual Financial Statements (continued)

36. Directors' emoluments, prescribed officer and key management personnel (continued)

36.2 Conditional Share Plan

The CSP for the Executive directors and Prescribed officer is set out below:

	Grant / conversion price (cents)	Number of CSPs	Vesting period (years)	Number of CSPs forfeited during the year	Number of CSPs exercised during the year	Balance	Gain on CSPs exercised R'000
Executive directors							
ASS van der Walt (CEO)		260 534		-	-	260 534	-
Granted on 29 November 2024	4 238⁴	260 534	3-5	-	-	260 534	-
DFF van der Walt		172 816		-	-	172 816	-
Granted on 29 November 2024	4 238⁴	172 816	3-5	-	-	172 816	-
CJ Rein (CFO)		691 787		(8 531)	(75 286)	607 970	3 645
Converted on 31 May 2024	2 633¹	279 478	3-5	(8 531)	(75 286)	195 661	3 645
Granted on 31 May 2024 – Listing award	1 875²	56 492	3	-	-	56 492	-
Granted on 31 May 2024	2 355³	258 979	3-5	-	-	258 979	-
Granted on 29 November 2024	4 238⁴	96 838	3-5	-	-	96 838	-
Prescribed officer							
J Mills (COO)		729 724		(10 290)	(76 642)	642 792	3 709
Converted on 31 May 2024	2 633¹	322 202	3-5	(10 290)	(76 642)	235 270	3 709
Granted on 31 May 2024 – Listing award	1 875²	65 128	3	-	-	65 128	-
Granted on 31 May 2024	2 355³	255 266	3-5	-	-	255 266	-
Granted on 29 November 2024	4 238⁴	87 128	3-5	-	-	87 128	-

¹ Notional conversion price of We Buy Cars Holdings Limited shares.

² The listing price of We Buy Cars Holdings Limited shares on 11 April 2024.

³ The 10-day VWAP of We Buy Cars Holdings Limited shares as at 31 May 2024.

⁴ The 10-day VWAP of We Buy Cars Holdings Limited shares as at 29 November 2024.

Notes to the Consolidated Annual Financial Statements (continued)

36. Directors' emoluments, prescribed officer and key management personnel (continued)

36.3 Key management personnel – compensation excluding directors and prescribed officer

Key management personnel are those persons having authority and responsibility for planning, directing, and controlling the activities of the group, directly or indirectly.

For the year ended 30 September 2025

	Basic remuneration R'000	Retirement benefits R'000	Conditional share plan awards ² R'000	Annual incentive bonus R'000	Total remuneration R'000
Key management compensation ¹					
– for services rendered to the group	12 113	1 728	16 805	8 530	39 176

For the year ended 30 September 2024

	Basic remuneration R'000	Retirement benefits R'000	Conditional share plan awards ² R'000	Annual Incentive Bonus ³ R'000	Total remuneration R'000
Key management compensation ¹					
– for services rendered to the group	11 231	1 604	8 973	20 056	41 864

¹ The key management personnel are remunerated by We Buy Cars (Pty) Ltd, a subsidiary of the group.

² Represents the cost to the group, determined in accordance with IFRS 2, 'Share-based Payment' of the conditional share plan awards granted.

³ Includes a JSE listing bonus paid in the prior year to key management, to the value of R8,5 million, upon approval of the Remuneration and Nominations Committee.

Notes to the Consolidated Annual Financial Statements (continued)

37. Financial instruments

Financial Risk Management

The group's activities expose it to a variety of financial risks including market risk, interest rate risk, credit risk and liquidity risk. These include the effects of changes in debt and equity markets, and interest rates. The group's overall risk management programme seeks to minimise the potential adverse effects of these financial risks on its financial performance. Risk management policies and systems are reviewed regularly to reflect the changes in market conditions and the group's activities.

37.1 Credit risk

Credit risk is the risk of financial loss to the group if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the group's trade receivables from customers, other loans receivable as well as cash and cash equivalents.

The maximum exposure to credit risk is represented by the carrying value of each financial asset in the statement of financial position as set out below:

	Notes(s)	30 September 2025 R' 000	30 September 2024 R' 000
Investment in financial asset ¹		-	-
Other loans receivable	7	12 360	12 360
Trade and other receivables ²	9	146 298	132 103
Cash and cash equivalents	10	93 556	206 463
		252 214	350 926

¹ Less than a R1 000.

² Excluding employee-related receivables, value-added tax and prepayments.

Trade receivables

Trade receivables consist primarily of invoiced amounts from normal trading activities. The group has a diversified customer base across South Africa. Various credit checks are performed on new customers to determine the quality of their credit history.

The group applies the simplified approach mandated by IFRS 9, 'Financial Instruments' when measuring ECL allowances related to trade receivables, and accordingly, the group's ECL allowances on these financial assets equal, at all times, the credit losses expected to arise over the lifetime of these financial assets.

The quantification of credit losses expected to arise over the lifetime of trade receivables is based on the group's actual observed historical loss experience/rates and forward-looking information that is considered predictive of future credit losses. Management believes that trade receivables that are neither past due nor impaired are collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk, and the credit quality of the respective customers.

The credit risk associated with the recoverability of trade receivables within the group is assessed as being very low, as a result of the internal control environment associated with the debtor and the sale and release of the vehicle. The vast majority of the receivables balance is less than 30 days in arrears as evidenced in note 9 to the financial statements. Trade receivables arise due to timing differences with the settlement of these transactions occurring within 1 to 3 business days post the sale of inventories.

The group considers a customer to have defaulted when there is objective evidence that the customer is unlikely to fulfill its contractual obligations, resulting in a financial loss for the group. The group writes off customer receivables when it has exhausted all reasonable collection efforts and determines that there is no realistic prospect of recovery.

Notes to the Consolidated Annual Financial Statements (continued)

37. Financial instruments (continued)

37.1 Credit risk (continued)

Other loans receivable

Other loans receivable consists of interest-free loans receivable from third parties. These financial assets are considered, by nature, to be trade receivables and accordingly are subject to the simplified impairment methodology in IFRS 9, 'Financial Instruments'. Management has assessed the historical and forward-looking information, coupled with business plans presented to management which did not present a need for an ECL allowance.

Cash and cash equivalents

The group is exposed to certain concentrations of credit risk relating to its cash and cash equivalents. Credit risk is mitigated by placing cash with different financial institutions (ABSA Bank Limited, Capitec Bank Limited, FirstRand Bank Limited, Investec Bank Limited, Nedbank Limited and The Standard Bank of South Africa Limited) to minimise risk. The group considers that its cash and cash equivalents have an immaterial credit risk. Deposits are readily convertible to cash and access is not restricted. There have been no historical losses and none are expected in the future. Financial institutions listed above currently have a Moody's rating between P-3 (Short-term) and Baa3 (Long-term) with stable outlooks.

37.2 Liquidity risk

Liquidity risk is the risk that the group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The group's approach to managing liquidity risk is to monitor cash flows and cash flow forecasts and to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the group's reputation.

Notes to the Consolidated Annual Financial Statements (continued)

37. Financial instruments (continued)

37.2 Liquidity risk (continued)

Prudent liquidity risk management implies, among other aspects, maintaining adequate cash and cash equivalents and the availability of funding through committed credit facilities.

The group has approved borrowing facilities as at 30 September 2025 totalling R2 408,7 million (2024: R1 850,0 million) in respect of which all conditions have been met.

37.2.1 Exposure to liquidity risk

The remaining contractual maturities of financial liabilities at the reporting date are set out below. The amounts disclosed in the table are the contractual undiscounted cash flows. Bank overdrafts due within 12 months equal their carrying balances, as the impact of discounting is not significant.

	Note(s)	Carrying amount R'000	Total R'000	Less than 1 year R'000	From 1 to 2 years R'000	From 2 to 3 years R'000	From 3 to 4 years R'000	From 4 to 5 years R'000	More than 5 years R'000
30 September 2025									
Bank overdrafts ¹	10	203 448	203 448	203 448	-	-	-	-	-
Borrowings ³	14	1 240 895	1 460 571	670 586	127 784	185 967	388 213	68 829	19 192
Lease liabilities ¹	15	186 803	215 064	78 876	66 331	34 990	28 992	5 875	-
Trade payables ¹⁻²	16	251 532	251 532	251 532	-	-	-	-	-
		1 882 678	2 130 615	1 204 442	194 115	220 957	417 205	74 704	19 192
30 September 2024									
Borrowings ³	14	1 326 074	1 600 351	571 330	411 879	91 702	96 336	343 510	85 594
Lease liabilities ¹	15	136 359	158 386	43 488	43 743	38 287	17 981	14 248	639
Trade payables ¹⁻²	16	209 959	209 959	209 959	-	-	-	-	-
		1 672 392	1 968 696	824 777	455 622	129 989	114 317	357 758	86 233

¹ The carrying value is equal to or a reasonable approximation of fair value.

² Excludes value-added tax, employee-related payables and contract liabilities.

³ The method of determining the fair value of borrowing was based on Level 3 unobservable inputs. The fair value of the borrowings is determined at R1 294 million (2024: R1 383 million) using a swap curve for discounting future cash flows and calculating JIBAR-linked interest on the facilities.

Notes to the Consolidated Annual Financial Statements (continued)

37. Financial instruments (continued)

37.3 Risk management

37.3.1 Capital management

The group's objectives when managing capital are:

- to safeguard its ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, and
- to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the group could adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the group monitors capital on the basis of the following gearing ratio:

Debt (excl. IFRS 16) *(Borrowings as set out in note 14 of the consolidated annual financial statements plus bank overdraft as set out in note 10 of the consolidated annual financial statements)* divided by

Total equity *(as shown in the consolidated statement of financial position)*

	30 September 2025 R' 000	30 September 2024 R' 000
Debt	1 444 343	1 326 074
Total equity	3 053 448	2 305 397
Debt to equity ratio	47%	58%

37.3.2 Loan covenants

Management is responsible for the ongoing assessment and evaluation of various funding sources designed to grow and diversify the group's funding base to achieve an optimal funding profile and sound liquidity. Management is also responsible for the ongoing monitoring of asset portfolio performance and its obligations to funders, including covenants. It is the responsibility of management to manage the daily cash flow requirements, to ensure funding covenants are maintained and, to produce financial projections to monitor the impact of business trends on future funding requirements and covenants.

37.3 Risk management (continued)

37.3.2 Loan covenants (continued)

The group was required to comply with the following financial covenants during the September 2025 financial year:

Revolving credit facilities and General banking facility – We Buy Cars (Pty) Ltd
Group Gearing Ratio ≤ 2x; and Interest Cover Ratio ≥ 4x

The group has complied with these covenants at each of the measurement periods and as at 30 September 2025, the Group Gearing Ratio was 0,95 times (2024: 0,91 times) and the Interest Cover Ratio was 30,95 times (2024: 16,09 times).

Property mortgage bonds – WBC Properties (Pty) Ltd

Group Gearing Ratio ≤ 2x

Net asset value of WBC Properties (Pty) Ltd ≥ R200,0 million

Market value of properties held ≥ R1 724,0 million

Capital balance ≤ R1 288,0 million

The group has complied with these covenants at each of the measurement periods and as at 30 September 2025, the Group Gearing Ratio was 0,95 times (2024: 0,91 times). The net asset value and the market value of properties held in WBC Properties (Pty) Ltd exceeded the required levels. The capital balance on the property mortgage loans at 30 September 2025 was R940,4 million (2024: R715,3 million).

The compliance is expected to continue into the foreseeable future as the group has sufficient unutilised facilities available to fund normal trading operations.

37.4 Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and commodity input prices, will affect the group's 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 returns.

Notes to the Consolidated Annual Financial Statements (continued)

37. Financial instruments (continued)

37.4 Market risk (continued)

37.4.1 Interest rate risk

Interest rate risk is the risk that the cash flow of a financial instrument will fluctuate due to changes in market interest rates.

Interest rate sensitivity

The group's interest rate risk arises from cash and cash equivalents, bank overdraft, lease liabilities and borrowings with financial institutions. A change of 100 basis points (higher or lower) in the South African prime overdraft interest rate at the reporting date would have an annual impact of R10,2 million (2024: R13,2 million) on the group's profit after taxation.

37.4.2 Currency risk

Foreign currency risk

The group is exposed to foreign currency risk as a result of foreign expenses. Foreign currency risk is the possibility of incurring a financial loss as a consequence of the depreciation in the measurement currency relative to a foreign currency prior to payment of a commitment in that foreign currency or the strengthening of the measurement currency prior to receiving payment in a foreign currency. The magnitude of this risk is not deemed significant.

Translation risk related to investments in foreign entities

The group has interests in We Buy Cars AME Holdings DMCC, an entity incorporated in Dubai with a functional currency of the US Dollar (USD). The group also has interests in We Buy Cars Morocco Société Anonyme (Morocco), an entity incorporated in Morocco with a functional currency of the Moroccan Dirham (MAD) and in We Buy Cars (Namibia) (Pty) Ltd, an entity incorporated in Namibia with a functional currency of the Namibian Dollar (NAD). The group's revenue is primarily earned in South African Rand. It is not the group's policy to hedge investments in foreign subsidiaries.

The group's operations in Morocco ceased trading during the prior financial year and the entity is in the process of being deregistered. The deregistration of the company was initiated on 2 May 2024 and is expected to be finalised at the beginning of the 2026 financial year.

37.4 Market risk (continued)

37.4.2 Currency risk (continued)

Translation risk relating to foreign transactions

Each group entity operates predominantly within its own common monetary area and therefore the group has no significant currency risk with regards to operational activities. At year end, no group entity had material foreign currency trade receivables or payables.

The following exchange rates were applied during the year:

	30 September 2025	30 September 2024
Reporting date closing rate		
ZAR:USD	R17.28	R17.11
ZAR:MAD	R1.88	R1.75
ZAR:NAD	R1.00	R1.00

Notes to the Consolidated Annual Financial Statements (continued)

38. Events after the reporting period

On 12 November 2025, upon approval of the directors, the company declared a final cash dividend of 30 cents per ordinary share for publication on 17 November 2025, totalling R125,3 million.

The dividend will be subject to local dividend withholding tax at a rate of 20% unless the shareholder is exempt from paying dividend tax or is entitled to a reduced rate. This will result in a net final dividend of 24 cents per ordinary share for those shareholders who are not exempt from paying dividend withholding tax.

Other than the above, the directors are not aware of any material event which occurred after the reporting date and up to the date of this report.

39. Going concern

The directors believe that the group has adequate financial resources to continue in operation for the foreseeable future, and accordingly, the consolidated annual financial statements have been prepared on a going concern basis. The directors have satisfied themselves that the group is in a sound financial position and that it has access to sufficient borrowing facilities to meet its foreseeable cash requirements. The directors are not aware of any new material changes that may adversely impact the group. The directors are also not aware of any material non-compliance with statutory or regulatory requirements or of any pending legislation that may affect the group.

The consolidated annual financial statements have therefore been prepared on the basis of accounting policies applicable to a going concern. This basis presumes that funds will be available to finance future operations and that the realisation of assets and settlement of liabilities, contingent obligations and commitments will occur in the ordinary course of business.



We **Buy** Cars Holdings Limited

SEPARATE ANNUAL FINANCIAL STATEMENTS

for the year ended 30 September 2025

We Buy Cars Holdings Limited
Registration number 2020/632225/06
ISIN: ZAE000332789
JSE Share code: WBC
("WeBuyCars" or "the company" or "the group")



Separate Statement of Financial Position

as at 30 September 2025

	Note(s)	30 September 2025 R'000	30 September 2024 R'000
Assets			
Non-Current Assets			
Investment in subsidiaries	3	4 517 600	4 482 930
		4 517 600	4 482 930
Current Assets			
Cash and cash equivalents	4	20 185	4 596
		20 185	4 596
Total Assets		4 537 785	4 487 526
Equity and Liabilities			
Equity			
Stated capital	6	9 789 544	9 765 352
Share-based payment reserve		69 930	34 693
Accumulated loss		(5 322 477)	(5 313 475)
		4 536 997	4 486 570
Current Liabilities			
Trade and other payables	7	775	839
Current tax payable		13	117
		788	956
Total Equity and Liabilities		4 537 785	4 487 526

Separate Statement of Profit or Loss and Other Comprehensive Income

	Note(s)	30 September 2025 R'000	30 September 2024 R'000
Revenue	9	230 968	362 650
Operating expenses	10	(10 373)	(2 629)
Impairment of investment in foreign subsidiary	3	(567)	(10 368)
Fair value loss on call option derivative		-	(426 463)
Operating profit / (loss)		220 028	(76 810)
Finance income	11	727	4 241
Finance costs	12	(5)	-
Profit / (loss) before taxation		220 750	(72 569)
Taxation	13	(263)	(1 172)
Profit / (loss) for the year		220 487	(73 741)
Other comprehensive income		-	-
Total comprehensive income / (loss) for the year		220 487	(73 741)

Separate Statement of Changes in Equity

	Stated capital R'000	Share-based payment reserve ¹ R'000	Accumulated loss R'000	Total equity R'000
Balance at 1 October 2023	6 714 555	-	(1 828 937)	4 885 618
Loss for the year	-	-	(73 741)	(73 741)
Other comprehensive income	-	-	-	-
Total comprehensive loss for the year	-	-	(73 741)	(73 741)
Dividends paid	-	-	(3 410 797)	(3 410 797)
New issue of shares	3 050 797	-	-	3 050 797
Conversion of conditional share plan	-	34 693	-	34 693
Total contributions by and distributions to owners of the company recognised directly in equity	3 050 797	34 693	(3 410 797)	(325 307)
Balance at 30 September 2024	9 765 352	34 693	(5 313 475)	4 486 570
Profit for the year	-	-	220 487	220 487
Other comprehensive income	-	-	-	-
Total comprehensive income for the year	-	-	220 487	220 487
Dividends paid	-	-	(229 489)	(229 489)
New issue of shares ²	24 192	-	-	24 192
Grant of conditional share plan awards	-	41 148	-	41 148
Settlement of vested conditional share plan awards	-	(5 911)	-	(5 911)
Total contributions by and distributions to owners of the company recognised directly in equity	24 192	35 237	(229 489)	(170 060)
Balance at 30 September 2025	9 789 544	69 930	(5 322 477)	4 536 997

Note

6

¹ The share-based payment reserve and related disclosures have been disclosed and set out in note 30 of the consolidated annual financial statements.

² During the current financial year, 494 861 shares were issued for the settlement of the November 2024 and the May 2025 Conditional Share Plan vestings.

Separate Statement of Cash Flows

	Note(s)	30 September 2025 R'000	30 September 2024 R'000
Cash flows from operating activities			
Profit / (loss) before taxation ¹		220 750	(72 569)
Adjustments for:			
Finance income	11	(727)	(4 241)
Finance costs	12	5	-
Fair value loss on call option derivative		-	426 463
Impairment of investment in subsidiary	3	567	10 368
Movements in working capital			
(Decrease) / Increase in trade and other payables		(64)	839
Cash generated from operations			
Finance income received		727	4 241
Finance costs paid		(5)	-
Taxation paid	14	(367)	(1 055)
Net cash generated from operating activities			
		220 886	364 046
Cash flows from investing activities			
Purchase of shares in a foreign subsidiary	3	-	(1 086)
Net cash utilised by investing activities			
		-	(1 086)

	Note(s)	30 September 2025 R'000	30 September 2024 R'000
Cash flows from financing activities			
Proceeds on new issue of shares	6	24 192	1 510 000
Dividends paid	15	(229 489)	(1 870 000)
Net cash utilised by financing activities			
		(205 297)	(360 000)
Total cash and cash equivalent movement for the year			
		15 589	2 960
Cash and cash equivalents at the beginning of the year			
		4 596	1 636
Total cash and cash equivalents at the end of the year			
	4	20 185	4 596

¹ Included in profit / (loss) before taxation is dividends received of R225,0 million (2024: R360,0 million). Refer to note 9 Revenue for further detail.

Accounting Policies

1. Accounting Framework

The accounting policies of the company are the same as those of the group, where applicable (refer to the consolidated annual financial statements accounting policies). The policies detailed below are those specifically applicable to the company. Accounting policies for which no choice is permitted in terms of IFRS Accounting Standards have been included only if management and directors concluded that the disclosure would assist users in understanding the financial statements as a whole, taking into account the materiality of the item.

2. Material accounting policies

The principal accounting policies applied in the preparation of these annual financial statements are set out below. The company has consistently applied the accounting policies to all periods presented in these annual financial statements.

The company has not adopted any new accounting policies during the financial year ended 30 September 2025, nor has the implementation of any new amendments to current accounting standards impacted the company.

2.1 Basis of preparation

2.1.1 Statement of compliance

The annual financial statements have been prepared in accordance with IFRS Accounting Standards, interpretations developed by the IFRS[®] Interpretations Committee (IFRIC[®] Interpretations), the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Pronouncements as issued by the Financial Reporting Standards Council, the JSE Limited Listings Requirements, the going concern principle and the requirements of the Companies Act No. 71 of 2008 of South Africa, as amended.

2.1.2 Basis of measurement

The annual financial statements have been prepared on the historic cost convention, unless otherwise stated in the accounting policies which follow and incorporate the principal accounting policies set out below.

2.1.3 Functional and presentation currency

The company's annual financial statements are presented in South African Rands. The functional and presentation currency of the company is South African Rands. The financial information has been rounded to the nearest thousand Rand unless indicated otherwise.

2.1.4 Significant judgements and sources of estimation uncertainty

The preparation of annual financial statements in conformity with IFRS Accounting Standards requires management, from time to time, to make judgements, estimates and assumptions that may affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses. These estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimates are revised and in any future years affected.

Estimations and judgements applied by management in applying accounting policies

The following estimate and judgement, which could have a significant effect on the annual financial statements, were made by management in applying the accounting policies for the year ended 30 September 2025.

2.1.4.1 Impairment of investments in subsidiaries

Management reviews the carrying value of investments in subsidiaries at each reporting date with reference to the underlying asset value of the investments. Management believes that the basis used and assumptions upon which the assessments are performed are reasonable.

2.2 Investments in subsidiaries

Investments in subsidiaries are carried at cost less any accumulated impairment losses. Cost is adjusted to reflect changes in consideration arising from contingent consideration arrangements and includes the directly attributable costs of acquiring investments. On partial disposal of a subsidiary the cost of the investment is reduced proportionate to the interest remaining in the subsidiary.

When the company issues shares as consideration to acquire an additional investment, the cost of the investment is equal to the value of the shares issued, unless the requirements of a capital reorganisation (IAS 27 paragraph 13) are met. In this case, the cost of the investment is the carrying amount of its share of the equity items shown in the separate financial statements of the original parent at the date of the reorganisation.

Accounting Policies (continued)

2.3 Impairment of assets

2.3.1 Non-financial assets

The carrying amounts of the company's non-financial assets are reviewed at the end of each reporting date to determine whether there is any indication that an asset may be impaired. If there is any indication that an asset may be impaired, the company estimates the recoverable amount of the asset.

The recoverable amount of an asset is the higher of its fair value less costs to sell and its value-in-use.

In assessing value-in-use, the expected future cash flows from the assets are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset is less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. That reduction is an impairment loss.

An impairment loss of assets carried at cost less any accumulated depreciation or amortisation is recognised immediately in profit or loss. Any impairment loss of a revalued asset is treated as a revaluation decrease.

Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. A previously recognised impairment loss is reversed if the recoverable amount increases as a result of a change in the estimates used to determine the recoverable amount, and there is an indication that the impairment loss may have reversed, but not to an amount higher than the carrying amount that would have been determined (net of depreciation) had no impairment loss been recognised in prior years. A reversal of an impairment loss of assets carried at cost less accumulated depreciation or amortisation, other than goodwill, is recognised immediately in profit or loss. Any reversal of an impairment loss of a revalued asset is treated as a revaluation increase.

2.4 Stated capital

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

Ordinary shares are classified as equity.

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

2.5 Revenue

2.5.1 Dividends

Dividends are recognised in profit or loss when the company's right to receive payment has been established.

2.5.2 Management fees

Revenue from management fees is recognised at the fair value of the consideration received or receivable and is recognised in the accounting period in which the services are rendered net of value-added taxation.

Notes to the Separate Annual Financial Statements (continued)

3. Investment in subsidiaries

Reconciliation of investment in subsidiaries - 30 September 2025

	We Buy Cars (Pty) Ltd ¹ R'000	We Buy Cars AME Holdings DMCC ² R'000	We Buy Cars (Namibia) (Pty) Ltd ² R'000	Total R'000
Investment at cost	4 429 030	19 575	- *	4 448 605
Loan advanced to subsidiary	-	-	10 000	10 000
Shareholder contribution - Conditional Share Plan	69 930	-	-	69 930
Accumulated impairments	-	(10 935)	-	(10 935)
	4 498 960	8 640	10 000	4 517 600
Carrying value at the beginning of the year	4 463 723	9 207	10 000	4 482 930
Movement during the year				
Grant of conditional share plan awards	41 148	-	-	41 148
Settlement of vested conditional share plan awards	(5 911)	-	-	(5 911)
Impairment of investment in foreign subsidiary	-	(567)	-	(567)
Carrying value at the end of the year	4 498 960	8 640	10 000	4 517 600

Notes to the Separate Annual Financial Statements (continued)

3. Investment in subsidiaries (continued)

Reconciliation of investment in subsidiaries – 30 September 2024

	We Buy Cars (Pty) Ltd ¹ R'000	We Buy Cars AME Holdings DMCC ² R'000	We Buy Cars (Namibia) (Pty) Ltd ³ R'000	Total R'000
Investment at cost	4 429 030	19 575	– *	4 448 605
Loan advanced to subsidiary	–	–	10 000	10 000
Conversion of conditional share plan	34 693	–	–	34 693
Accumulated impairments	–	(10 368)	–	(10 368)
	4 463 723	9 207	10 000	4 482 930
Carrying value at the beginning of the year	4 429 030	18 489	10 000	4 457 519
Movement during the year				
Additional investment	–	1 086	–	1 086
Conversion of conditional share plan	34 693	–	–	34 693
Impairment of investment in foreign subsidiary	–	(10 368)	–	(10 368)
Carrying value at the end of the year	4 463 723	9 207	10 000	4 482 930

* Less than a R1 000.

¹ 399 203 (100%) (2024: 399 203 (100%)) no par value ordinary shares in We Buy Cars (Pty) Ltd.

² 200 (100%) (2024: 200 (100%)) ordinary shares in We Buy Cars AME Holdings DMCC.

³ 100 (100%) (2024: 100 (100%)) ordinary shares in We Buy Cars (Namibia) (Pty) Ltd. The loan constitutes a capital contribution and is interest free with no repayment terms.

At the end of each reporting period investments in subsidiaries are assessed for impairment if there is an indicator of impairment. If there is an indicator of impairment present, a recoverable amount is calculated based on the higher of the fair value less cost to sell and value in use. If the recoverable amount is lower than the carrying amount, the difference is deducted from the underlying investment.

During February 2024, We Buy Cars Société Anonyme (Morocco) (wholly-owned subsidiary of We Buy Cars AME Holdings DMCC (Dubai)) ceased trading and the deregistration of the company was initiated on 2 May 2024. The deregistration of the company is expected to be finalised at the beginning of the 2026 financial year. We Buy Cars AME Holdings DMCC's investment in We Buy Cars Société Anonyme (Morocco) was further impaired during the current financial year which triggered an impairment indicator for the company's investment in We Buy Cars AME Holdings DMCC. An additional impairment loss of R0,6 million (2024: R10,4 million) has been recognised in profit or loss for the excess of the carrying amount over the recoverable amount during the current financial year. The recoverable amount was determined to be the fair value less costs to sell of R8,6 million. The fair value less cost to sell approximates the carrying amount as at 30 September 2025.

Notes to the Separate Annual Financial Statements (continued)

4. Cash and cash equivalents

	30 September 2025 R'000	30 September 2024 R'000
Bank balances	20 185	4 596

5. Financial assets by category

The accounting policies for financial instruments have been applied to the line items below:

	At amortised cost R'000	Total R'000
30 September 2025		
Loan to subsidiary: We Buy Cars (Namibia) (Pty) Ltd	10 000	10 000
Cash and cash equivalents	20 185	20 185
	30 185	30 185
30 September 2024		
Loan to subsidiary: We Buy Cars (Namibia) (Pty) Ltd	10 000	10 000
Cash and cash equivalents	4 596	4 596
	14 596	14 596

Notes to the Separate Annual Financial Statements (continued)

6. Stated capital

	30 September 2025	30 September 2024
	Number of shares	
Authorised		
Ordinary no par value shares	10 000 000 000	10 000 000 000
	R'000	
Issued and fully paid		
417 675 981 (2024: 417 181 120) Ordinary no par value shares	9 789 544	9 765 352
	R'000	
Reconciliation of shares issued		
Opening balance	9 765 352	6 714 555
Issue of additional shares through a scrip dividend (non-cash) ³	-	1 540 797
Subscription for new shares ⁴⁻⁵	-	1 510 000
Issue of new shares ²	24 192	-
	9 789 544	9 765 352
	Number of shares	
Reconciliation of number of shares issued		
Opening balance	417 181 120	2 071 797
Issue of new shares ²⁻⁵	494 861	83 185 241
Subdivision of shares ¹	-	331 924 082
Closing balance	417 675 981	417 181 120

¹ On 7 March 2024, the company's authorised and issued share capital was restructured by way of a subdivision, which resulted in the authorised ordinary shares being subdivided in the ratio of 120 shares for each ordinary share. On 25 March 2024, the authorised share capital was decreased to 10 000 000 000 ordinary shares of no par value.

The current year new issues of shares are set out below:

² During the year ended 30 September 2025, 494 861 shares were issued for the settlement of the November 2024 and the May 2025 Conditional Share Plan vestings.

Prior year new issues of shares are set out below:

³ On 29 February 2024, the company declared a pro rata scrip dividend of R2 300,8 million to its pre-listing shareholders, Transaction Capital Motor Holdco (Pty) Ltd and I VDW Holdings (Pty) Ltd, in terms of which such shareholders were entitled to elect to receive shares or cash. Transaction Capital Motor Holdco (Pty) Ltd elected to receive 717 481 shares (R1 540,8 million) and cash (R182,5 million), while I VDW Holdings (Pty) Ltd elected to receive only cash (R577,5 million).

⁴ On 27 March 2024, as part of the pre-listing capital raise, an additional 42 467 760 shares were issued to Coronation Asset Management (Pty) Ltd for a consideration of R760,0 million.

⁵ Bookbuild Investors subscribed to buy shares in the company as part of the pre-listing capital raise (effective on 11 April 2024) to the value of R750,0 million at R18,75 per share, resulting in an additional 40 000 000 shares issued.

7. Trade and other payables

	30 September 2025 R'000	30 September 2024 R'000
Trade payable	48	-
Expense accruals	576	613
Value-added tax	151	226
	775	839

Notes to the Separate Annual Financial Statements (continued)

8. Financial liabilities by category

The accounting policies for financial instruments have been applied to the line item below:

30 September 2025	Financial liabilities at amortised cost R'000	Total R'000
Trade and other payables ¹	624	624
30 September 2024		
Trade and other payables ¹	613	613

¹ Excludes value-added tax.

9. Revenue

	30 September 2025 R'000	30 September 2024 R'000
Dividends received	225 000	360 000
Management fees received	5 968	2 650
	230 968	362 650

10. Operating expenses

	30 September 2025 R'000	30 September 2024 R'000
Auditor's remuneration – external	(921)	(227)
Audit fee – current year ¹	(270)	(227)
Audit fee – prior year	(531)	–
Non-audit related services ²	(120)	–
Bank charges	(2)	(5)
Non-Executive directors' fees	(4 882)	(2 375)
Subscription fees	(884)	(22)
Shareholder expenses	(1 034)	–
Consulting and professional fees	(2 273)	–
General expenses	(42)	–
Fair value loss on securities traded	(335)	–
	(10 373)	(2 629)

¹ The approved audit fee is R0,8 million for the year ended 30 September 2025.

² Non-audit related services relates to the review of the pro forma financial information, by PricewaterhouseCoopers Inc., for the year ended 30 September 2024. The approved fee for non-audit related services is R0,1 million for the year ended 30 September 2025.

11. Finance income

	30 September 2025 R'000	30 September 2024 R'000
From investments in financial assets		
Bank and other cash	727	4 241
	727	4 241

Notes to the Separate Annual Financial Statements (continued)

12. Finance costs

	30 September 2025 R'000	30 September 2024 R'000
SARS interest paid	5	-

13. Taxation

Major components of the tax expense

	30 September 2025 R'000	30 September 2024 R'000
Current		
Local income tax – current year	263	1 172
	263	1 172

	30 September 2025 R'000	30 September 2024 R'000
Reconciliation of the tax expense		
Reconciliation between accounting profit and tax expense		
Profit / (Loss) before taxation	220 750	(72 569)
Tax at the applicable tax rate of 27% (2024: 27%)	59 603	(19 594)
Tax effect of adjustments on taxable income		
Non-deductible expenses ¹	1 257	22
Exempt income – Dividend received	(60 750)	(97 200)
Impairment of investment in foreign subsidiary	153	2 799
Fair value adjustment on call option derivative asset	-	115 145
	263	1 172

¹ Included in non-deductible expenses are expenses of a capital nature and expenses not incurred in the production of taxable income, and relates primarily to consulting fees for financial reporting, JSE Limited listing fees and shareholder expenses.

14. Taxation paid

	30 September 2025 R'000	30 September 2024 R'000
Balance at beginning of the year ¹	(117)	-
Current tax for the year recognised in profit or loss	(263)	(1 172)
Balance at end of the year	13	117
	(367)	(1 055)

¹ Less than a R1 000 in prior year.

15. Dividends paid

	30 September 2025 R'000	30 September 2024 R'000
Balance at the beginning of the year	-	-
Dividends declared	(229 489)	(3 410 797)
Script dividend (non-cash)	-	1 540 797
Balance at the end of the year	-	-
	(229 489)	(1 870 000)

A dividend of R104,3 million (25 cents per ordinary share) was approved by the Board of Directors on 14 November 2024. The dividend payment date was 9 December 2024, payable to shareholders recorded in the register of the company at the close of business on 6 December 2024.

A dividend of R125,2 million (30 cents per ordinary share) was approved by the Board of Directors on 13 May 2025. The dividend payment date was 9 June 2025, payable to shareholders recorded in the register of the company at the close of business on 6 June 2025.

Notes to the Separate Annual Financial Statements (continued)

16. Related parties

16.1 Identity of related parties

		30 September 2025 R'000	30 September 2024 R'000
Subsidiaries	We Buy Cars (Pty) Ltd	100%	100%
	WBC Investments (Pty) Ltd	100%	100%
	WBC Properties (Pty) Ltd	100%	100%
	Inspectify (Pty) Ltd	100%	-
	We Buy Cars AME Holdings DMCC	100%	95%
	We Buy Cars Morocco Société Anonyme (Morocco)	100%	100%
	We Buy Cars (Namibia) (Pty) Ltd	100%	100%

These percentages represent the effective shareholding in the subsidiaries listed above.

Director-owned companies in which a director/s have a significant shareholding

I VDW Holdings (Pty) Ltd

Directors

ASS van der Walt
DJF van der Walt
CJ Rein
JA Holzhausen
NAS Kruger
S Totaram
B Mathews
WT Roos
MP Mendelowitz
KB Amoils (Alternate director to MP Mendelowitz)

16. Related parties (continued)

16.1 Identity of related parties (continued)

The directors have confirmed that they had no interest in any transaction of any significance with the company, other than as set out below. Accordingly, a conflict of interest with regard to directors' interest in contracts does not exist.

Directors' emoluments have been disclosed and set out in note 36 of the consolidated annual financial statements.

16.2 Balances with related parties

	30 September 2025 R'000	30 September 2024 R'000
<i>Loan accounts - owing by related parties:</i>		
Loan account: We Buy Cars (Namibia) (Pty) Ltd	(10 000)	(10 000)

16.3 Other related party transactions

	30 September 2025 R'000	30 September 2024 R'000
<i>Dividend received from a subsidiary -</i>		
We Buy Cars (Pty) Ltd	225 000	360 000
<i>Management fee received from:</i>		
We Buy Cars (Pty) Ltd	5 968	2 650

Notes to the Separate Annual Financial Statements (continued)

17. Financial risk management

The company's activities expose it to a variety of financial risks including market risk, interest rate risk, credit risk and liquidity risk. These include the effects of changes in debt and equity markets, and interest rates. The company's overall risk management programme seeks to minimise the potential adverse effects of financial risk on its financial performance. Risk management policies and systems are reviewed regularly to reflect the changes in market conditions and the company's activities.

17.1 Credit risk

Credit risk is the risk of financial loss to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the company's loan to a subsidiary, as well as cash and cash equivalents.

The maximum exposure to credit risk is represented by the value of each financial asset in the statement of financial position as set out below:

	30 September 2025 R'000	30 September 2024 R'000
Loan to a subsidiary	10 000	10 000
Cash and cash equivalents	20 185	4 596
	30 185	14 596

17. Financial risk management (continued)

17.2 Liquidity risk

Liquidity risk is the risk that the company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the company's reputation.

Prudent liquidity risk management implies, among other aspects, maintaining adequate cash and cash equivalents and the availability of funding through committed credit facilities.

17.2.1 Exposure to liquidity risk

The remaining contractual maturities of financial liabilities at the reporting date are set out below. The amounts are gross and undiscounted.

Note	Carrying amount R'000	Total R'000	Less than 1 year R'000	2 to 5 years R'000	More than 5 years R'000	
30 September 2025						
Trade payables ¹	7	624	624	624	-	-
		624	624	624	-	-
30 September 2024						
Trade payables ¹	7	613	613	613	-	-
		613	613	613	-	-

¹ Excludes value-added tax.

Notes to the Separate Annual Financial Statements (continued)

17. Financial risk management (continued)

17.3 Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and commodity input prices, will affect the company's 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 returns.

17.3.1 Interest rate risk

Interest rate risk is the risk that the cash flow of a financial instrument will fluctuate due to changes in market interest rates.

Interest rate sensitivity

The company's interest rate risk arises from cash and cash equivalents with financial institutions. A change of 100 basis points (higher or lower) in the South African prime overdraft rate at the reporting date would have an annual impact of R0,09 million (2024: R0,03 million) on the company's profit after taxation.

18. Going concern

The annual financial statements have been prepared on the basis of accounting policies applicable to a going concern. This basis presumes that funds will be available to finance future operations and that the realisation of assets and settlement of liabilities, contingent obligations and commitments will occur in the ordinary course of business.

19. Events after the reporting period

On 12 November 2025, upon approval of the directors, the company declared a final cash dividend of 30 cents per ordinary share for publication on 17 November 2025, totalling R125,3 million.

The dividend will be subject to local dividend withholding tax at a rate of 20% unless the shareholder is exempt from paying dividend tax or is entitled to a reduced rate. This will result in a net final dividend of 24 cents per ordinary share for those shareholders who are not exempt from paying dividend withholding tax.

Other than the above, the directors are not aware of any material events which occurred after the reporting date and up to date of this report.

Annexure A – Interest in subsidiaries, associates and other investments

	Holding / investor company	Country of incorporation	Issued capital	Currency	Effective percentage ownership interest
Direct Shareholdings					
We Buy Cars (Pty) Ltd	We Buy Cars Holdings Limited	South Africa	2 010 056 433	ZAR	100%
We Buy Cars (Namibia) (Pty) Ltd	We Buy Cars Holdings Limited	Namibia	100	NAD	100%
We Buy Cars AME Holdings DMCC	We Buy Cars Holdings Limited	Dubai	1 199 722	USD	100%
Indirect Shareholdings					
Subsidiaries					
Inspectify (Pty) Ltd	We Buy Cars (Pty) Ltd	South Africa	100	ZAR	100%
WBC Investments (Pty) Ltd	We Buy Cars (Pty) Ltd	South Africa	100	ZAR	100%
WBC Properties (Pty) Ltd	We Buy Cars (Pty) Ltd	South Africa	100	ZAR	100%
We Buy Cars Morocco Société Anonyme (Morocco)	We Buy Cars AME Holdings DMCC	Morocco	9 300 000	MAD	100%
Associate					
Agile Bridge (Pty) Ltd	We Buy Cars (Pty) Ltd	South Africa	7 885	ZAR	25.4%
Other investments					
MotoVantage Holdings (Pty) Ltd (100 Class "G" non-voting redeemable ring-fenced shares in MotoVantage Holdings (Pty) Ltd)	We Buy Cars (Pty) Ltd	South Africa	100	ZAR	100%

Annexure B – Analysis of Ordinary Shareholders

1.1 Shareholder spread

Range of shareholdings	%		Number of shares	%
	Number of shareholdings	of total shareholdings		
1 – 1 000	30 724	90.24	2 667 126	0.64
1 001 – 10 000	2 548	7.48	7 408 078	1.77
10 001 – 100 000	491	1.44	14 823 687	3.55
100 001 – 1 000 000	215	0.63	64 152 410	15.36
Over 1 000 000	68	0.20	328 624 680	78.68
	34 046	100.00	417 675 981	100.00

1.2 Shareholder type

Public and non-public shareholding	%		Number of shares	%
	Number of shareholdings	of total shareholders		
Non-public shareholders	11	0.03	58 163 423	13.93
Directors and their associates (including prescribed officers and subsidiary directors)	11	0.03	58 163 423	13.93
Public shareholders	34 035	99.97	359 512 558	86.07
	34 046	100.00	417 675 981	100.00

1.3 Major shareholders

The following shareholders have a holding of greater than 5% of the issued shares of the company:

	%	
	Number of shares	of issued Capital
Coronation Fund Managers	62 110 847	14.87
Government Employees Pension Fund	51 724 905	12.38
I VDW Holdings (Pty) Ltd	42 328 080	10.13
	156 163 832	37.39

1.4 Number of shareholdings

Total number of shareholdings
Total number of shares in issue

34 046
417 675 981

Annexure B – Analysis of Ordinary Shareholders (continued)

2. Share price performance

Opening price 1 October 2024	R29.46
Closing price 30 September 2025	R55.38
Closing high for year	R60.20
Closing low for year	R29.23
Number of shares in issue	417 675 981
Volume traded during year	239 834 258
Ratio of volume traded to shares issued (%)	57.42
Rand value traded during the year	R10 817 023 221
Market capitalisation at 30 September 2025	R23 130 895 828

Glossary of Terms

ITEM	DEFINITION
Core headline earnings	Headline earnings adjusted for the following items: <ul style="list-style-type: none"> • Gains/losses, costs and adjustments relating to acquisitions and disposals of investments • Once-off transaction costs which are directly attributable to corporate activity • Non-cash accounting adjustments to the call option derivative asset relating to non-controlling interests
Core headline earnings per share	Core headline earnings divided by weighted average number of ordinary shares in issue
Dilutive weighted average number of ordinary shares in issue	The weighted average number of ordinary shares in issue is adjusted for the dilutive effect of potential ordinary shares under the current conditional share plan. Potential ordinary shares are treated as dilutive when they are expected to be issued at no consideration
Headline earnings	Headline earnings is defined and calculated per the circular titled Headline Earnings as issued by the South African Institute of Chartered Accountants (SAICA) as amended from time to time, currently being basic earnings attributable to ordinary shareholders adjusted for goodwill impairments, capital profits and losses and other non-headline items
Headline earnings per share	Headline earnings divided by weighted average number of ordinary shares in issue
Interest-bearing liabilities	Interest-bearing liabilities include interest-bearing debt from financial institutions and bank overdraft. Lease liabilities are excluded
Inventory days	Average inventory units at the end of each month, divided by total inventory units sold during the month, multiplied by the number of days in the month
Net interest-bearing liabilities	Net interest-bearing liabilities includes interest-bearing liabilities less cash resources
VWAP	Volume-Weighted Average Price
Weighted average number of ordinary shares in issue	The number of ordinary shares in issue at the beginning of the period increased by shares issued during the period, weighted on a time basis for the period during which they have participated in the income of the group

Corporate Information

We Buy Cars Holdings Limited

Incorporated in Republic of South Africa
Registration number: 2020/632225/06
ISIN: ZAE000332789
JSE share code: WBC
(“WeBuyCars” or “the company” or “the group”)

Directors

ASS van der Walt (Chief Executive Officer)
DJF van der Walt (Executive Director)
CJ Rein (Chief Financial Officer)
JA Holtzhausen* (Chairperson)
NAS Kruger®*
S Totaram*
B Mathews*
WT Roos*
MP Mendelowitz*
KB Amoils^
** Independent Non-Executive Director*
® Lead Independent Director
^ Alternate Director to MP Mendelowitz

Company Secretary

PJC Vorster
Building 7
Byls Bridge Office Park
6 Byls Bridge Boulevard
Centurion
Gauteng
0046

These annual financial statements are available on the WeBuyCars website:
www.webucars.co.za

Business Address and Registered Office

Building 7
Byls Bridge Office Park
6 Byls Bridge Boulevard
Centurion
Gauteng
0046

Independent Auditor

PricewaterhouseCoopers Inc.
(Registration number 1998/012055/21)
4 Lisbon Lane
Waterfall City
Jukskei View
Gauteng
2090

Joint Sponsor

Pallidus Exchange Services Proprietary Limited
Die Groenhuis
38 Garsfontein Road
Waterkloof
Pretoria
Gauteng
0145

Joint Sponsor

PSG Capital Proprietary Limited
1st Floor
Ou Kollege Building
35 Kerk Street
Stellenbosch
Western Cape
7600
and at:
First Floor
The Place
1 Sandton Drive
Sandhurst
Sandton
Gauteng
2196

Transfer Secretaries

Computershare Investor Services Proprietary Limited
1st Floor
Rosebank Towers
15 Biermann Avenue
Rosebank
Johannesburg
Gauteng
2196

Group Investor Relations

WA Klopper
investors@webucars.co.za

Independent Auditor's Assurance report on the compilation of pro forma financial information included in the audited consolidated and separate annual financial statements for the year ended 30 September 2025

To the Directors of We Buy Cars Holdings Limited

We have completed our assurance engagement to report on the compilation of the pro forma financial information of We Buy Cars Holdings Limited (the "Company") and its subsidiaries (together "the Group") by the directors. The pro forma financial information, as set out in the Directors' report and the Glossary of Terms of the audited consolidated and separate annual financial statements for the year ended 30 September 2025 consists of non-IFRS measures (the "Pro Forma Financial Information"). The applicable criteria on the basis of which the directors have compiled the Pro Forma Financial Information are specified in the Listings Requirements of the JSE Limited ("the JSE Listings Requirements") and described in the Directors' report and the Glossary of Terms of the audited consolidated and separate annual financial statements (the "Applicable Criteria").

The Pro Forma Financial Information has been compiled by the directors solely to illustrate certain non-IFRS measures, which have been disclosed to eliminate the impact of the pro forma adjustments from the audited annual financial statements to achieve a comparable year-on-year analysis and show the underlying performance of the business.

As part of this process, information about the Group's consolidated financial position and financial performance has been extracted by the directors from the Group's financial statements for the year ended 30 September 2025, on which an audit opinion was issued on 14 November 2025.

Directors' responsibility for the Pro Forma Financial Information

The directors are responsible for compiling the Pro Forma Financial Information on the basis of the Applicable Criteria.

Our Independence and Quality Management

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

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

Auditor's responsibility

Our responsibility is to express an opinion, as required by the JSE Listings Requirements, about whether the Pro Forma Financial Information has been compiled, in all material respects, by the directors, on the basis of the Applicable Criteria, based on our procedures performed.

We conducted our engagement in accordance with the International Standard on Assurance Engagements (ISAE) 3420, *Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus* issued by the International Auditing and Assurance Standards Board. This standard requires that we plan and perform our procedures to obtain reasonable assurance about whether the Pro Forma Financial Information has been compiled, in all material respects, on the basis specified in the Applicable Criteria.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Pro Forma Financial Information.

The purpose of the Pro Forma Financial Information included in the audited consolidated and separate annual financial statements for the year ended 30 September 2025 is solely to illustrate certain non-IFRS measures, which have been disclosed to eliminate the impact of the pro forma adjustments from the audited annual financial statements to achieve a comparable year-on-year analysis and show the underlying performance of the business.

A reasonable assurance engagement to report on whether the Pro Forma Financial Information has been compiled, in all material respects, on the basis of the Applicable Criteria involves performing procedures to assess whether the Applicable Criteria used by the directors in the compilation of the Pro Forma Financial Information provide a reasonable basis for presenting the significant effects directly attributable to the events, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The Pro Forma Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on our judgement, having regard to our understanding of the nature of the Group, the events in respect of which the Pro Forma Financial Information has been compiled, and other relevant engagement circumstances.

Our engagement also involves evaluating the overall presentation of the Pro Forma Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independent Auditor's Assurance report on the compilation of pro forma financial information included in the audited consolidated and separate annual financial statements for the year ended 30 September 2025 (continued)

Opinion

In our opinion, the Pro Forma Financial Information has been compiled, in all material respects, on the basis of the Applicable Criteria.

PricewaterhouseCoopers Inc.
Director: Johan Potgieter
Registered Auditor
Johannesburg, South Africa
14 November 2025

