





BRIMSTONE
INVESTMENT CORPORATION LIMITED

ANNUAL FINANCIAL STATEMENTS

for the year ended 31 December 2024



A monarch butterfly with orange and black wings is perched on a purple flower. The background is a soft-focus field of similar purple flowers.

Contents

APPROVAL, DECLARATIONS AND REPORTS	2
Directors' approval of Consolidated Annual Financial Statements	2
Preparation of Consolidated Annual Financial Statements	2
Chief Executive Officer and Financial Director Responsibility Statement	2
Certificate by Secretary	2
Independent Auditor's Report	3
Report of the Directors	7
Audit and Risk Committee Report	8
CONSOLIDATED STATEMENTS	10
Consolidated Statement of Profit or Loss	12
Consolidated Statement of Comprehensive Income	13
Consolidated Statement of Financial Position	14
Consolidated Statement of Changes in Equity	16
Consolidated Statement of Cash Flows	18
Notes to the Consolidated Annual Financial Statements	19
SUPPLEMENTARY REPORTS ON INVESTMENTS	
Appendix 1: Principal Subsidiaries	79
Appendix 2: Investments in Associate and Joint Venture Companies	80
Appendix 3: Investments	81
Appendix 4: Intrinsic Net Asset Value	82
COMPANY STATEMENTS	84
Company Statement of Comprehensive Income	86
Company Statement of Financial Position	87
Company Statement of Changes in Equity	88
Company Statement of Cash Flows	89
Notes to the Company Annual Financial Statements	90
SUPPLEMENTARY REPORTS ON INVESTMENTS	
Appendix 1: Interest in Subsidiaries	107
SHAREHOLDERS AND CORPORATE INFORMATION	108
Directors' interest in shares	110
Shareholding information	111
Corporate information	IBC

Approval, declarations and Reports

Directors' Approval of Consolidated Annual Financial Statements

The directors of Brimstone Investment Incorporation Limited (the Group or the Company or Brimstone) are responsible for the preparation, integrity and objectivity of the consolidated and separate¹ annual financial statements. To fulfil this responsibility, the Group and Company maintain controls to provide reasonable assurance that assets are safeguarded and that records accurately reflect the transactions of the Group and Company.

The Group and Company annual financial statements are prepared in terms of International Financial Reporting Standards ("IFRS® Accounting Standards") and have been reported on by our auditors in conformity with International Standards on Auditing and the Companies Act of South Africa. The Group and Company annual financial statements for the year ended 31 December 2024 which appear on pages 7 to 114 were approved by the Board and authorised for issue on 17 April 2025.

On behalf of the Board:



F Robertson
EXECUTIVE CHAIRMAN



MA Brey
CHIEF EXECUTIVE OFFICER

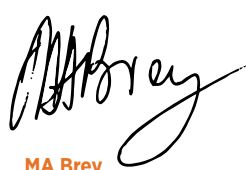
Preparation of Annual Financial Statements

The Group and Company annual financial statements of Brimstone Investment Corporation Limited for the year ended 31 December 2024 have been prepared under the supervision of Financial Director, GG Fortuin, BCom (Acc) (Hons) CA(SA).

Chief Executive Officer and Financial Director Responsibility Statement

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

- the consolidated and separate annual financial statements set out on pages 7 to 114 fairly present, in all material respects, the financial position, financial performance and cash flows of the issuer 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 annual financial statements false or misleading;
- internal financial controls have been put in place to ensure that material information relating to the issuer and its consolidated subsidiaries have been provided to effectively prepare the financial statements of the issuer;
- the internal financial controls are adequate and effective and can be relied upon in compiling the annual financial statements, having fulfilled our role and function as executive directors with primary responsibility for implementation and execution of controls;
- where we are not satisfied, we have disclosed to the audit committee and the auditors any deficiencies in design and operational effectiveness of the internal financial controls, and remediated the deficiencies; and
- we are not aware of any fraud involving directors.



MA Brey
CHIEF EXECUTIVE OFFICER



GG Fortuin
FINANCIAL DIRECTOR

Certificate by Secretary

In terms of section 88(2)(e) of the Companies Act, I certify that the Company has lodged with the Commissioner all such returns and notices as are required by the Companies Act and that all such returns and notices are true, correct and up to date.



T Moodley
COMPANY SECRETARY

¹ Separate and Company are used interchangeably.

Independent Auditor's Report

to the Shareholders of Brimstone Investment Corporation Limited

Report on the Audit of the Consolidated and Separate Financial Statements

Opinion

We have audited the consolidated and separate financial statements of Brimstone Investment Corporation Limited and its subsidiaries ('the Group') set out on pages 10 to 107, which comprise the consolidated and separate statements of financial position as at 31 December 2024, and the consolidated statement of profit or loss, consolidated and separate statements of comprehensive income, the consolidated and separate statements of changes in equity and the consolidated and separate statements of cash flows for the year then ended, and notes to the consolidated and separate financial statements, including material accounting policy information.

In our opinion, the consolidated and separate financial statements present fairly, in all material respects, the consolidated and separate financial position of the Group and Company as at 31 December 2024, and its consolidated and separate financial performance and consolidated and separate cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB) and the requirements of the Companies Act of South Africa.

Basis for Opinion

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

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 (the EAR rule) we report:

Final Materiality

The ISAs recognise that:

- Misstatements, including omissions, are considered to be material if the misstatements, individually or in the aggregate, could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements;
- Judgements about materiality are made in light of surrounding circumstances, and are affected by the size or nature of a misstatement, or a combination of both; and
- Judgements about matters that are material to users of the financial statements consider users as a group rather than as specific individual users, whose needs may vary greatly.

The amount we set as materiality represents a quantitative threshold used to evaluate the effect of misstatements to the financial statements as a whole based on our professional judgement. Qualitative factors are also considered in making final determinations regarding what is material to the financial statements.

Group Final Materiality

We determined final materiality for the Group to be R42.7 million, which is based on 1.3% of net asset value. We have identified net asset value as the most appropriate basis. We have identified a capital-based measure to be most appropriate as Brimstone's value is derived for shareholders by building equity value over time. Given that the entity is neither profit orientated nor activity based, both performance and significant disclosures are capital orientated by means of net asset value. Our review of information provided to users by the entity confirms our view.

Company Final Materiality

We determined final materiality for the Company to be R33 million, which is based on 1.3% of net asset value. We have identified that the same measure will be used for company materiality as for Group. We believe a capital-based measure to be the most appropriate given that the primary focus of the users of the financial statements relates to the growth in equity through fluctuations in share price, which correspond to the activities of the Group overall. Our review of information provided to users by the entity confirms our view.

Group Audit Scope

Our assessment of audit risk, our evaluation of materiality and our allocation of performance materiality determine our audit scope for each component within the Group. Taken together, this enables us to form an opinion on the consolidated financial statements. We take into account the size and risk profile of the components in the Group. In addition, we further consider the organisation of the Group and effectiveness of Group wide controls, changes in the business environment, and other factors such as our experience in prior years and recent internal audit results when assessing the level of work to be performed at each component of the Group. Our process focuses on identifying and assessing the risk of material misstatements of the Group financial statements as a whole including, with respect to the consolidation process.

In establishing our overall approach to the Group audit, we determined the type of work that needed to be undertaken at each of the components by us, as the primary audit engagement team, or by component auditors under our instruction.

In selecting components, we perform risk assessment activities across the Group and its components to identify risks of material misstatement. We then identify how the nature and size of the account balances at the components contribute to those risks and thus determine which account balances require an audit response. We then consider for each component the degree of risk identified (whether pervasive or not) and the number of accounts requiring audit responses to assign either a full or specific scope (including specified procedures) to each component. We involved component auditors in this risk assessment process.

Independent Auditor's Report (continued)

to the Shareholders of Brimstone Investment Corporation Limited

In our assessment of the residual account balances not covered by the audit procedures, we considered whether these could give rise to a risk of material misstatement of the Group financial statements. This assessment included performing overall analytical procedures at Group level.

Of the four components selected, we identified:

- Four components ("full scope components") which were selected based on the pervasiveness of risk in those components and for which we therefore performed procedures on what we considered to be the entire financial information of the component.

At a Group level we tested the consolidation process.

Key Audit Matters

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

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

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

The key audit matter relates to the consolidated financial statements only.

KEY AUDIT MATTER DESCRIPTION

Deemed disposal of Subsidiary and deconsolidation

For the year under review, the Brimstone Group announced an acquisition by its subsidiary, Sea Harvest, of certain subsidiaries of the Terrasan Group Limited.

The above transaction which was initiated by Brimstone Group's subsidiary Sea Harvest Group, was partially funded by the issue of additional Sea Harvest Group shares resulted in Brimstone's ownership in Sea Harvest Group being diluted below 50%.

Consequently, Brimstone ceased to have control of Sea Harvest Group in terms of IFRS 10 Consolidated financial Statements from the effective date of the transaction being 14 May 2024, triggering a deemed disposal of the Sea Harvest Group subsidiary.

The retained investment resulted in significant influence over Sea Harvest Group, by Brimstone Group requiring the derecognition of the Sea Harvest at fair value and the application of the equity method of accounting applied to the retained investment.

The deconsolidation involved complex transactions, including the sale of a subsidiary, loss of control and change in ownership interests. The process in determining the fair value of the subsidiary, assessing the impact on the consolidated financial statements and recognizing any gains or losses resultant from the deemed disposal. Additionally, it involved judgments regarding the timing of the subsidiary's deconsolidation, fair value applied and the recognition of the equity-accounted investment.

The deconsolidation has a substantial impact on the financial statements, but not limited to the changes in revenue, expenses, and equity. The deconsolidation required the recycling of Other Comprehensive Income to Profit or Loss. There is specific disclosure requirements related to deconsolidation events, including the nature of the transaction, the financial impact and any associated timing risks, such as cut-off given the timing of the deconsolidation.

Given the complexity and judgment involved in evaluating the application of the various components of the IFRS standard required to affect the transaction, there is a heightened risk of misstatement in the financial statements related to deconsolidation.

Due to these factors, the deconsolidation of a subsidiary was identified as a KAM in the auditor's report, highlighting its significance and the need for scrutiny during the audit process.

Refer to deemed disposal of subsidiary note 19.

Key observations

Based on the procedures performed on the deemed disposal of Subsidiary and deconsolidation we identified areas of discussions with management and after resolution we were able to conclude on our procedures.

HOW THE MATTER WAS ADDRESSED IN THE AUDIT

We performed the following audit procedures, amongst others, relating to the deconsolidation of the Sea Harvest Group:

- We evaluated the appropriateness of the date of loss of control based on the contractual agreements between the respective parties and effective date;
- We evaluated management's assessment of the valuation principles applied in determining the fair value measurement of the retained investment in the former subsidiary.
- We evaluated the derecognition of the assets and liabilities of the subsidiary from the consolidated financial statements.
- We performed a recalculation of the loss on deemed disposal of subsidiary from the above derecognition, recognised in the consolidated profit and loss statement, for mathematical accuracy.
- We evaluated the carrying amount of the retained investment being 47.58% of the net asset value.
- We recalculated the fair value of the retained investment in Sea Harvest Group at the date of deemed disposal.
- We recalculated the loss on remeasurement of the investment retained. We assessed the appropriateness of the reclassification of any items in other comprehensive income relating to the subsidiary.
- We conducted a sensitivity analysis to assess the timing risk associated with profit recognised and retained earnings derecognised, focusing on cutoff and the percentage of holdings accounted for before and after the deemed disposal.
- We assessed the presentation and disclosure of the deemed disposal of subsidiary as well as the equity accounting of Sea Harvest Group as an associate to comply with IFRS requirements.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the 114-page document titled "Brimstone Investment Corporation Limited Annual Financial Statements for the year ended 31 December 2024", which includes 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 report, and the documents titled "Brimstone Investment Corporation Limited Integrated Report 2024 which are 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 express an audit opinion or any form of assurance conclusion thereon.

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

Responsibilities of the Directors for the Consolidated and Separate Financial Statements

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

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

Independent Auditor's Report (continued)

to the Shareholders of Brimstone Investment Corporation Limited

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

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

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

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

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

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

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

Report on Other Legal and Regulatory Requirements

In terms of the IRBA Rule published in Government Gazette Number 39475 dated 4 December 2015, we report that Ernst & Young Inc. has been the auditors of Brimstone Investment Corporation Limited for 4 years.

Ernst & Young Inc.

Ernst & Young Inc.

DIRECTOR: PIERRE DU PLESSIS
REGISTERED AUDITOR

Cape Town, South Africa

17 April 2025

Directors' Report

for the year ended 31 December 2024

Principal activities of the Group

Brimstone is an investment holding company. It has a sector-based approach to investments backed by research and focussing on food, healthcare, property, restricted B-BBEE and enterprise development.

Review of operations

The results for the year under review are set out in the attached financial statements.

Declaration of a cash dividend

Brimstone's board (the "Board") declared a final gross cash dividend of 40 cents per Brimstone share for the year ended 31 December 2024 (2023: 40 cents) payable on Tuesday, 22 April 2025.

Voting rights

Ordinary shares carry 100 votes per share, while "N" Ordinary shares carry one vote per share. "N" Ordinary shares rank pari passu with Ordinary shares in all other respects, including receipt of dividends and proceeds on the winding up of the Company.

Share capital

The following share movements occurred during the year under review:

	ORDINARY	"N" ORDINARY
Treasury shares		
Acquired during the year	38 725	4 474 275

There were no changes to the authorised Ordinary and "N" Ordinary share capital.

The unissued shares are the subject of a general authority granted to the directors in terms of the Companies Act, No. 71 of 2008 (as amended) (the "Companies Act"), which authority remains valid only until the forthcoming Annual General Meeting ("AGM").

General authority

The Board is proposing that the general authority granted at the last AGM held in May 2024, to permit the Company or a subsidiary to acquire the Company's own shares and to permit the Company to issue shares for cash, be renewed at the forthcoming AGM. Full details are set out in the [Notice of Annual General Meeting](#) ("Notice of AGM").

Directors' interests in contracts

Details of relevant transactions during the year are included in note 48 to the financial statements.

Interests of directors in the shares of the Company

The details of directors' interest in the shares of the Company are set out on page 110. Details of the directors' interest in forfeitable shares in terms of the Company's share incentive scheme are set out in note 46.

Interest rate and currency risk management

The Board utilises appropriate expertise in controlling and managing material identified risks in asset holdings, borrowings and foreign currency exposure both in the holding company and in advising and assisting subsidiaries, associates and joint ventures.

Going concern

The directors believe that the Group and Company will be a going concern for the foreseeable future. Refer to pages 78 and 106 for further details.

The Companies Act

The Board confirms that Brimstone has complied with the provisions of the Companies Act, specifically relating to its incorporation and has operated in conformity with its memorandum of incorporation during the year under review.

Directors and secretary

The names of the directors in office at the date of this report appear on the inside back cover of the financial statements. T Moodley, M Ndlovu, F Robertson and LAD Wort are due to retire by rotation in terms of the Company's memorandum of incorporation and, being eligible, offer themselves for re-election at the Company's forthcoming AGM. Their appointments will be tabled at the Company's forthcoming AGM.

The company secretary's name and her business and postal address appear on the inside back cover.

Events subsequent to 31 December 2024

Details of all events subsequent to 31 December 2024 are included in note 49 to the financial statements.

Litigation

There is no material litigation outstanding against the Company or its subsidiaries.

Audit and Risk Committee Report

The Audit and Risk Committee (the “Committee”) is a formal committee of the Board. The responsibilities of the Committee are outlined in its written terms of reference which are reviewed annually and are in line with the Companies Act, the King IV Report on Corporate Governance for South Africa, 2016 (“King IV”) and the JSE Limited (“JSE”) Listings Requirements. The Committee has an independent role with accountability to the Board and shareholders.

This report of the Committee is presented to the shareholders in terms of section 94(7)(f) of the Companies Act and as recommended by King IV.

The members of the Committee were recommended by the Board and appointed by shareholders for the 2024 financial year.

Membership and composition of the Committee

The Committee comprises six independent non-executive directors and is chaired by Mr N Khan. All the Committee members are suitably skilled and experienced. The Committee meets at least three times per year.

The executive directors and senior management make themselves available to attend meetings and answer questions.

Roles and responsibilities

The Committee has a charter, approved by the Board, which is annually reviewed and ensures alignment with King IV.

The Committee’s roles and responsibilities include its statutory and regulatory duties in accordance with the Companies Act and the JSE Listings Requirements, as well as the responsibilities assigned to it by the Board.

The finance committee of operating subsidiary company, Obsidian Health, reports to this Committee at each meeting by way of report back by the chairperson of the finance committee.

Statutory and regulatory duties

In the conduct of its duties, the Committee has in respect of the 2024 financial year performed the following statutory and regulatory duties:

- Ernst & Young Inc. (“EY”) were appointed as Brimstone’s external auditors at the Company’s AGM in May 2024. Mr Pierre du Plessis is currently the designated individual partner. He has confirmed to the Committee that EY have complied with the independence requirements in terms of the Independent Regulatory Board for Auditors (“IRBA”) and the South African Institute of Chartered Accountants standards;
- Evaluated the information required to be provided by paragraph 3.84(g)(iii) of the JSE Listings Requirements in its assessment of the suitability for appointment of the audit firm and the designated individual partner;
- Ensured that the appointment of the external auditors complies with the provisions of the Companies Act and any other legislation relating to the appointment of external auditors;
- Determined the fees to be paid to the external auditors and their terms of engagement;
- Determined the nature and extent of any non-audit services;
- Pre-approved any proposed agreement with the auditors for the provision of non-audit services; and
- Considered the Group structure and the nature and size of the components forming part thereof, to ensure that management have established appropriate procedures to ensure that all relevant components have submitted audited or reviewed financial reporting packages, prepared in accordance with IFRS® Accounting Standards, which have been included in the consolidated financial statements of Brimstone using an appropriate accounting treatment, as required by paragraph 3.84(g)(iii) of the JSE Listings Requirements.

Independence of external auditors

The Committee is satisfied that the Company’s external auditors are independent of the Company and are able to conduct their audit functions without any influence from the Company. The Committee has rules contained in its Policy on Use of External Auditors for Non-Audit Services, regulating the services and conditions of use of non-audit services provided by the external auditors. The Committee has furthermore been provided with the latest IRBA audit firm and registered auditors review findings which were used in the consideration of the external auditor’s appointment.

Interaction with external and internal auditors

In terms of its charter this Committee is responsible for the appointment of the Company’s internal auditors. Nexia SAB&T performed this function for the past year and were reappointed as internal auditors for the 2024 financial year.

The Committee meets at least three times a year with the Company’s internal and external auditors together with management to review accounting, internal and external auditing, internal control and financial reporting matters. Both the internal and external auditors enjoy unrestricted access to the Committee and vice versa.

The Committee’s chairman meets at least three times per year with both internal and external audit without management being present. In addition, they are also provided with the opportunity to meet with the full Committee without management being present, at every Audit and Risk Committee meeting.

The Committee approves the fees and scope of external and internal audit services. It is responsible for the maintenance of a professional relationship with both the external and internal auditors and oversees co-operation between these two parties.

Expertise and experience of the Financial Director and finance function

The Committee has satisfied itself of the appropriateness of the expertise and experience of the Financial Director, Mr Geoffrey George Fortuin. The Committee has furthermore considered and has satisfied itself of the appropriateness of the expertise and adequacy of resources of the Company’s finance function and the experience of the senior members of management responsible for the finance function.

Internal financial controls

Brimstone is responsible for ensuring that a sound system of internal control exists to safeguard shareholders' investments and the assets of the Group. The Group's internal controls, systems and procedures are designed to provide reasonable, but not absolute assurance as to the integrity and reliability of the annual financial statements, that assets are adequately safeguarded against material loss and that transactions are properly authorised and recorded.

The Committee has considered the approach adopted by management to ensure that the CEO and FD responsibility statement sign-off on the consolidated and separate annual financial statements and internal financial reporting controls in terms of the JSE Listings Requirement 3.84(k) is appropriately supported. In satisfying itself in this regard, the Committee has evaluated:

- The risk assessment and scoping framework, including the determination of materiality, applied to ensure that significant areas of risk, complexity and judgement are included for the evaluation of internal financial reporting controls;
- The process followed for the evaluation of the design of existing internal financial reporting controls and the need for amending and/or supplementing those controls;
- The ongoing implementation of the aforementioned controls and whether they have operated effectively during the reporting period under review; and
- The findings of assurance providers, including management declarations and internal audit findings, following their assessment of the operating effectiveness of internal financial reporting controls.

The Committee will continue to monitor progress in the implementation of amended and supplementary controls over financial reporting and formal remediation plans that have been developed to address control deficiencies identified in design and operating effectiveness.

The Committee has discussed and documented the basis for its conclusion, which includes discussions with internal and external auditors as well as management.

The Committee believes that the Group's internal financial reporting controls can be relied upon as a reasonable basis for the preparation of the consolidated and separate annual financial statements.

Financial statements

The Committee reviewed the consolidated and separate annual financial statements and is satisfied that they comply with IFRS® Accounting Standards and the requirements of the Companies Act, and that the accounting policies used are appropriate.

Key audit matter

The Independent Auditor's Report on pages 3 to 6 details the matter considered by the Committee and the external auditors to be significant in relation to the consolidated annual financial statements for the year under review and the manner in which this key audit matter was addressed. The key audit matter was:

- Deemed disposal of subsidiary and deconsolidation.

The Committee is satisfied that the key audit matter was adequately and appropriately addressed in the context of the audit.

JSE proactive monitoring reports

The Committee has received and considered the findings in the following reports on the JSE's proactive monitoring of financial statements for compliance with IFRS® Accounting Standards:

1. Report on Proactive Monitoring of Financial Statements in 2024 (issued 7 November 2024).
2. Financial instruments: Disclosures
 - a. The IFRS 7 items on pages 11 to 18 of the 2023 report;
 - b. Section 8: Liquidity Risk (pages 21 to 24) from the October 2022 Proactive Monitoring Limited Scope Thematic review: Cash flow information and disclosures of liquidity and going concern;
3. The following sections from the [Combined Findings Report](#) (issued October 2024):
 - a. Disclosure of judgements and estimates (page 20);
 - b. Interim Financial Reporting (page 53);
 - c. Statement of Cash Flows (page 28);
 - d. Revenue from Contracts with Customers (page 42); and
 - e. Fair Value Measurement disclosures (page 87).
4. Fair value disclosures, from the November 2020 report called: "Investment property: Common findings"

The Committee has ensured that where applicable, the contents of these reports have been appropriately actioned in the preparation of the consolidated and separate annual financial statements for the year ended 31 December 2024.

Going concern

The Committee has reviewed a documented assessment by management of the going concern premise of the Group and the Company, before recommending to the Board that the Group and the Company will be a going concern for the foreseeable future.

Risk management

In giving effect to risk management responsibilities, the Group has implemented a continuous risk management review programme to ensure a coherent governance approach throughout the Group.

The Group has ensured that no undue, unexpected or unusual risks have been undertaken in pursuit of reward.

Compliance

The Committee is responsible for reviewing any major breach of relevant legal, regulatory and other responsibilities. The Committee is satisfied with the compliance to these standards and with the applicable laws and regulations. Furthermore, the Committee is satisfied that it has complied with all its legal, regulatory and other responsibilities during the year under review.

IT and Technology Governance

The Committee has oversight responsibility for IT governance and risk management.

Recommendation of the Integrated Report for approval by the Board

The Committee has reviewed and considered the Integrated Report, the consolidated annual financial statements and the separate annual financial statements and has recommended it for approval by the Board.

N Khan

CHAIRMAN OF THE AUDIT AND RISK COMMITTEE

17 April 2025

GROUP ANNUAL FINANCIAL STATEMENTS

for the year ended 31 December 2024





Consolidated Statement of Profit or Loss

for the year ended 31 December 2024

R'000	NOTES	2024	2023
Revenue	2	2 227 262	6 528 963
Sales and fee income		2 195 642	6 460 762
Dividends received		31 620	68 201
Operating expenses	3	(2 164 208)	(6 073 867)
Operating profit		63 054	455 096
Fair value gains/(losses)	4	159 036	(37 220)
Other investment gains	5	59 987	95 522
Net loss on deemed disposal of subsidiary	19.1	(562 093)	—
Share of profits of associates and joint ventures		433 215	428 331
Profit before net finance costs		153 199	941 729
Interest income	8	30 913	29 866
Finance costs	9	(298 190)	(471 843)
(Loss)/profit before taxation		(114 078)	499 752
Taxation	10	(74 684)	(77 878)
(Loss)/profit for the period		(188 762)	421 874
(Loss)/profit attributable to:			
Equity holders of the parent		(200 407)	291 267
Non-controlling interests		11 645	130 607
		(188 762)	421 874
(Loss)/earnings per share (cents)			
Basic		(82.5)	117.9
Diluted		(82.5)	116.6

Consolidated Statement of Comprehensive Income

for the year ended 31 December 2024

R'000	2024	2023
(Loss)/profit for the year	(188 762)	421 874
Other comprehensive (loss)/income, net of tax	(251 587)	91 258
Items that may be reclassified subsequently to profit or loss		
Cash flow hedges		
Profit/(loss) arising during the year	49 540	(62 974)
Recycled to operating expenses	1 104	716
Recycled to net loss on deemed disposal of subsidiary	(40 470)	—
Cost of hedging reserve		
Loss arising during the year	—	(6 301)
Recycled to operating expenses	—	4 682
Recycled to net loss on deemed disposal of subsidiary	31 777	—
Foreign currency translation		
(Loss)/profit arising during the year	(29 040)	85 677
Recycled to net loss on deemed disposal of subsidiary	(74 378)	—
Share of other comprehensive (loss)/income of associates		
Current year movement	(181 184)	69 351
Items that will not be reclassified subsequently to profit or loss		
Movement in investment at fair value through other comprehensive income	1 623	(2 242)
Measurement of defined benefit plans	—	1 513
Share of other comprehensive income of associates	1 973	836
Transferred to retained earnings on deemed disposal of subsidiary	(12 532)	—
Total comprehensive (loss)/income for the year	(440 349)	513 132
Total comprehensive (loss)/income attributable to:		
Equity holders of the parent	(462 552)	372 948
Non-controlling interests	22 203	140 184
	(440 349)	513 132

Consolidated Statement of Financial Position

as at 31 December 2024

R'000	NOTES	2024	2023
Assets			
Non-current assets		4 950 073	9 368 582
Property, plant, equipment and vehicles	13.1	13 088	2 450 740
Investment property	13.2	—	79 432
Right-of-use assets	14	10 896	209 658
Biological assets	15	—	71 410
Goodwill	16	—	1 036 759
Intangible assets	17	2 678	1 484 135
Investments in associate companies and joint ventures	20	4 330 757	2 927 839
Investments	21	549 297	883 421
Loans and receivables		6 868	21 052
Loans to supplier partners	22	—	103 590
Deferred taxation	38	32 156	64 521
Other financial assets		4 333	36 025
Current assets		259 930	2 623 348
Inventories	23	72 095	1 089 380
Biological assets	15	—	118 266
Trade and other receivables	24	58 459	985 097
Loans and receivables		1 947	2 385
Other financial assets		—	55
Taxation		13	6 336
Cash and cash equivalents	25	127 416	421 829
Non-current assets held for sale		72 538	263 774
Total assets		5 282 541	12 255 704

R'000	NOTES	2024	2023
Equity and liabilities			
Capital and reserves		3 291 127	5 104 476
Share capital	26	39	39
Capital reserves	27	663 204	627 487
Revaluation reserves	28	14 097	18 734
Cash flow hedging reserve	29	—	11 125
Cost of hedging reserve	30	—	(31 777)
Foreign currency translation reserve	31	—	91 205
Changes in ownership	32	—	489 918
Retained earnings		2 561 017	2 370 897
Attributable to equity holders of the parent		3 238 357	3 577 628
Non-controlling interests	33	52 770	1 526 848
Non-current liabilities		1 759 339	5 642 336
Long-term interest bearing borrowings	34	1 629 687	4 436 309
Long-term non-interest bearing borrowings	47.2	45 069	—
Employee related liabilities		—	29 791
Lease liabilities	37	13 876	216 647
Deferred grant income		—	30 990
Other financial liabilities	36	—	3 252
Deferred taxation	38	70 707	925 347
Current liabilities		232 075	1 508 892
Short-term interest bearing borrowings	34	86 535	395 473
Short-term provisions		—	4 704
Bank overdrafts	39	—	56 116
Trade payables		52 341	598 869
Other payables	35	47 137	245 175
Deferred grant income		—	4 367
Lease liabilities	37	2 305	34 101
Other financial liabilities	36	42 602	166 975
Taxation		1 155	3 112
Total equity and liabilities		5 282 541	12 255 704
NAV per share (cents)		1 341	1 457
Shares in issue at end of period (000's)		241 544	245 512

Consolidated Statement of Changes in Equity

for the year ended 31 December 2024

R'000	SHARE CAPITAL	CAPITAL RESERVES	REVALUATION RESERVES
Balance 1 January 2023 – audited	39	572 786	19 989
Attributable profit for the year	—	—	—
Other comprehensive income/(loss)	—	70 729	(1 299)
Total comprehensive income/(loss)	—	70 729	(1 299)
Recognition of share-based payments	—	38 671	—
Further investment in subsidiary	—	—	—
Arising on disposal of subsidiaries	—	—	—
Dividends paid	—	—	—
Share of other net asset changes of associate	—	(15 153)	—
Shares repurchased by subsidiaries	—	(17 935)	44
Shares repurchased	—	(21 611)	—
Balance 31 December 2023 – audited	39	627 487	18 734
Balance 1 January 2024 – audited	39	627 487	18 734
Attributable (loss)/profit for the year	—	—	—
Other comprehensive (loss)/income	—	(186 955)	(4 637)
Total comprehensive (loss)/income	—	(186 955)	(4 637)
Recognition of share-based payments	—	18 002	—
Arising on disposal of subsidiaries	—	—	—
Transfer of reserves	—	10 206	—
Dividends paid	—	—	—
Share of other net asset changes of associate	—	216 183	—
Shares repurchased*	—	(21 719)	—
Balance 31 December 2024 – audited	39	663 204	14 097

* Refer to 26.4

CASH FLOW HEDGING RESERVE	COST OF HEDGING RESERVE	FOREIGN CURRENCY TRANSLATION RESERVE	CHANGES IN OWNERSHIP	RETAINED EARNINGS	ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT	NON-CONTROLLING INTERESTS	TOTAL
47 457	(30 731)	41 417	508 419	2 164 128	3 323 504	1 479 703	4 803 207
—	—	—	—	291 267	291 267	130 607	421 874
(36 352)	(937)	49 540	—	—	81 681	9 577	91 258
(36 352)	(937)	49 540	—	291 267	372 948	140 184	513 132
—	—	—	—	—	38 671	6 574	45 245
—	—	—	(21 328)	—	(21 328)	9 882	(11 446)
—	—	—	—	—	—	(26 722)	(26 722)
—	—	—	—	(84 498)	(84 498)	(63 314)	(147 812)
—	—	—	—	—	(15 153)	—	(15 153)
20	(109)	248	2 827	—	(14 905)	(19 459)	(34 364)
—	—	—	—	—	(21 611)	—	(21 611)
11 125	(31 777)	91 205	489 918	2 370 897	3 577 628	1 526 848	5 104 476
11 125	(31 777)	91 205	489 918	2 370 897	3 577 628	1 526 848	5 104 476
—	—	—	—	(200 407)	(200 407)	11 645	(188 762)
(11 125)	31 777	(91 205)	—	—	(262 145)	10 558	(251 587)
(11 125)	31 777	(91 205)	—	(200 407)	(462 552)	22 203	(440 349)
—	—	—	—	—	18 002	5 003	23 005
—	—	—	—	—	—	(1 433 045)	(1 433 045)
—	—	—	(489 918)	492 244	12 532	—	12 532
—	—	—	—	(101 717)	(101 717)	(68 239)	(169 956)
—	—	—	—	—	216 183	—	216 183
—	—	—	—	—	(21 719)	—	(21 719)
—	—	—	—	2 561 017	3 238 357	52 770	3 291 127

Consolidated Statement of Cash Flows

for the year ended 31 December 2024

R'000	NOTES	2024	2023
Operating activities			
(Loss)/profit for the year		(188 762)	421 874
Adjustments for non-cash and other items	40.1	302 361	322 724
Operating cash flows before movements in working capital		113 599	744 598
Increase in inventories		(14 693)	(8 762)
Increase in trade and other receivables		(83 260)	(77 689)
Decrease in trade and other payables		(76 619)	(25 979)
Cash (used in)/generated from operations		(60 973)	632 168
Interest received		28 101	33 896
Proceeds from receipt of a government grant		—	2 353
Dividends received from associates and joint ventures		189 827	174 208
Dividends received from other equity investments		31 620	68 201
Income taxes paid	40.2	(40 037)	(37 674)
Finance costs paid	40.3	(633 911)	(411 545)
Net cash (used in)/generated by operating activities		(485 373)	461 607
Investing activities			
Loans receivables repaid		(8 461)	—
Loans receivables advanced		—	(3 330)
Proceeds on disposal of property, plant, equipment and vehicles		174	64 184
Proceeds on disposal of investments		556 107	—
Insurance proceeds		—	9 410
Acquisition of property, plant, equipment and vehicles		(159 385)	(466 654)
Acquisition of biological assets		(24 187)	(76 872)
Acquisition of intangible assets		—	(286)
Acquisition of investments	21	(50 000)	—
Deemed disposal of subsidiary	19.1	68 000	—
Disposal of subsidiary	19.2	117 500	6 158
Disposal of investment at fair value through other comprehensive income		14 180	—
Supplier partner loans repaid		457	3 330
Supplier partner loans advanced		(725)	(250)
Net cash generated by/(used in) investing activities		513 660	(464 310)
Financing activities			
Dividends paid by Company and subsidiaries		(169 956)	(147 812)
Redemption/repayment of borrowings and lease liabilities	40.4	(451 358)	(175 379)
Proceeds from borrowings	40.4	377 608	392 966
Shares repurchased	27	(21 719)	(21 611)
Shares repurchased by subsidiaries		—	(34 364)
(Decrease)/increase in bank overdrafts	40.4	(56 116)	31 401
Net cash (used in)/generated by financing activities		(321 541)	45 201
Net (decrease)/increase in cash and cash equivalents		(293 254)	42 498
Cash and cash equivalents at beginning of year		421 829	375 133
Foreign exchange differences		(1 159)	4 198
Cash and cash equivalents at end of year		127 416	421 829
Bank balances and cash		127 416	421 829

Notes to the Consolidated Financial Statements

for the year ended 31 December 2024

1. Presentation of financial statements

(a) Basis of preparation

Statement of compliance

The consolidated (or “Group”) annual financial statements (or “financial statements”) are prepared in accordance with IFRS® Accounting Standards of the International Accounting Standards Board (“IASB”), the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and the Financial Pronouncements issued by the Financial Reporting Standards Council, the requirements of the JSE Limited (“JSE”) Listings Requirements and the Companies Act of South Africa.

Basis of measurement

The consolidated financial statements have been prepared in accordance with the underlying assumption of going concern on the historical cost basis except for the revaluation of certain financial instruments, investment properties and biological assets that are measured at fair values or fair values less costs to sell at the end of each reporting period, as explained in the accounting policies.

The principal accounting policies set out below and in the individual notes, have been applied on a basis consistent with the previous year.

Functional and presentation currency

The consolidated financial statements are presented in South African Rand, which is the Group’s functional currency, rounded to the nearest thousand, unless otherwise stated.

Disclosure of accounting policies

The Group discloses only those accounting policies which relate to material transactions, other events or conditions and:

- was changed during the reporting period because the Group was required to or chose to change its policy and this change resulted in a material change to the amounts included in the financial statements;
- was chosen from one or more alternatives in an IFRS® Accounting Standard;
- was developed in accordance with paragraphs 10 to 12 of IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors* in the absence of an IFRS® Accounting Standard that specifically applies;
- relates to an area for which the Group is required to make significant judgements or assumptions in applying an accounting policy and discloses those judgements or assumptions; or
- applies the requirements of an IFRS® Accounting Standard in a way that reflects the Group’s specific circumstances.

(b) Basis of consolidation

The consolidated financial statements include the total comprehensive income or loss, the financial position and the cash flows of the Company and its subsidiaries, associates and joint ventures. Details of the Company’s related undertakings are presented in [Appendices 1](#) and [2](#). In the case of associates and joint ventures, those entities are presented as single line items in the statement of profit or loss, statement of comprehensive income and statement of financial position (see note 20). Intercompany transactions and balances are eliminated on consolidation. Consistent accounting policies have been applied across the Group in the preparation of the consolidated financial statements.

Changes in the Group’s interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions.

The carrying amount of the Group’s interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company under the heading “changes in ownership”.

(c) Foreign currency translation

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group’s foreign operations are translated at exchange rates prevailing on the reporting date. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the date of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in a foreign currency translation reserve (attributed to non-controlling interests as appropriate).

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Exchange differences arising are recognised in other comprehensive income.

Notes (continued)

for the year ended 31 December 2024

1. Presentation of financial statements (continued)

(d) Critical accounting judgements and key sources of estimation uncertainty

In applying the Group's accounting policies, the directors are required to make judgements (other than those involving estimations) that have a significant impact on the amounts recognised and to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. These judgements and estimates are described within the notes and identified under the heading "significant judgements and estimates". The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

(e) Intrinsic net asset value ("INAV")

INAV which is presented in the report appearing in [Appendix 4](#), is a key valuation tool used to measure the Brimstone Group's performance and compliance with financial covenants. In determining INAV,

- the intrinsic gross asset value of listed assets is valued using quoted market prices, whereas unlisted assets are valued using appropriate valuation methods as indicated in the fair value hierarchy note 47.12 to the financial statements. These values will not necessarily correspond with the carrying amounts in the consolidated statement of financial position since the latter are measured using the relevant IFRS[®] Accounting Standards which include historical cost, consolidation and the equity method of accounting;
- debt outstanding and ring fenced with the specific asset is deducted from the intrinsic gross asset value; and
- capital gains tax ("CGT") calculated on changes in the intrinsic gross asset value of the asset in relation to its base cost in terms of the Income Tax Act, No. 58 of 1962 (the "Act"), is deducted from the intrinsic gross asset value of the asset and added if a capital loss will be allowed to be off-set against other capital gains for tax purposes. In addition, where the Group is able to utilise any tax relief in the so-called Corporate Rules of the Act, it has been taken into account in the determination of CGT.

The balance outstanding on the Group's preference share funding facility utilised to fund all other assets is also deducted from the intrinsic gross asset value, in determining INAV.

INAV per share is determined by dividing INAV by the number of shares in issue at the reporting date after deducting treasury shares. Fully diluted INAV per share is determined by dividing INAV by the number of shares in issue at the reporting date after deducting treasury shares which have been adjusted for treasury shares which are likely to vest.

The INAV information presented has been prepared on a basis consistent with that used in the prior year.

(f) New standards, interpretations, and amendments effective and adopted

In the current year, the Group has applied amended IFRS[®] Accounting Standards and Interpretations issued by the IASB that are effective for an annual period that begins on or after 1 January 2024. Their adoption has not had any material impact on the disclosures or on the amounts reported in these financial statements.

(g) Standards that are issued but not yet effective

IFRS 18 *Presentation and Disclosure in Annual Financial Statements* will replace IAS 1 *Presentation of Financial Statements* and applies for annual reporting periods beginning on or after 1 January 2027.

IFRS 18 introduces two newly required subtotals and requires all income and expense items to be classified into operating, investing, financing, income taxes or discontinued operations categories. In addition, the standard defines "management-defined performance measures" ("MPMs") and requires that an entity provide disclosures regarding its MPMs in a single note to the financial statements. The standard provides further guidance on grouping of information in the financial statements so that it is more useful.

The impact of this standard on the Group is currently being assessed.

2. Revenue

Accounting policy

Recognition and measurement

Revenue is measured based on the consideration to which the Group expects to be entitled in a contract with a customer, excluding value added tax. Revenue is reduced for estimated customer returns, rebates and other similar allowances.

Revenue from the sale of goods is recognised at the point in time when control of the asset is transferred to the customer, which is normally on delivery. Delivery in the case of export sales is determined by reference to the sales contract and application of Incoterms. The normal credit terms in the Group ranges from 30 to 90 days after delivery.

The Group considers whether there are other promises in the sales order that are separate performance obligations to which a portion of the transaction price needs to be allocated such as warranties and customer loyalty points. The impact of warranties and customer loyalty points is insignificant.

Revenue from ship repairs and maintenance is recognised over time as the customer simultaneously receives and consumes the benefits provided by the entity's performance.

Dividend income is recognised when the right to receive payment has been established, which is normally the last date to trade.

R'000	2024	2023
Revenue for the year is analysed as follows:		
Revenue recognised at a point in time	2 161 588	6 338 979
Revenue recognised over time	34 054	121 783
	2 195 642	6 460 762
The Group's revenue comprises the following:		
Food products	1 868 268	6 204 776
Healthcare products	325 216	253 053
	2 193 484	6 457 829
Fee and other income	2 158	2 933
Total sales and fee income	2 195 642	6 460 762
Dividends received		
■ listed investments	25 963	63 899
■ unlisted investments	5 657	4 302
Total dividends received	31 620	68 201
Total revenue	2 227 262	6 528 963
Revenue per food product mix comprises:		
Wild-caught fish	1 132 419	3 387 715
Shellfish	117 939	559 516
Convenience foods	48 311	490 213
Traded	53 991	180 361
Dairy	515 608	1 586 971
	1 868 268	6 204 776

Notes (continued)

for the year ended 31 December 2024

R'000	2024	2023
2. Revenue (continued)		
Business and geographic segments:		
The food products products mentioned above were processed and manufactured in the Group's factories in the Western Cape and Australia. The table below shows the geographical breakdown of the food and healthcare product sales.		
Total sales revenue by geographical market		
South Africa	1 238 729	3 435 373
Australia	286 651	1 107 539
Europe	501 767	1 347 646
Other markets	166 738	567 484
	2 193 885	6 458 042
3. Operating expenses		
Production, selling and administration expenses ¹	537 762	1 191 248
Raw materials and consumables used	1 626 446	4 882 619
Total operating expenses	2 164 208	6 073 867
¹ Includes holding company administration expenses of R70.7 million (2023: R80.6 million), after deducting external fee income, but before recoveries from subsidiary companies of R5.1 million (2023: R4.6 million) which have been eliminated on consolidation.		
4. Fair value gains/(losses)		
Changes in fair value of financial assets and liabilities and non-financial assets, at fair value through profit or loss and fair value less costs to sell:		
▪ mark-to-market revaluation of listed investments	12 754	(106 917)
▪ mark-to-market revaluation of unlisted investments	84 149	55 515
▪ revaluation of options	440	2 748
▪ revaluation of financial liability with contingent settlement provisions	59 934	—
▪ biological assets	—	14 592
▪ other financial instruments	1 759	(3 158)
Total fair value gains/(losses)	159 036	(37 220)
5. Other investment gains		
Other investment gains		
▪ gain on disposal of subsidiary	73 094	2 912
▪ gain on disposal of brands	4 000	—
▪ gain on purchased loans	—	93 310
Total gains	77 094	96 222
Other investment losses		
▪ deal costs incurred	(17 107)	(95)
▪ loss on disposal of subsidiary	—	(578)
▪ impairment of investment	—	(27)
Total losses	(17 107)	(700)
Total other investment gains	59 987	95 522

R'000	2024	2023
6. Profit before net finance costs		
Profit before net finance costs includes the following items of income and expenditure not shown separately in the statement of profit or loss:		
6.1 Income		
Profit on disposal of property, plant, equipment and vehicles (excluding fishing trawlers)	–	89
Government grant income	1 208	4 189
Insurance proceeds	2 704	64 863
Foreign exchange gains	7 962	13 852
6.2 Expenditure		
Auditors' remuneration	6 450	12 444
External statutory audit – current year	6 020	11 551
Other services	430	893
Loss on disposal of property, plant, equipment and vehicles (excluding fishing trawlers)	129	1 114
Foreign exchange losses	14 491	12 662
Employee related expenses	721 722	1 389 663
Staff costs	695 683	1 324 208
Post-employment benefits	26 039	65 455
Write down of inventory to net realisable value	–	1 700
7. Directors' emoluments		
Paid by Company		
Fees for services as directors		
Non-executive directors	3 833	4 329
Management and other services		
Executive directors	37 998	38 174
Total paid by Company	41 831	42 503
Paid by subsidiaries		
Fees for services as directors		
Executive directors	344	1 343
Total paid by subsidiary companies	344	1 343
Total paid by Company and subsidiaries	42 175	43 846
Executive directors do not have fixed term contracts. They have employment agreements with the Company which are subject to a one month notice period by either party. Directors' emoluments do not include non-performance related remuneration. Refer to note 46 for detailed information.		
8. Interest income		
Interest received on bank deposits and loans to associates and joint ventures	30 346	27 197
Other	567	2 669
	30 913	29 866

Notes (continued)

for the year ended 31 December 2024

R'000	2024	2023
9. Finance costs		
Interest on borrowings	92 618	222 448
Interest on lease liabilities	7 335	19 899
Preference dividends	198 108	224 064
Other	129	5 432
	298 190	471 843
10. Taxation		
10.1 Taxation charge		
SA normal taxation	74 684	77 878
Current – current year	39 728	43 998
– under provision prior year	643	4 422
Deferred – current year	33 450	27 653
– under provision prior year	863	1 805
Unutilised computed tax losses carried forward	384 001	326 921
Saving in taxation attributable thereto at current rate	103 680	88 269
No deferred tax asset was raised in respect of estimated tax losses in subsidiaries amounting to ¹	330 858	273 778
10.2 Reconciliation of taxation charge		
(Loss)/profit before taxation	(114 078)	499 752
Tax at statutory rates (27%) (2023: 27%)	(30 801)	134 933
Adjustment for entities with different tax rates to the statutory company rate	(1 437)	(1 403)
Over provided previous year	1 506	6 227
Tax effect of share of results of associates and joint ventures	(116 968)	(114 418)
Tax effect of fair value adjustments	(42 746)	14 500
Tax effect of non-deductible expenses ²	212 945	92 759
Tax effect of non-taxable income ³	(28 764)	(61 402)
Tax effect of utilisation of prior year losses	–	(1 810)
Deferred tax asset not raised	25 356	9 375
Capital gains tax	55 593	(883)
Taxation	74 684	77 878

¹ Deferred tax assets are recognised on deductible temporary differences to the extent that it is probable that future taxable income will be generated against which to utilise the deductible temporary differences.

² Non-deductible expenses consists primarily of preference dividends included in finance costs and the non-deductible portion of expenditure relating to an investment holding company. In the current year, the tax effect of the loss on deemed disposal of subsidiary is also included in non-deductible expenses.

³ Non-taxable income relates mainly to dividends received, and reversal of prior year provisions (2023: gain on purchased loans, dividends received, reversal of prior year provisions and learnership incentives received).

11. Dividends

On 4 March 2025, a final gross cash dividend of 40 cents per share (2023: 40 cents per share) was declared out of income reserves.

12. Earnings per share

The following is a reconciliation of the earnings figures used in the earnings and headline earnings per share calculations:

R'000			2024	2023
Basic earnings				
(Loss)/profit attributable to equity holders of the parent			(200 407)	291 267
R'000	2024 GROSS	2024 NET¹	2023 GROSS	2023 NET¹
Headline earnings calculation				
(Loss)/profit attributable to equity holders of the parent	(200 407)			291 267
Net loss on deemed disposal of subsidiary	562 093	562 093	—	—
Impairment of property, plant and equipment and vehicles	—	—	26	26
Insurance proceeds	—	—	(9 410)	(3 922)
(Gain)/loss on disposal of subsidiary	(73 094)	(73 094)	578	293
Profit on disposal of property, plant, equipment and vehicles	—	—	(1 887)	(434)
Adjustments relating to results of associates	(30 872)	(26 246)	(467 000)	(110 252)
Headline earnings	no total	262 346	no total	176 978
Headline earnings per share (cents)				
Basic	108.0			71.6
Diluted	106.4			70.8
NUMBER OF SHARES (000'S)			2024	2023
Calculation of weighted average number of shares ("WANOS")				
WANOS on which basic earnings and basic headline earnings per share is based			242 818	247 071
Dilutive effect of treasury shares (forfeitable share plan)			3 637	2 760
WANOS on which diluted earnings and diluted headline earnings per share is based			246 455	249 831

¹ Net of tax and non-controlling interests

Notes (continued)

for the year ended 31 December 2024

13. Property, plant, equipment and vehicles and Investment properties

13.1 Property, plant, equipment and vehicles

Accounting policy

Recognition and measurement

Property, plant, equipment and vehicles are stated at historical cost less accumulated depreciation and accumulated impairment losses.

Cost

Historical cost includes expenditure that is directly attributable to the acquisition of the item.

The cost of fishing trawler refits (major overhauls) includes expenditure on materials, direct labour and an allocated proportion of project overheads. Subsequent costs are included in the asset's carrying amount, or recognised as a separate asset, only when it is probable that the future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are charged to the statement of profit or loss in the period in which they are incurred.

Gains or losses on disposals of property, plant, equipment and vehicles are determined by comparing proceeds with the carrying amount and are included in operating profit in the statement of profit or loss.

Depreciation

Property, plant, equipment and vehicles are depreciated to its estimated residual value on a straight-line basis over its expected useful life. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

Land and buildings comprise mainly factories and office buildings. Owned land is not depreciated. Leasehold improvements are depreciated over the lesser of the period of the lease and the useful life of the asset.

Impairment

The Group reviews the carrying amount of its property, plant, equipment and vehicles annually and if events occur which call into question the carrying amount of the assets to determine whether there is any indication of impairment. If any such indication exists, the recoverable amount of the asset is estimated, being the higher of the asset's fair value less costs to sell and value-in-use. In assessing value-in-use, the estimated future cash flows 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. For the purposes of assessing impairment, assets are grouped at the lowest level for which there are separately identifiable cash flows (cash generating units). Where the carrying amount exceeds the estimated recoverable amount, such assets are written down to their recoverable amount.

Significant judgements and estimates

Depreciation and residual values

The Group depreciates its assets over their estimated useful lives. The estimation of the useful lives of assets is based on historic performance as well as expectations about future use and therefore, requires a significant degree of judgement to be applied by management. The actual lives of these assets can vary depending on a variety of factors, including technological innovation, operating conditions and maintenance programmes. These depreciation rates represent management's current best estimate of the useful lives of these assets.

Significant judgement is applied by management when determining the residual values for property, plant, equipment and vehicles. When determining the residual value, the following factors are taken into account:

- external residual value information (if available); and
- internal technical assessments for specialised plant and machinery.

The Group has reviewed the residual values and useful lives of its assets. No material adjustments resulted from the review in the current year.

The useful lives for classes of property, plant, equipment and vehicles are as follows:

Freehold buildings	5 – 50 years
Leasehold improvements	Term of lease
Plant and machinery	2 – 40 years
Fishing trawlers	5 – 45 years
Office furniture, equipment and computers	2 – 26 years
Motor vehicles	2 – 14 years

R'000	LAND AND BUILDINGS – FREEHOLD	LAND AND BUILDINGS – LEASEHOLD IMPROVEMENTS	PLANT AND MACHINERY	FISHING TRAWLERS (INCLUDING REFITS)	OFFICE FURNITURE, EQUIPMENT AND COMPUTERS	MOTOR VEHICLES	TOTAL
2024							
Cost	379 926	70 230	1 265 174	1 959 742	158 388	56 179	3 889 639
Accumulated depreciation and impairment losses	(137 601)	(42 461)	(435 929)	(701 723)	(99 697)	(21 488)	(1 438 899)
Carrying amount at 1 January 2024	242 325	27 769	829 245	1 258 019	58 691	34 691	2 450 740
Additions	338	2 432	48 244	89 255	5 579	785	146 633
Disposals – cost	–	(531)	(327)	(79)	(1 398)	(739)	(3 074)
Deemed disposal of subsidiary – cost	(349 848)	(67 991)	(1 224 092)	(1 895 304)	(138 155)	(60 770)	(3 736 160)
Effect of foreign currency differences on cost	(770)	–	(1 614)	(11 071)	(1 067)	(229)	(14 751)
Depreciation for the year	(2 467)	(1 866)	(23 170)	(54 120)	(5 402)	(2 177)	(89 202)
Accumulated depreciation on disposals	–	531	275	37	1 153	292	2 288
Deemed disposal of subsidiary – accumulated depreciation	110 126	39 863	382 037	610 391	81 089	28 127	1 251 633
Effect of foreign currency differences on depreciation	296	–	788	2 872	876	149	4 981
Carrying amount at 31 December 2024	–	207	11 386	–	1 366	129	13 088
Carrying amount comprises:							
Cost	29 646	4 140	87 385	142 543	23 347	(4 774)	282 287
Accumulated depreciation and impairment losses	(29 646)	(3 933)	(75 999)	(142 543)	(21 981)	4 903	(269 199)
	–	207	11 386	–	1 366	129	13 088

Notes (continued)

for the year ended 31 December 2024

13. Property, plant, equipment and vehicles and Investment properties (continued)

13.1 Property, plant, equipment and vehicles (continued)

R'000	LAND AND BUILDINGS – FREEHOLD	LAND AND BUILDINGS – LEASEHOLD IMPROVE- MENTS	PLANT AND MACHINERY	FISHING TRAWLERS (INCLUDING REFITS)	OFFICE FURNITURE, EQUIPMENT AND COMPUTERS	MOTOR VEHICLES	TOTAL
2023							
Cost	458 364	66 694	1 140 009	1 711 258	138 536	51 697	3 566 558
Accumulated depreciation and impairment losses	(60 896)	(37 782)	(323 055)	(631 381)	(85 842)	(18 951)	(1 157 907)
Carrying amount at 1 January 2023	397 468	28 912	816 954	1 079 877	52 694	32 746	2 408 651
Additions	4 169	6 613	161 354	270 891	20 242	12 573	475 842
Disposals – cost	(61 583)	(1 145)	(4 996)	(43 546)	(1 391)	(3 888)	(116 549)
Disposal of subsidiary – cost	(23 166)	(1 932)	(37 183)	(4 283)	(2 339)	(4 581)	(73 484)
Effect of foreign currency differences on cost	2 142	–	5 990	25 422	3 340	378	37 272
Transfers between classes of assets – cost	7 205	(3)	(63 281)	52 740	2 373	966	–
Depreciation for the year	(7 872)	(5 667)	(68 937)	(158 582)	(14 399)	(6 849)	(262 306)
Accumulated depreciation on disposals	(3 417)	796	2 684	40 334	801	2 617	43 815
Disposal of subsidiary – accumulated depreciation	3 849	195	16 894	883	369	905	23 095
Transfer to investment property	(75 732)	–	–	–	–	–	(75 732)
Effect of foreign currency differences on depreciation	(738)	–	(234)	(5 717)	(2 999)	(176)	(9 864)
Carrying amount at 31 December 2023	242 325	27 769	829 245	1 258 019	58 691	34 691	2 450 740
Carrying amount comprises:							
Cost	379 926	70 230	1 265 174	1 959 742	158 388	56 179	3 889 639
Accumulated depreciation and impairment losses	(137 601)	(42 461)	(435 929)	(701 723)	(99 697)	(21 488)	(1 438 899)
	242 325	27 769	829 245	1 258 019	58 691	34 691	2 450 740

Cost of fully depreciated property, plant, equipment and vehicles still in use at 31 December 2024 is R25.8 million (2023: R162.5 million).

The registers containing details of land and buildings are available for inspection by shareholders or their duly authorised representatives at the registered offices of the companies to which the relevant properties belong.

13.2 Investment properties

Accounting policy

Investment properties, which are held to earn rentals and for capital appreciation, are measured initially at cost, including transaction costs. Subsequent to initial recognition, the investment property is measured at fair value. Gains or losses arising from changes in the fair value of an investment property are included in profit or loss in the period in which they arise.

R'000	2024	2023
Balance at the beginning of the year	79 432	3 700
Transfer from property, plant, equipment and vehicles	—	75 732
Deemed disposal of subsidiary	(79 432)	—
Balance at the end of the year	—	79 432

Investment property consisted of commercial offices at The Estuaries in Century City, Cape Town and commercial and industrial property occupied by BM Foods Manufacturing Proprietary Limited (“BMFM”) in Montague Gardens, Cape Town. In the prior year, subsequent to the sale of 5% of BMFM, and the consequential loss of control, the property occupied by BMFM was no longer owner occupied and was held as investment property. The fair value was determined by an independent valuer, using the income capitalisation approach.

The fair value estimate for investment property was classified as a Level 3 measurement within the fair value hierarchy. There were no transfers between fair value hierarchy levels in the prior period. The unobservable input applied in the valuation model was the capitalisation rate of 9%, taking into account the rental income potential, nature of the property, and prevailing market conditions.

In the prior year, a 10% increase in the capitalisation rate used would result in a decrease in fair value of R8.5 million, and a 10% decrease in the capitalisation rate used would result in an increase in fair value of R10.4 million.

Notes (continued)

for the year ended 31 December 2024

14. Right-of-use assets

Accounting policy

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 lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Unless the Group is reasonably certain to 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.

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 payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs. 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. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of certain properties and motor vehicles (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 office equipment that are considered of low value (i.e., below R100 000). Lease payments on short-term leases and leases of low-value assets are recognised as expenses on a straight-line basis over the lease term.

Significant judgement in determining the lease term of contracts with renewal options

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. Judgement is required in determining whether the Group is reasonably certain to exercise its option to extend the lease or terminate the lease at inception of the lease. This is based on various factors including terms for renewal in relation to market rates, whether there has been significant leasehold improvements and the costs relating to termination.

In the prior year, the Group had entered into agreements to lease land and manufacturing/office buildings and retail shops, with lease terms between three and 15 years. The Group had the option, under some leases, to lease the assets for additional terms of three to five years. The likelihood of exercising the options were assessed on a lease-by-lease basis.

R'000	2024	2023
Cost	371 017	332 910
Accumulated depreciation	(161 359)	(127 982)
Carrying amount at 1 January	209 658	204 928
New leases acquired	6 080	42 104
Deemed disposal of subsidiary – cost	(324 294)	(9 513)
Effect of foreign currency exchange differences on cost	(1 976)	5 516
Depreciation for the year	(13 100)	(37 991)
Terminated leases	–	(3 355)
Accumulated depreciation on terminated leases	–	2 483
Deemed disposal of subsidiary – accumulated depreciation	134 047	5 068
Effect of foreign currency exchange differences on depreciation	481	418
Carrying amount at 31 December	10 896	209 658
Carrying amount comprises:		
Cost	50 827	371 017
Accumulated depreciation	(39 931)	(161 359)
	10 896	209 658
Amounts recognised in profit or loss:		
Depreciation expense on right-of-use assets	(13 100)	(37 573)
Expenses relating to leases of low-value assets	–	(9 671)
Gain on modification of leased asset	–	194
Interest expense on lease liabilities	(7 335)	(19 899)
Expenses relating to short-term leases	(311)	(12 649)

15. Biological assets

Accounting policy

Recognition and measurement

Biological assets include abalone cultivated at aquaculture farms and are measured at their fair value less estimated point-of-sale costs. Fair value is determined based on the market prices of biological assets of similar age, breed and genetic merit. Point-of-sale costs include all costs that would be incurred in order to get the biological assets to the customer. Gains or losses arising from measurement on initial recognition or from a subsequent change in fair value less estimated point-of-sale costs is included in profit or loss in the period in which it arises.

Significant judgements and estimates

The fair value is determined based on market prices of biological assets of a similar age, breed, and genetic merit. In the absence of an active market, due to early stages of biological assets transformation, the capitalised costs are deemed to be the best estimate of fair value. Subsequent expenditure incurred in the development of abalone from a certain size up to the point of maturity, is capitalised in the cost.

In order to measure and value biological assets, management uses growth-formula and drip-and-purge-loss factors to determine the weight of animals at the reporting date. These formulas are based on empirical evidence and confirmed industry norms.

In the prior year, included in inventory finished goods was an amount of R6.3 million relating to canned, dried and frozen biological assets. The operating cycle is more than one year and therefore only abalone above and including 40 – 50g and oysters above and including 50 – 60g size categories were classified as current assets.

In the prior year, the fair value adjustment to biological assets of R14.6 million consisted of an upward revaluation of R6.3 million relating to physical change in size and an upward revaluation of R8.3 million relating to change in market price. A change in unobservable inputs would not have had a significant change in fair value.

Notes (continued)

for the year ended 31 December 2024

15. Biological assets (continued)

15.1 Reconciliation of biological assets

R'000	ABALONE	MUSSELS AND OYSTERS	TOTAL
2024			
Balance at 1 January	189 676	—	189 676
Increase due to additions and cost capitalised ¹	24 187	—	24 187
Decrease due to harvest and mortalities	(15 422)	—	(15 422)
Deemed disposal of subsidiary	(198 441)	—	(198 441)
Fair value adjustment	—	—	—
Balance at 31 December	—	—	—
2023			
Balance at 1 January	148 556	16 640	165 196
Increase due to additions and cost capitalised ¹	73 696	9 116	82 812
Decrease due to harvest and mortalities	(52 842)	(13 779)	(66 621)
Disposal of subsidiary	—	(6 303)	(6 303)
Fair value adjustment	20 266	(5 674)	14 592
Balance at 31 December	189 676	—	189 676
Transferred to current	(118 266)	—	(118 266)
Total non-current	71 410	—	71 410

15.2 Risk management strategy related to aquacultural activities

Exchange rate risks

The Group was subject to changes in the exchange rate as abalone sales prices are denominated in US dollar and biological assets are measured at fair value which is also based on the US dollar market price. The Group's currency risk management is described in note 47.5.

Assumption sensitivity analysis

In the prior year, the Group performed a sensitivity analysis relating to its exposure to a change in exchange rates used in the valuation of abalone. The sensitivity analysis demonstrated the increase/(decrease) on the biological assets, which could result from a change in this assumption.

	EXCHANGE RATE	FAIR VALUE ADJUSTMENT R'000
2023		
-10% (weakening of the Rand against the USD)	\$1/R20.27	15 889
+10% (strengthening of the Rand against the USD)	\$1/R16.59	(15 889)

¹ The additions and cost capitalised to biological assets include non-cash costs of Rnil (2023: R5.9 million).

16. Goodwill

Accounting policy

Recognition and measurement

Goodwill arising on the acquisition of subsidiaries or businesses is presented separately in the statement of financial position and carried at cost less accumulated impairment losses.

Cost

Goodwill is initially measured as the excess of the aggregate of the consideration transferred, the amount of any non-controlling interest, the acquisition date fair value of any previously held equity interest over the net identifiable assets acquired and liabilities assumed. If the cost of the acquisition is less than the fair value of the net assets of the subsidiary or business acquired, the difference (gain on bargain purchase) is recognised in profit or loss.

The gain or loss recognised in profit or loss on the loss of control of a subsidiary is calculated after taking into account the carrying amount of any related goodwill.

Impairment

For the purposes of impairment testing, goodwill is allocated to the lowest level of cash generating unit (or "CGU"). Each of those cash generating units represents the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. The allocation is made to those cash generating units or groups of cash generating units that are expected to benefit from the business combination in which the goodwill arose. Impairment assessments are performed annually, or more frequently if there are indicators that the carrying amount might be impaired. Impairment testing is performed by comparing the value-in-use of the cash generating unit to the carrying amount. Impairment testing is only performed on cash generating units that are considered to be significant in comparison to the total carrying amount of goodwill. In addition, the carrying values of intangible assets with an indefinite useful life have been included in the carrying amounts and fair values of the CGU's and therefore forms part of the overall impairment consideration.

Significant judgement and estimates

The value-in-use calculation used in the Australia, Aquaculture and Cape Harvest Foods CGU's requires management to estimate future cashflows and a discount rate in order to calculate present value. The South African Fishing CGU's recoverable amount is the fair value less costs to sell which requires earnings projections and price earnings multiple estimates.

Value-in-use

Key assumptions relating to this valuation include the discount rate and cash flows used to determine the value-in-use. Future cash flows are estimated based on the most recent budgets and forecasts approved by management covering a period of up to five years and are extrapolated over the useful life of the asset to reflect the long-term plans of the Group using the estimated growth rate for the specific business or product. The estimated future cash flows and discount rates used are pre-tax based on an assessment of the current risks applicable to the specific asset and/or entity and country in which it operates or the product is sold.

Management determines the expected performance of the assets based on the following:

- an assessment of existing products against past performance and market conditions;
- an assessment of existing products against existing market conditions; and
- the pipeline of existing products under development, applying past experiences of launch success, existing market conditions and new markets

The growth rate used to extrapolate cash flow projections beyond the period covered by the budgets and forecasts takes into account the long-term average rates of the industry in which the cash generating unit is operating. Estimations are based on a number of key assumptions such as volume, price and product mix which will create a basis for future growth and gross margin. These assumptions are set in relation to historic figures and external reports on market growth. If necessary, these cash flows are then adjusted to take into account any changes in assumptions or operating conditions that have been identified subsequent to the preparation of the budgets and forecasts.

The weighted average cost of capital is derived from a pricing model based on credit risk and the cost of debt. The variables used in the model are established on the basis of management judgement and current market conditions. Management judgement is also applied in estimating the future cash flows of the cash generating units. These values are sensitive to the cash flows projected for the periods for which detailed forecasts are not available and to the assumptions regarding the long-term sustainability of the cash flows thereafter.

Impairment losses recognised in respect of goodwill are not reversed in subsequent periods.

Notes (continued)

for the year ended 31 December 2024

R'000	2024	2023
16. Goodwill (continued)		
Balance at 1 January	1 036 759	1 017 694
Deemed disposal of subsidiary	(1 030 162)	—
Foreign currency translation adjustment	(6 597)	19 065
Balance at 31 December	—	1 036 759
Allocation of goodwill to cash-generating units for the purpose of impairment reviews and testing		
Goodwill is allocated to the consolidated entity's cash-generating units identified according to geographical segments.		
The carrying amount of goodwill was allocated to CGU's as follows:		
South African Fishing operations	—	463 325
Australian operations	—	272 870
Cape Harvest Foods	—	230 581
Aquaculture operations	—	69 983
	—	1 036 759

South African Fishing

In the prior year, the recoverable amount of the CGU was determined on the basis of fair value less costs to sell. The fair value less costs to sell calculation used an average of actual 2023 earnings and 2024 projected earnings. A price earnings multiple of 9.28 was used in the valuation, which was an average of listed companies operating in the same industry adjusted by a 15% risk factor for size and the unlisted nature of the CGU, and the completion of the Fishing Rights Allocation Process. The valuation resulted in a surplus over the carrying value of the CGU and thus the directors believed that a reasonably possible change in the multiple would not result in an impairment of the carrying value of goodwill.

In the prior year, the inputs applied in the valuation techniques to determine the recoverable amount were categorised as level 3 inputs in terms of IFRS 13 *Fair Value Measurement*.

Australian operations (including MG Kailis)

In the prior year, the recoverable amount of this CGU was determined based on a value-in-use calculation which requires the use of certain assumptions. The calculation used cash flow projections based on financial budgets approved by the Sea Harvest board, covering a five-year period. The below key estimates were used in the value-in-use calculation:

%	2024	2023
Pre-tax discount rate	n/a	11.88
Revenue growth per annum	n/a	3.00
Inflation ¹	n/a	3.00
Terminal growth rate	n/a	3.00

¹ In line with the inflation rate in Australia.

In the prior year, the valuation resulted in a surplus over the carrying values of the CGU and thus the directors believed that a reasonably possible change in the assumptions would not result in an impairment of the carrying value of goodwill.

Cape Harvest Foods

In the prior year, the recoverable amount of this CGU was determined based on a value-in-use calculation which requires the use of certain assumptions. The calculation used cash flow projections based on financial budgets approved by the Sea Harvest board, covering a five-year period. The below key estimates were used in the value-in-use calculation:

%	2024	2023
Pre-tax discount rate	n/a	15.37
Revenue growth per annum (five-year average)	n/a	8.20
Inflation ¹	n/a	6.00
Terminal growth rate	n/a	6.00

¹ In line with the inflation rate in South Africa.

In the prior year, the valuation resulted in a surplus over the carrying value of the CGU and thus the directors believed that a reasonably possible change in the assumptions would not result in an impairment of the carrying value of goodwill.

The carrying values of intangible assets with indefinite useful lives were included in the carrying amounts and fair values of the Australian and Cape Harvest Foods CGUs.

Aquaculture operations

In the prior year, the recoverable amount of this CGU was determined based on a value-in-use calculation which requires the use of certain assumptions. The calculation used cash flow projections based on financial budgets approved by the Sea Harvest board, covering a five-year period. The below key estimates are used in the value-in-use calculation:

%	2024	2023
Pre-tax discount rate	n/a	16.36
Revenue growth per annum (five-year average) ¹	n/a	13.70
Inflation ²	n/a	6.00
Terminal growth rate	n/a	6.00

¹ The increase in the growth rate is based on forecasting larger average-sized abalone, driving an enhanced higher margin of dried product in the sales mix.

² In line with the inflation rate in South Africa.

In the prior year, the valuation resulted in a significant surplus over the carrying values of the CGU and thus the directors believed that a reasonably possible change in the assumptions would not result in an impairment of the carrying value of goodwill.

Notes (continued)

for the year ended 31 December 2024

17. Intangible assets

Accounting policy

Recognition and measurement

Intangible assets acquired separately are initially measured at cost. Intangible assets acquired separately include long-term fishing rights and permits, retail agency rights, trade names and brands, aquaculture-related intangibles and computer software. Intangible assets acquired in a business combination are identified and recognised separately from goodwill where they satisfy either the separability criterion or contractual legal criterion in IFRS 3 *Business Combinations*. The cost of such intangible assets is their fair value at the acquisition date. Identifiable acquired intangible assets relating to business combinations include long-term fishing rights and permits, trade names and brands and aquaculture-related intangibles.

Accumulated amortisation

Subsequent to initial recognition, intangible assets with finite useful lives, are carried at cost less accumulated amortisation. Amortisation is charged on a straight-line basis over the assets estimated useful lives, and is recognised as expenses in the statement of profit or loss. The estimated useful lives and amortisation methods are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Impairment

An indefinite useful life intangible asset is an intangible asset where there is no foreseeable limit to the period over which the asset is expected to generate net cash inflows for the Group.

An impairment assessment is performed on indefinite useful life intangible assets at the end of each reporting period, or more frequently if there are impairment indicators. Intangible assets with finite useful lives are reviewed at the end of each reporting period, but only assessed for impairment when there are impairment indicators. Impairment testing is performed by comparing the recoverable amount to the carrying amount of the intangible asset.

The recoverable amounts of the intangible assets are determined as the higher of value-in-use and fair value less costs to sell.

Value-in-use

Key assumptions relating to this valuation include the discount rate and cash flows used to determine the value-in-use. Future cash flows are estimated based on the most recent budgets and forecasts approved by management covering a period of up to five years and are extrapolated over the useful life of the asset to reflect the long-term plans of the Group using the estimated growth rate for the specific business or product. The estimated future cash flows and discount rates used are pre-tax based on an assessment of the current risks applicable to the specific asset and/or entity and country in which it operates or the product is sold.

Management determines the expected performance of the assets based on the following:

- an assessment of existing products against past performance and market conditions;
- an assessment of existing products against existing market conditions; and
- the pipeline of products under development, applying past experiences of launch success and existing market conditions.

The growth rate used to extrapolate cash flow projections beyond the period covered by the budgets and forecasts takes into account the long-term average rates of the industry in which the cash generating unit is operating. Estimations are based on a number of key assumptions such as volume, price and product mix which will create a basis for future growth and gross margin. These assumptions are set in relation to historic figures and external reports on market growth. If necessary, these cash flows are then adjusted to take into account any changes in assumptions or operating conditions that have been identified subsequent to the preparation of the budgets and forecasts.

The weighted average cost of capital is derived from a pricing model based on credit risk and the cost of debt. The variables used in the model are established on the basis of management judgement and current market conditions. Management judgement is also applied in estimating the future cash flows of the cash generating units. These values are sensitive to the cash flows projected for the periods for which detailed forecasts are not available and to the assumptions regarding the long-term sustainability of the cash flows thereafter.

Intangible assets that have been impaired in past financial years are reviewed for possible reversal of impairment at each reporting date.

Significant judgements and estimates

Intangible assets as a result of contractual or legal rights

Significant judgement is applied by management when determining the classification of long-term fishing rights and permits as finite or indefinite useful life intangible assets and in determining the amortisation period for finite useful life intangible assets.

Perpetual fishing licences

Australian fishing licences held in perpetuity by the Group subject to compliance with regulatory and financial obligations, which are probable of being complied with, are classified as indefinite useful life intangible assets.

Long-term fishing rights

Fishing rights allocated by the South African Department of Forestry, Fisheries and the Environment for a period of time in terms of its Fishing Rights Allocation Process ("FRAP") are classified as finite useful life intangible assets.

Indefinite useful life intangible assets constituted 93% of total intangible assets in the prior year.

Amortisation of long-term fishing rights

The Group amortises long-term fishing rights over a longer period than the original term of the right, after considering the following factors:

- whether the Group intends and is able to renew the fishing rights;
- whether there are substantial costs associated with renewal; and
- whether there will be any material modifications to existing terms of the right.

The expectation of renewal of the long-term fishing rights is based on the Group's:

- transformation credentials;
- history of compliance with permit conditions and fishing responsibly;
- significant capital investment in order to conduct deep sea fishing operations;
- socio-economic impact on the communities in which it operates;
- assessment of the impact of new entrants on the FRAP;

and therefore requires a significant degree of judgement to be applied by management.

Due to the nature of the Group's intangible assets, management do not apply residual values to them.

Amortisation useful lives

The anticipated useful lives used to amortise the Group's intangible assets are as follows:

Long-term fishing rights and permits (finite)	2 allocation cycles
Perpetual fishing licences	Indefinite
Retail agency rights	Indefinite
Brands	8 years – indefinite
Trade names and customer relationships	5 – 10 years
Aquaculture-related intangibles	8 – 14 years
Computer software	1 – 3 years

Notes (continued)

for the year ended 31 December 2024

17. Intangible assets (continued)

R'000	LONG TERM FISHING RIGHTS AND PERMITS	RETAIL AGENCY RIGHTS	TRADE NAMES AND BRANDS	AQUACULTURE RELATED INTANGIBLES	COMPUTER SOFTWARE DEVELOPMENT	TOTAL
2024						
Cost	1 598 275	3 822	61 425	2 991	35 973	1 702 486
Accumulated amortisation and impairment losses	(171 503)	(87)	(9 565)	(1 243)	(35 953)	(218 351)
Carrying amount at 1 January 2024	1 426 772	3 735	51 860	1 748	20	1 484 135
Deemed disposal of subsidiary	(1 392 072)	(3 645)	(47 956)	(1 673)	—	(1 445 346)
Effect of foreign currency differences on cost	(32 096)	(90)	(21)	—	—	(32 207)
Amortisation	(2 604)	—	(1 212)	(75)	(13)	(3 904)
Carrying amount at 31 December 2024	—	—	2 671	—	7	2 678
Carrying amount comprises:						
Cost	174 107	87	13 448	1 318	35 973	224 933
Accumulated amortisation and impairment losses	(174 107)	(87)	(10 777)	(1 318)	(35 966)	(222 255)
	—	—	2 671	—	7	2 678
2023						
Cost	1 505 625	3 562	86 974	2 991	35 944	1 635 096
Accumulated amortisation and impairment losses	(163 689)	(87)	(8 152)	(1 017)	(35 944)	(208 889)
Carrying amount at 1 January 2023	1 341 936	3 475	78 822	1 974	—	1 426 207
Additions	257	—	—	—	29	286
Disposal of subsidiary	—	—	(25 609)	—	—	(25 609)
Effect of foreign currency differences on cost	92 393	260	60	—	—	92 713
Amortisation	(7 733)	—	(1 413)	(226)	(9)	(9 381)
Effect of foreign currency differences on amortisation	(81)	—	—	—	—	(81)
Carrying amount at 31 December 2023	1 426 772	3 735	51 860	1 748	20	1 484 135
Carrying amount comprises:						
Cost	1 598 275	3 822	61 425	2 991	35 973	1 702 486
Accumulated amortisation and impairment losses	(171 503)	(87)	(9 565)	(1 243)	(35 953)	(218 351)
	1 426 772	3 735	51 860	1 748	20	1 484 135

In the prior year, the fishing licences and retail agency rights in Australia were held in perpetuity and were classified as indefinite useful life intangible assets. The licences represented 10 of 18 licences, issued by the Western Australia Department of Fisheries for the Shark Bay Prawn Managed Fishery and 20 Spanish Mackerel licences. The licences relating to the MG Kailis acquisition included 15 Exmouth prawn licences, five Pilbara fish trawl licences, two Pilbara wet line licences and one Western Deepwater trawl licence. There were no breaches of financial or regulatory obligations. Fishing licences with a carrying value of R1.3 billion were pledged to secure long-term borrowings with the Bank Commonwealth of Australia ("CBA").

Refer to note 16 for the impairment assessment of the Australian operation.

In the prior year, fishing licenses and permits with finite useful lives had a remaining useful life of 12.8 years.

18. Interest in subsidiaries

Details of non-wholly owned subsidiaries that have material non-controlling interests

%	2024	2023
Name of subsidiary		
Sea Harvest Group Limited¹	n/a	42.1
Summarised financial information in respect of each of the Group's subsidiaries that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intra-group eliminations. At the reporting date, Sea Harvest is no longer a subsidiary of the Group. Refer to note 19.1 for further information.		
R'000	2024	2023
Statement of financial position		
Assets		
Non-current assets	n/a	5 659 961
Current assets	n/a	2 364 584
Total assets	n/a	8 024 545
Equity and liabilities		
Non-current liabilities	n/a	3 393 701
Current liabilities	n/a	1 253 432
Equity attributable to owners of the company	n/a	3 354 351
Non-controlling interests	n/a	23 061
Total equity and liabilities	n/a	8 024 545
Statement of profit or loss		
Revenue	1 868 268	6 204 776
(Loss)/profit for the year	(14 561)	269 359
(Loss)/profit attributable to owners of the company	(12 758)	282 139
Loss attributable to the non-controlling interests	(1 803)	(12 780)
Statement of comprehensive income		
Other comprehensive income, net of tax	23 227	21 071
Total comprehensive income for the year	8 666	290 430
Total comprehensive income attributable to owners of the company	10 469	302 546
Total comprehensive loss attributable to the non-controlling interests	(1 803)	(12 116)
Dividends paid to non-controlling interests	68 239	50 399
Cash flow information		
Net cash (outflow)/inflow from operating activities	(93 667)	450 184
Net cash outflow from investing activities	(159 358)	(524 340)
Net cash (outflow)/inflow from financing activities	(38 804)	75 896
Net cash (outflow)/inflow	(291 829)	1 740

¹ Calculation of interest excludes treasury shares

Notes (continued)

for the year ended 31 December 2024

19. Disposals

19.1 Deemed disposal of subsidiary

During the current year, Sea Harvest concluded its acquisition of certain subsidiaries of Terrasan Group Limited ("Terrasan"), which resulted in Sea Harvest issuing 60 million fresh shares to Terrasan. Consequently, Sea Harvest is no longer a subsidiary of Brimstone, and is now accounted for as an associate, with effect from 14 May 2024.

Upon the loss of control of Sea Harvest, Brimstone recognised a net loss on deemed disposal of R562.1 million, which comprises, a loss on deemed disposal of R337.5 million, a loss of R307.7 million on the remeasurement to fair value of the portion of the investment retained, and a gain of R83.1 million relating to the recycling of other comprehensive income ("OCI").

R'000	31 DECEMBER 2024
Portion of investment "disposed of"	
Consideration	—
Less: carrying value of investment "disposed of"	337 511
Loss on deemed disposal	(337 511)
Portion of investment retained	
Fair value	1 241 368
Less: carrying value of investment retained	1 549 022
Remeasurement loss	(307 654)
Recycling of OCI	83 072
Net loss on deemed disposal	(562 093)

The carrying amount of the assets and liabilities at the date of deemed disposal were:

R'000	14 MAY 2024
Property, plant, equipment and vehicles	2 484 527
Investment property	79 432
Right-of-use assets	190 247
Biological assets	198 441
Goodwill	1 030 162
Intangible assets	1 445 346
Investments in associate companies and joint ventures	126 275
Investments	14 180
Loans and other receivables	59 115
Loans to supplier partners	106 636
Deferred taxation	5 225
Other financial assets	37 806
Inventories	1 054 155
Trade receivables	1 007 053
Taxation	14 487
Cash and cash equivalents	64 873
Total assets	7 917 960
Interest bearing borrowings	2 654 503
Employee related liabilities	25 774
Lease liabilities	226 878
Deferred grant income	34 706
Deferred taxation	870 403
Short-term provisions	18 897
Bank overdrafts	132 873
Trade payables	446 434
Other payables	218 455
Other financial liabilities	57
Taxation	11 870
Total liabilities	4 640 850
Non-controlling interest	21 258
Net assets attributable to Brimstone	3 255 852
Total consideration received	
Cash	—
Net cash flow on disposal of subsidiary	
Consideration received in cash	—
Add: net overdraft “disposed of”	68 000
	68 000
Loss on deemed disposal and remeasurement loss	
Consideration	—
Net assets “disposed of”	(3 255 852)
Non-controlling interests “disposed of”	1 369 319
Investment in associate (formerly a subsidiary) recognised at fair value	1 241 368
	(645 165)

Notes (continued)

for the year ended 31 December 2024

19. Other transactions (continued)

19.2 Disposal of subsidiary

During the current year, Brimstone disposed of its 51% holding in Newshelf 1409 Proprietary Limited (which held the investment in Milpark Investments SPV Proprietary Limited) to STADIO Holdings Limited, for a total consideration of R117.5 million. The Group realised a profit of R73.1 million on the disposal.

R'000	31 DECEMBER 2024
Portion of investment disposed of	
Consideration	117 500
Less: carrying value of investment disposed of	(44 406)
Gain on disposal	73 094
The carrying amount of the assets and liabilities at the date of disposal were:	
Investments	87 499
Total assets	87 499
Other payables	830
Total liabilities	830
Net assets attributable to Brimstone	86 669
Net cash flow on disposal of subsidiary	
Consideration received in cash	117 500

20. Investments in associate companies and joint ventures

Accounting policy

Recognition and measurement

Associates are entities in which the Group has an interest directly or indirectly and over which it has significant influence, but not control or joint control, through participation in the financial and operating policy decisions of the entity. Where the Group holds at least an 20% equity interest it is presumed to have significant influence.

Joint ventures are entities in which the Group has an interest where it, along with one or more of the other shareholders, has contractually agreed to share control of the business and where the major decisions require the unanimous consent of the joint partners.

In both cases, the Group applies the equity method of accounting, under which the investments are initially recognised at the fair value of the purchase consideration, including acquisition related costs and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in profit or loss, and the Group's share of movements in other comprehensive income of the investee in other comprehensive income. The Group's share of any other changes of the investee's net assets, other than profit or loss or other comprehensive income and distributions received, is recognised in the Group's equity. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

When the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the investee, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the investee.

The most recent available financial statements of the associate or joint venture are used in applying the equity method. When the reporting period of the associate or joint venture is different to that of the Group by more than three months, the associate or joint venture prepares, for the use of the Group, financial statements as of the same date as the financial statements of the Group unless it is impracticable to do so. When the reporting period of the associate or joint venture is different to that of the Group by less than three months, adjustments are made for significant transactions occurring between the respective year ends.

Discontinuing the use of the equity method

The Group discontinues the use of the equity method where the investment in the investee becomes a subsidiary (the Group gains control), a financial asset (the Group loses significant influence) or is disposed of. The Group reclassifies to profit or loss the cumulative amount of other net asset changes previously recognised in the Group's equity when it discontinues the use of the equity method for any reason.

R'000	2024	2023
Cost of investment in associate companies and joint ventures	2 752 419	1 678 960
Loans to associate companies and joint ventures	66 882	154 029
Share of other comprehensive income of associates	356 539	535 750
Share of distributions made by associates and joint ventures	(82 267)	(82 267)
Share of other net asset changes of associate	116 117	(100 067)
Share of retained earnings since acquisition, net of dividends received	1 121 067	828 933
	4 330 757	3 015 338
Transferred to non-current assets held for sale	—	(87 499)
	4 330 757	2 927 839

Notes (continued)

for the year ended 31 December 2024

20. Investments in associate companies and joint ventures (continued)

Associates

Refer to [Appendix 2](#) for full details of associate companies. The aggregate assets, liabilities and results of operations of associate companies are summarised below:

20.1 Details of material associate

DETAILS OF THE GROUP'S MATERIAL ASSOCIATE ARE AS FOLLOWS:	PROPORTION OF OWNERSHIP INTEREST AND VOTING POWER HELD BY THE GROUP	
	2024	2023
%		
Oceana Group Limited¹	27.29	27.20

The above associate is accounted for using the equity method in these consolidated financial statements. Oceana Group Limited is incorporated and operates in South Africa.

The financial year end of Oceana Group Limited is 30 September. Brimstone does not have the authority to change this date. For purposes of applying the equity method of accounting, the financial statements of Oceana Group Limited for the year ended 30 September 2024 have been used and appropriate adjustments have been made for the effects of significant transactions between that date and 31 December 2024. As at 31 December 2024, the fair value of the Group's interest in Oceana Group Limited, which is listed on the JSE, was R2.2 billion (2023: R2.3 billion) based on the quoted market price available on the JSE, which is a level 1 input in terms of IFRS 13. The fair value is below the carrying amount of R2.6 billion (2023: R2.7 billion), however, no impairment was considered necessary as there was no objective evidence that the net investment was impaired (in terms of IAS 28 *Investments in Associates and Joint Ventures* paragraph 41A).

R'000	2024	2023
Statement of financial position		
Non-current assets	8 714 000	8 840 000
Current assets	5 421 000	4 634 000
Assets held for sale	—	9 000
Total assets	14 135 000	13 483 000
Non-current liabilities	3 309 000	2 733 000
Current liabilities	3 108 000	2 781 000
Non-controlling interests	141 000	187 000
Net assets	7 577 000	7 782 000
Statement of comprehensive income		
Revenue	10 061 000	9 987 000
Profit for the year	1 114 000	1 343 000
Other comprehensive income for the year	(677 000)	228 000
Total comprehensive income for the year	437 000	1 571 000
Dividend received from associate during the year	162 034	142 393
Reconciliation of the above summarised financial information to the carrying amount of the interest in Oceana Group Limited recognised in the consolidated financial statements.		
Net assets of the associate	7 577 000	7 782 000
Proportion of the Group's ownership interest in Oceana Group Limited (%)	27.29	27.20
Share of net assets	2 067 391	2 117 057
Goodwill (notional)	658 178	658 178
Dividend received after 30 September	(98 202)	(99 839)
Carrying amount of the Group's interest in Oceana Group Limited	2 627 367	2 675 396

¹ Calculation of interest excludes treasury shares

DETAILS OF THE GROUP'S MATERIAL ASSOCIATE ARE AS FOLLOWS:

**PROPORTION OF OWNERSHIP
INTEREST AND VOTING POWER
HELD BY THE GROUP**

%	2024	2023
Sea Harvest Group Limited¹	47.38	n/a

The above associate is accounted for using the equity method in these consolidated financial statements. Sea Harvest Group Limited is incorporated and operates in South Africa.

The financial year end of Sea Harvest Group Limited is 31 December. As at 31 December 2024, the fair value of the Group's interest in Sea Harvest Group Limited, which is listed on the JSE, was R1.3 billion (2023: n/a) based on the quoted market price available on the JSE, which is a level 1 input in terms of IFRS 13. The fair value is below the carrying amount of R1.6 billion (2023: n/a), however, no impairment was considered necessary as there was no objective evidence that the net investment was impaired (in terms of IAS 28 paragraph 41A).

R'000	2024	2023
Statement of financial position		
Non-current assets	6 647 313	n/a
Current assets	3 179 910	n/a
Assets held for sale	20 000	n/a
Total assets	9 847 223	n/a
Non-current liabilities	4 198 277	n/a
Current liabilities	1 688 596	n/a
Non-controlling interests	(9 935)	n/a
Net assets	3 970 285	n/a
Statement of comprehensive income		
Revenue	7 177 534	n/a
Profit for the year	229 788	n/a
Other comprehensive income for the year	29 297	n/a
Total comprehensive income for the year	7 436 619	n/a
Reconciliation of the above summarised financial information to the carrying amount of the interest in Sea Harvest Group Limited recognised in the consolidated financial statements.		
Net assets of the associate	3 970 285	n/a
Proportion of the Group's ownership interest in Sea Harvest Group Limited (%)	47.38	n/a
Share of net assets	1 881 025	n/a
Remeasurement loss	(307 654)	n/a
Carrying amount of the Group's interest in Sea Harvest Group Limited	1 573 371	

¹ Calculation of interest excludes treasury shares

Notes (continued)

for the year ended 31 December 2024

R'000	2024	2023
20. Investments in associate companies and joint ventures (continued)		
20.2 Aggregate information of associates that are not individually material		
Group's share of (losses)/profits	(6 387)	30 148
Group's share of other comprehensive income	507	836
Group's share of total comprehensive (losses)/income	(5 880)	30 984
Dividends received from associates during the year	27 794	30 819
Aggregate carrying amount of the Group's interest in these associates	122 065	267 102
Joint ventures		
Refer to Appendix 2 for full details of joint venture companies. The aggregate assets, liabilities and results of operations of joint ventures are summarised below:		
20.3 Aggregate information of joint ventures that are not individually material		
Group's share of profits/(losses)	1 930	(33)
Group's share of total comprehensive income/(losses)	1 930	(33)
Dividends received from joint ventures during the year	996	996
Aggregate carrying amount of the Group's interest in these joint ventures	7 954	72 840

21. Investments

Accounting policy

The Group holds financial assets including listed and unlisted equities and derivatives to support the Group's capital strategies and hedge market risks, including loans to external parties, associates and joint ventures.

Classification and measurement in accordance with IFRS 9 Financial Instruments

The Group initially records all financial assets at fair value. The Group subsequently holds each financial asset at fair value ("fair value through profit or loss" ("FVTPL") or "fair value through other comprehensive income" ("FVTOCI")) or at amortised cost. Fair value is the price that would be received to sell an asset or paid to transfer a liability between market participants. Amortised cost is the amount determined based on accreting the initial amount recognised for the financial instrument to the maturity value on a systematic basis using a fixed interest rate (effective interest rate), taking account of repayment dates and initial premiums or discounts.

Financial assets at amortised cost

Financial assets are measured at amortised cost when their contractual cash flows represent solely payments of principal and interest and they are held within a business model designed to collect cash flows. This classification typically applies to the Group's loans and trade receivables. The carrying value of amortised cost financial assets is adjusted for impairment under the expected loss model (see notes 22 and 24).

Financial assets at fair value through other comprehensive income

Financial assets are held at FVTOCI if it is an investment in an equity instrument within the scope of IFRS 9 that is neither held for trading nor contingent consideration recognised in a business combination to which IFRS 3 applies, and the Group has at initial recognition made an irrevocable election to present subsequent changes in the fair value in other comprehensive income.

Financial assets at fair value through profit or loss

All other financial assets are held at FVTPL. The Group's financial assets at FVTPL principally comprise investments in equities and derivatives.

R'000	2024	2023
Investments at FVTOCI		
Unlisted investments		
Shares at fair value (non-current)	—	28 360
Investments at FVTPL		
Unlisted investments		
Shares at fair value (non-current)	535 849	401 700
Listed investments		
Shares at fair value (non-current)	13 448	453 361
Total investments	549 297	883 421
Refer to Appendix 3 for full details on the investments.		
Unlisted investments are regarded as Level 3 financial instruments for fair value purposes.		
Reconciliation of level 3 fair value measurements		
Opening balance	430 060	377 405
Total gains or losses – in profit or loss	84 150	55 514
Total gains or losses – in other comprehensive income	(245)	(2 859)
Acquisitions	50 000	—
Deemed disposal of subsidiary	(28 116)	—
Closing balance	535 849	430 060

Notes (continued)

for the year ended 31 December 2024

22. Loans to supplier partners		
Balance at 1 January	114 145	101 664
Advances to supplier partners	725	6 962
Interest charged	2 906	8 470
Interest repaid	(128)	(2 129)
Loans repaid	(457)	(822)
Deemed disposal of subsidiary – current portion	(10 555)	–
Deemed disposal of subsidiary – non current portion	(106 636)	–
Balance at 31 December	–	114 145
Non-current	–	103 590
Current ¹	–	10 555
	–	114 145

In the prior year the balance related mainly to loans advanced to Nalitha Investments Proprietary Limited and South African Fishing Empowerment Corporation Proprietary Limited. These loans had no fixed terms of repayment, incurred interest at JIBAR plus 2.65% and were repayable in equal quarterly instalments. The remaining loans related to various supplier partners where loans were granted for the sale of part shares in vessels. These loans were interest free and had repayments terms of between 5 and 7 years. The Group had considered the expected credit losses on these loans and the impact was insignificant.

¹ Current portion of supplier partner loans was included in trade and other receivables.

23. Inventories

Accounting policy

Recognition and measurement

The Group recognises inventories initially at cost when it has control of the inventories, expects it to provide future economic benefits and the cost can be measured reliably. Cost is determined on the first-in-first-out basis. Cost includes expenditure incurred in acquiring, manufacturing and transporting the inventory to its present location. Inventories are subsequently measured at the lower of cost and net realisable value. The carrying amounts of finished goods and work-in-progress include raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity), but exclude borrowing costs. Net realisable value is the estimate of the selling price in the ordinary course of business, less the costs of completion and applicable variable selling expenses.

A provision for obsolete inventories is established when there is evidence that no future economic benefits will be obtained for such inventories. The carrying amount of the inventories is reduced and the amount of the loss is recognised in profit or loss within raw materials and consumable used, if insignificant in amount, otherwise within net operating expenses.

R'000	2024	2023
Raw materials	–	45 247
Work-in-progress	–	34 370
Finished goods	72 095	804 492
Consumable stores	–	205 271
	72 095	1 089 380

24. Trade and other receivables

Accounting policy

Recognition and measurement

Receivables (except for trade receivables which are initially measured at transaction price) are initially recognised at fair value and subsequently measured at amortised cost, less impairments, using the effective interest rate method. No fair value adjustment is made for the effect of time value of money where receivables have a short-term profile. The Group applies the IFRS 9 simplified approach to measuring expected credit losses ("ECLs") which uses an expected credit loss allowance for all trade receivables.

IFRS 9 allows an entity to use a simplified "provision matrix" for calculating ECLs as a practical expedient for trade receivables, if consistent with the general principles for measuring ECLs. The provision matrix is based on an entity's historical default rates over the expected life of the trade receivables and is adjusted for forward looking factors specific to the debtors and economic environment by looking at the future prospects of the industries that the Group's debtors operate in, obtained from financial analysts and various forecast economic information relating to the debtors' core operations. We considered the ECLs on receivables other than trade receivables under the general model and the impact is not considered significant.

This provision is recognised through the use of an allowance account for losses. The carrying amount of the asset is reduced and the amount of the loss is recognised in profit or loss within administrative expenses. When a trade receivable is uncollectible, it is written off against the allowance account for losses.

Trade receivables are written off where there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, among others, the failure of a debtor to engage in a repayment plan with the Group for a period of greater than 180 days past due.

For corporate customer's management have made the assumption that a customer is in default when the debt is 180 days past due. This is on the basis of billing disputes taking time to resolve resulting in a high cure rate.

If, in a subsequent period, the amount of the impairment loss, decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is credited against administrative expenses in profit or loss.

R'000	2024	2023
Gross trade receivables	55 534	788 594
Less: Allowance for expected credit losses	(4 947)	(27 844)
Trade receivables	50 587	760 750
Other receivables	7 872	224 347
Prepayments	—	65 691
VAT receivable	89	96 856
Current portion of loans to supplier partners	—	10 555
Other receivables ¹	7 783	51 245
	58 459	985 097

¹ Other receivables consist of non-trade debtors and other sundry receivables.

No interest is charged on the trade receivables within agreed credit terms. Thereafter, interest is charged at prime bank overdraft rates on the overdue balance.

The granting of credit is controlled by application and credit-vetting procedures, which are reviewed and updated on an ongoing basis. Credit risk is reduced by other measures, such as credit guarantee insurance.

Notes (continued)

for the year ended 31 December 2024

24. Trade and other receivables (continued)

The following table shows the movement in lifetime ECLs that have been recognised for trade receivables in accordance with the simplified approach set out in IFRS 9. The decrease in the ECL allowance compared to the prior year is due to the deemed disposal of subsidiary.

R'000	2024	2023
Movement in the allowance for ECLs		
Balance at beginning of the year	27 844	14 707
Amounts written off during the year	(1 462)	(6 890)
Increase in allowance recognised in profit or loss	1 020	20 864
Disposal of subsidiary	—	(864)
Deemed disposal of subsidiary	(22 450)	—
Effect of foreign currency differences on the allowance	(5)	27
Balance at end of the year	4 947	27 844

R'000	GROSS TRADE RECEIVABLES	ALLOWANCE FOR ECLs	EXPECTED LOSS RATE (%)
2024			
Current	25 190	320	1.3
31 to 60 days	16 787	243	1.4
61 to 90 days	4 259	67	1.6
91 to 120 days	6 714	176	2.6
over 120 days	9 717	4 141	42.6
	62 667	4 947	
2023			
Current	656 688	—	—
31 to 60 days	57 778	1	—
61 to 90 days	14 328	24	0.2
91 to 120 days	6 718	5	0.1
over 120 days	53 082	27 814	52.4
	788 594	27 844	

In determining the recoverability of trade receivables, the Group considers any change in the credit quality of trade receivables from the date credit was initially granted up to the reporting date. The Group considers a financial asset in default when contractual payments are 90 days (2023: 60 days) and more past due. However, in certain cases, the Group also considers a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full. This definition of default is consistent with the procedures required to comply with credit guarantee insurance. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows. For material debtors, this will be once liquidation proceedings are finalised.

Included in the Group's trade receivables balance are receivables with a carrying value of R26 million (2023: R71.8 million) which are past due at the reporting date for which the Group has not provided as there has not been a significant change in credit quality and the amounts are still considered recoverable. The Group does not hold any collateral over these balances.

25. Cash and cash equivalents

Accounting policy

Actual bank balances are reflected. Outstanding cheques and deposits are included in accounts payable and accounts receivable respectively. For the purpose of the statement of cash flows, cash and cash equivalents includes cash on hand and deposits held with banks. Bank overdraft is considered to be a financing activity.

R'000	2024	2023
Cash at banks and on hand	127 416	421 829

Cash at banks earns interest at floating rates based on daily bank deposit rates.

	NUMBER OF SHARES		R'000	R'000
	2024	2023	2024	2023
26. Share capital				
26.1 Authorised				
Ordinary shares of 0.1 cents each	500 000 000	500 000 000	500	500
"N" Ordinary shares of 0.001 cents each	1 000 000 000	1 000 000 000	10	10
			510	510
26.2 Issued and fully paid				
Ordinary shares of 0.1 cents each	39 874 146	39 874 146	40	40
"N" Ordinary shares of 0.001 cents each	224 975 962	224 975 962	2	2
26.3 Held as treasury shares				
Ordinary shares of 0.1 cents each	(3 295 673)	(3 256 948)	(3)	(3)
"N" Ordinary shares of 0.001 cents each	(20 010 064)	(16 080 679)	—	—
Total share capital				
Ordinary shares of 0.1 cents each			37	37
"N" Ordinary shares of 0.001 cents each			2	2
			39	39
26.4 Movement in treasury shares				
Ordinary shares of 0.1 cents each				
Balance at the beginning of the year	(3 256 948)	(3 127 570)		
Repurchased for cash	(38 725)	(129 378)		
Net movement on forfeitable share plan	—	—		
Transferred to forfeitable share plan	—	—		
Balance at the end of the year	(3 295 673)	(3 256 948)		
"N" Ordinary shares of 0.001 cents each				
Balance at the beginning of the year	(16 080 679)	(13 631 238)		
Repurchased for cash	(4 474 275)	(3 965 804)		
Net movement on forfeitable share plan	(2 677 960)	(1 097 633)		
Transferred to forfeitable share plan	3 222 850	2 613 996		
Balance at the end of the year	(20 010 064)	(16 080 679)		

During the year, Brimstone, through its treasury share vehicle, bought back 38 725 Ordinary shares (2023: 129 378) and 4 474 275 "N" Ordinary shares (2023: 3 965 804) for a total cash consideration of R0.2 million (2023: R0.8 million) and R21.5 million (2023: R20.8 million), respectively. The Ordinary shares and "N" Ordinary shares were bought back for an average price of R5.33 (2023: R6.01) and R4.81 (2023: R5.25) per share, respectively. These shares are now classified as treasury shares.

Notes (continued)

for the year ended 31 December 2024

R'000	2024	2023
27. Capital reserves		
Share premium		
Balance at 1 January	172 261	179 111
Specific repurchase of shares	(21 719)	(21 611)
Deemed disposal of subsidiary	1 638	–
Forfeitable share plan share issue (treasury shares)	14 825	14 761
Balance at 31 December	167 005	172 261
Share options reserve		
Balance at 1 January	4 061	(1 893)
Effect of changes in holding	–	(17 956)
Recognition of share-based payments	23 005	45 245
Forfeitable share plan share issue (treasury shares)	(14 825)	(14 761)
Deemed disposal of subsidiary	8 568	–
Non-controlling shareholders' share of reserves	(5 003)	(6 574)
Balance at 31 December	15 806	4 061
Share options exercised reserve		
Balance at 1 January and 31 December	8 314	8 314
Capital redemption reserve fund		
Balance at 1 January and 31 December	3 655	3 655
Actuarial gains/loss reserve		
Balance at 1 January	6 955	6 057
Effect of changes in holding	–	21
Current year movement	–	1 513
Deemed disposal of subsidiary	(6 955)	–
Non-controlling shareholders' share of reserve	–	(636)
Balance at 31 December	–	6 955
Share of other comprehensive income of associates		
Balance at 1 January	532 307	462 455
Current year movement	(179 211)	70 187
Non-controlling shareholders' share of reserves	(789)	(335)
Balance at 31 December	352 307	532 307
Share of other net asset changes of associate		
Balance at 1 January	(100 066)	(84 913)
Current year movement	216 183	(15 153)
Balance at 31 December	116 117	(100 066)
Total capital reserves	663 204	627 487

R'000	2024	2023
28. Revaluation reserves		
Investments revaluation reserve		
Balance at 1 January	18 734	19 989
Effect of changes in holding	—	44
Current year movement	1 623	(2 860)
Deferred taxation thereon	—	618
Deemed disposal of subsidiary	(5 577)	—
Non-controlling shareholders' share of reserves	(683)	943
Balance at 31 December	14 097	18 734
29. Cash flow hedging reserve		
Balance at 1 January	11 125	47 457
Effect of changes in holding	—	20
Current year movement	50 644	(88 338)
Deferred taxation thereon	—	25 364
Recycled to operating expenses	—	981
Deferred taxation thereon	—	(265)
Deemed disposal of subsidiary	(40 470)	—
Non-controlling shareholders' share of reserve	(21 299)	25 906
Balance at 31 December	—	11 125
30. Cost of hedging reserve		
Balance at 1 January	(31 777)	(30 731)
Effect of changes in holding	—	(109)
Current year movement	—	(8 630)
Deferred taxation thereon	—	2 330
Recycled to operating expenses	—	6 413
Deferred taxation thereon	—	(1 732)
Deemed disposal of subsidiary	31 777	—
Non-controlling shareholders' share of reserve	—	682
Balance at 31 December	—	(31 777)
31. Foreign currency translation reserve		
Balance at 1 January	91 205	41 417
Effect of changes in holding	—	248
Current year movement	(29 040)	85 677
Deemed disposal of subsidiary	(74 378)	—
Non-controlling shareholders' share of reserve	12 213	(36 137)
Balance 31 December	—	91 205

Notes (continued)

for the year ended 31 December 2024

R'000	2024	2023
32. Changes in ownership		
Balance at 1 January	489 918	508 419
Effect of changes in holding	—	(6 167)
Disposal of subsidiary	—	(21 328)
Deemed disposal of subsidiary	(501 757)	—
Transfer of reserves	11 839	—
Non-controlling shareholders' share of reserve ¹	—	8 994
Balance 31 December	—	489 918
¹ Arose on issue of FSP shares by Sea Harvest		
33. Non-controlling interests		
Balance at 1 January	1 526 848	1 479 703
Share of profit for the year	11 645	130 607
Share of other comprehensive income for the year	10 558	9 577
Dividend paid	(68 239)	(63 314)
Disposal of subsidiary	(42 468)	(26 722)
Further investment in subsidiary	—	9 882
Recognition of share-based payments	5 003	6 574
Effect of changes in holding	—	(19 459)
Deemed disposal of subsidiary	(1 390 577)	—
Balance 31 December	52 770	1 526 848
Sea Harvest Group Limited	—	1 433 806
Other ²	52 770	93 042
	52 770	1 526 848

² Relates to Firefly Investments Proprietary Limited and Brimsure Proprietary Limited.

34. Interest bearing borrowings

Accounting policy

Recognition and measurement

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost using the effective interest rate method, any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings.

Fees paid on the establishment of selected loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the drawdown occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment against the loan and amortised over the period of the facility to which it relates.

The Group presents separately current and non-current borrowings in the statement of financial position. A liability is classified as current unless the Group expects, and has the discretion, to refinance or roll over the obligation for at least twelve months after the reporting period under an existing loan facility, in which case the Group classifies the obligation as non-current, even if it would otherwise be due within a shorter period.

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

All other borrowing costs are expensed in profit or loss in the period in which they are incurred.

Financial liabilities at amortised cost

Borrowings are classified as “liabilities at amortised cost” in terms of IFRS 9. Financial liabilities are recognised on the transaction date when the Group becomes a party to the contract and thus has a contractual obligation and are derecognised when these contractual obligations are discharged, cancelled or expired.

Financial liabilities are derecognised when they are extinguished (i.e. when the obligation specified in the contract is discharged, cancelled or expires).

The exchange between the Group and its original lenders of debt instruments with substantially different terms, as well as substantial modifications of the terms of existing financial liabilities, are accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective interest rate, is at least 10% different from the discounted present value of the remaining cash flows of the original financial liability. In addition, other qualitative factors, such as the currency that the instrument is denominated in, changes in the type of interest rate, new conversion features attached to the instrument and change in covenants are also taken into consideration. If an exchange of debt instruments or modification of terms is accounted for as an extinguishment, any costs or fees incurred are recognised as part of the gain or loss on the extinguishment, unless if such costs or fees incurred are incremental and are directly related to the issue of the new debt instrument in which case any such costs or fees adjust the carrying amount of the liability and are amortised over the remaining term of the new financial liability. If the exchange or modification is not accounted for as an extinguishment, any costs or fees incurred adjust the carrying amount of the liability and are amortised over the remaining term of the modified liability.

Notes (continued)

for the year ended 31 December 2024

R'000	2024	2023
34. Interest bearing borrowings (continued)		
Cumulative redeemable preference shares issued by Newshelf 1063 (RF) Proprietary Limited ("Newshelf 1063")		
During the 2022 financial year, the refinancing of the Class A5 and Class A6 variable rate redeemable preference shares was concluded.		
The company is obliged to, at its election, either redeem a portion of the outstanding preference shares, or retain in a reserve account, a specified percentage of the disposal proceeds relating to a disposal of assets that have been pledged as security, subject to covenant levels. If the total asset cover ratio ("TACR") is equal to or less than 2.50 times or the secured asset cover ratio ("SACR") is equal to or less than 2.0 times immediately after the disposal, then the specified percentage ("Specified Percentage") of the net disposal proceeds to be dealt with as per the above is 100% of the net disposal proceeds. If the TACR is greater than 2.50 times but less than 3.25 times or the SACR is greater than 2.0 times but less than 2.75 times then the specified percentage reduces to 50% of the net disposal proceeds and finally if the TACR is greater than 3.25 times and the SACR is greater than 2.75 times then the specified percentage is zero.		
As security for the A5 and A6 preference shares issued by Newshelf 1063, 32 734 131 Oceana Group Limited shares and 159 558 884 Sea Harvest Group Limited shares (2023: also included 13 958 621 Equites Property Fund Limited) were ceded to the financial institutions. The fair value of the shares at 31 December 2024 was R3.5 billion (2023: R4.0 billion).		
Class A5 preference shares		
Class A5 variable rate cumulative redeemable preference shares of R1.352 billion issued by subsidiary Newshelf 1063. The dividend rate is 87% of the prime rate nominal annual compounded monthly. The dividend rate decreases to 85% of prime if the TACR is greater than 2.75 but less than 3.2, and to 83% of prime if TACR is greater than 3.2. The company is obliged to declare and pay any scheduled preference share dividends that are deemed to accrue on 1 March and 1 September of each year. The Class A5 preference shares are redeemable on 7 December 2027.	1 371 889	1 669 672
Class A6 preference shares		
Class A6 variable rate cumulative redeemable preference shares of R535.8 million issued by subsidiary Newshelf 1063. The dividend rate is 84% of the prime rate nominal annual compounded monthly. The company is obliged to declare and pay any scheduled preference share dividends that are deemed to accrue on 1 March and 1 September of each year. The Class A6 preference shares are redeemable on 8 December 2025.	344 333	563 318

R'000	2024	2023
Loans from financial institutions to Sea Harvest Corporation Proprietary Limited (“SHC”)¹		
Bullet loan – Standard Bank Limited		
The loan was raised as part of the refinancing in the prior year. The loan period was for three years (with an option to extend for an additional year for two years) and was subject to a variable interest rate of three-month JIBAR plus 1.80%. A repayment of R600 million was to be made at the end of the loan term. The loan was secured by marine bonds and a general notarial bond over all of SHC’s assets.	–	600 000
Amortising loan – Standard Bank Limited		
The loan was raised as part of the refinancing in the prior year. The loan period was for five years and was subject to a variable interest rate of three-month JIBAR plus 1.80%. Repayments of R60 million were to be made every six months. The loan was secured by marine bonds and a general notarial bond over all of SHC’s assets.	–	600 000
Revolving credit facility – Standard Bank Limited		
The loan was raised as part of the refinancing in the prior year. The loan period was for three years and was subject to a variable interest rate of three-month JIBAR plus 1.80% and was secured by marine bonds and a general notarial bond over all of SHC’s assets.	–	286 000
Loans from financial institutions to Sea Harvest Australia (“SHA”)¹		
Cash advance facility – Commonwealth Bank of Australia (“CBA”)		
The loan was subject to a variable interest rate of the Bank Bill Swap Yield (BBSY) plus 1.8% plus 0.7% available commitment fee and was secured by a security interest and charge in the form of a General Security Agreement on the Personal Properties Security Register (PPSR) over all of the SHA’s assets. Capital repayments were to be made annually in December over 15 years commencing in 2025.	–	622 510
Trade finance facility – CBA		
The trade finance facility was a rolling facility, subject to not exceeding working capital requirements. The loan was subject to a variable interest rate of BBSY plus 1.3% plus 0.7% available commitment fee and was secured by a security interest and charge in the form of a General Security Agreement on the Personal Properties Security Register (PPSR) over all of SHA’s assets.	–	137 498
Premium Funding Agreement – Premium Finance (Pty) Ltd		
The loan related to group insurance policy, attracted interest at 1.9% and was repayable over 10 instalments.		11 674
Instalment sale agreements¹		
The instalment sale agreements represented contracts over the fleet and assets with terms between 48 and 60 months, with variable interest rates from prime less 1.5% to prime and a fixed interest rate of 11%.	–	34 926

¹ These loans were deconsolidated due to the deemed disposal of Sea Harvest. Refer to note 19.1

Notes (continued)

for the year ended 31 December 2024

R'000	2024	2023
34. Interest bearing borrowings (continued)		
Loans from non-controlling shareholders of Viking Aquaculture (Pty) Ltd¹		
<ul style="list-style-type: none"> ■ De Beers Matlafalang Business Development Proprietary Limited ■ Redburg Investments Proprietary Limited 	<ul style="list-style-type: none"> — — 	<ul style="list-style-type: none"> 3 724 46 280
The loan from Redburg Investments (Proprietary) Limited bore interest at prime plus 2% compounded monthly and payable monthly in arrears.		
Loans from financial institutions to BM Foods Group (Pty) Ltd (“BMFG”)		
Bond – Nedbank		
The loan bore interest at prime minus 1% with capital repayments made monthly until maturity in November 2027. The loan was secured by property of BMFG.	—	21 508
Loan – non-controlling shareholders		
The loan bore interest at prime plus 5%, was unsecured, and had no fixed capital repayment terms.	—	3 114
Loans from non-controlling shareholders to Sea Harvest Aquaculture Proprietary Limited¹		
<ul style="list-style-type: none"> ■ Viking Fishing Group Administration Proprietary Limited ■ Odin Investments Proprietary Limited 	<ul style="list-style-type: none"> — — 	<ul style="list-style-type: none"> 193 800 33 652
Loan claims with a face value of R303 million were purchased for a consideration of R210 million. The loans were to be repaid in five annual instalments, commencing on 1 January 2024 and consisted of capital of R42 million plus interest calculated monthly at a rate equal to prime less 2%.		
Loan from director	—	4 106
The capital amount of the loan was R5 million, bore interest at CPI and was unsecured. The loan was to be settled in five annual instalments consisting of interest and capital. During the prior year, R1 million was repaid.		
Total interest bearing borrowings	1 716 222	4 831 782
Less: current portion of interest bearing borrowings	(86 535)	(395 473)
Long-term interest bearing borrowings	1 629 687	4 436 309

¹ These loans were deconsolidated due to the deemed disposal of Sea Harvest. Refer to note 19.1

Covenants

The preference share facility and secured loans provided by the funders, are subject to covenant conditions using specific bank defined formulae as set out in the loan agreements and are regularly monitored by management to ensure these are complied with. In the event that an entity is at risk of breaching its covenants, negotiations are entered into with funders to remediate.

COVENANTS REGARDING PREFERENCE SHARE FACILITIES, TERM LOANS AND REVOLVING CREDIT FACILITIES	2024		2023	
	REQUIRED COVENANT	ACHIEVED	REQUIRED COVENANT	ACHIEVED
Newsshelf 1063 (RF) Proprietary Limited				
Class A5 and Class A6 preference shares				
Total asset cover ratio	2.00	Yes	2.00	Yes
Secured asset cover ratio	1.60	Yes	1.60	Yes
Listed asset cover ratio	1.75	Yes	1.75	Yes
Sea Harvest Corporation Proprietary Limited				
Net debt: EBITDA ratio	n/a	n/a	2.75	Yes
Interest cover ratio	n/a	n/a	3.75	Yes
Senior debt service cover ratio	n/a	n/a	n/a	n/a
Sea Harvest Australia				
Interest cover ratio	n/a	n/a	2.00	Yes

The Board is satisfied with the Group's ability to make repayments as they fall due and will continue to review the covenants as part of the going concern assessment.

R'000	2024	2023
35. Other payables		
Employee-related payables	2 704	45 936
Bonus accrual	19 287	17 546
Leave pay accrual	1 187	73 094
Other accruals ¹	—	46 554
Other payables ²	23 959	62 045
	47 137	245 175

¹ Included in other accruals are deferred licence accruals.

² Included in other payables is VAT payable and audit fees (2023: also included tenant allowances and skimmed milk powder supply).

Notes (continued)

for the year ended 31 December 2024

R'000	2024	2023
36. Other financial liabilities		
Forward exchange contracts	—	67 041
Financial liability with contingent settlement provisions ³	40 000	99 934
Other derivatives	2 602	3 252
	42 602	170 227
Non-current	2 602	3 252
Current	40 000	166 975
	42 602	170 227
Carrying value 1 January	170 227	112 266
Cash flows	—	—
Foreign exchange adjustments	(60 583)	54 718
Revaluation of financial liability with contingent settlement provisions	(59 934)	—
Other changes	(7 108)	3 243
Balance at 31 December 2024	42 602	170 227

³ Represents liability recognised at date of sale of former subsidiary, Lion of Africa Insurance Company Limited, and equaled the net liabilities of the company disposed of.

37. Lease liabilities

Accounting policy

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 payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs. 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. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

R'000	2024	2023
Carrying value 1 January	250 748	242 015
New leases acquired	6 080	43 431
Disposal of subsidiary	—	(7 168)
Terminated leases	—	(1 061)
Interest charged	7 335	19 899
Interest paid	(7 335)	(18 883)
Capital repaid	(11 646)	(32 205)
Effect of foreign currency exchange differences	(2 123)	4 720
Deemed disposal of subsidiary	(226 878)	—
Carrying value	16 181	250 748
Less: transfer to short-term lease liability	(2 305)	(34 101)
Carrying value at 31 December	13 876	216 647

R'000	2024	2023
Maturity analysis		
Year 1	3 767	48 573
Year 2	3 712	47 171
Year 3	3 883	38 176
Year 4	4 060	35 060
Year 5	4 246	54 799
Onwards	1 069	118 034
Total	20 737	341 813
Less: unincurred interest	(4 556)	(91 065)
	16 181	250 748

38. Deferred taxation

Accounting policy

Recognition and measurement

Deferred tax is provided using the liability method, providing for temporary differences arising between the tax base and the accounting carrying amount of amounts reflected in the consolidated financial statements. Deferred tax is, however, not provided for temporary differences that arise from the initial recognition of an asset or liability where that transaction affects neither accounting profit nor tax profit (tax loss). The only exception to this being when that asset or liability arises in terms of a business combination. Deferred tax is determined at tax rates that are enacted or substantively enacted at year-end and are expected to apply when the temporary difference reverses. Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which will the deferred tax asset can be realised.

Deferred tax is not provided on temporary differences arising on investments in subsidiaries, associates and joint ventures where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets and liabilities are only offset to the extent that the balances are recoverable from the same tax authority and there is a legal right to offset them at settlement of those balances.

R'000	2024	2023
Deferred taxation asset	(32 156)	(64 521)
Deferred taxation liability	70 707	925 347
	38 551	860 826
The major components of the deferred tax balance are as follows:		
Difference between tax wear and tear allowances and depreciation charges on assets	—	524 885
Excess tax allowance over depreciation charges for investment properties	—	5 763
Excess of tax allowances over amortisation of intangible assets	—	459 321
Difference between doubtful debt allowance and amount allowable for tax purposes	(305)	(177)
Inventory	—	(2 607)
Derivative instruments	—	5 410
Arising from cash flow hedges and cost of hedging (taken directly to equity)	—	(16 750)
Prepayments	—	3 680
Government grants	—	(779)
Leases	—	(19 953)
Investments at FVTPL	59 667	32 531
Investments at FVTOCI	—	4 658
Provisions and accruals	(6 462)	(38 917)
Estimated tax losses	(14 349)	(127 689)
Biological assets	—	12 742
Other	—	18 708
	38 551	860 826

Notes (continued)

for the year ended 31 December 2024

R'000	2024	2023
38. Deferred taxation (continued)		
Reconciliation of net deferred tax liability		
Opening balance	860 826	839 692
Recognised in profit and loss	34 313	29 458
Recognised in other comprehensive income	17 375	(26 315)
Derecognised on disposal of subsidiary	—	(4 203)
Effect of foreign currency exchange differences	(7 639)	22 734
Deemed disposal of subsidiary	(865 178)	—
Other	(1 146)	(540)
Net deferred tax liability at 31 December	38 551	860 826
39. Bank overdrafts		
The Company has an overdraft facility amounting to R60 million (2023: R60 million). The facility bears interest at the bank's prime lending rate. The overdraft facility is unsecured.		
40. Notes to the cash flow statement		
40.1 Adjustments for non-cash and other items		
Share of profits of associates and joint ventures	(433 215)	(428 331)
Interest income and dividends received	(62 533)	(98 067)
Government grant income	(650)	(4 114)
Fair value (gains)/losses	(159 036)	37 220
Amortisation of intangible asset	3 904	9 381
(Gain)/loss on disposal of subsidiary	(73 094)	578
Loss on deemed disposal of subsidiary	562 093	—
Unrealised foreign exchange (gains)/losses	(1 865)	5 348
Finance costs	298 190	471 843
Taxation	74 684	77 878
Depreciation of non-current assets	102 302	300 297
Share-based payment expense	23 005	45 245
Decrease in long and short-term provisions	(36 337)	(816)
Biological assets mortalities	1 158	7 964
Other movement in non-cash items	3 143	2 905
Gain on purchased loans	—	(93 310)
Insurance proceeds	—	(9 410)
Loss/(profit) on disposal of property, plant, equipment and vehicles	612	(1 887)
	302 361	322 724
40.2 Income taxes		
Income tax		
Prepaid at the beginning of the year	3 224	(15 824)
Other non-cash flow movements	201	(311)
Deemed disposal of subsidiary	(2 617)	—
Disposal of subsidiary	—	2 165
Provided during year	40 371	48 420
Amount (due)/prepaid at the end of the year	(1 142)	3 224
Income tax paid	40 037	37 674
40.3 Finance costs paid		
Finance costs recognised in profit or loss	298 190	471 843
Interest paid relating to prior periods	335 721	—
Adjustment for non-cash items	—	(60 298)
Finance costs paid	633 911	411 545

R'000	BORROWINGS AND OVERDRAFTS	LEASE LIABILITIES	TOTAL
40.4 Changes in liabilities arising from financing activities			
Balance at 1 January 2023	4 615 061	242 015	4 857 076
Cash flows	281 193	(32 205)	248 988
New leases	—	43 431	43 431
Disposal of subsidiary	(29 726)	(7 168)	(36 894)
Foreign exchange adjustments	52 587	4 720	57 307
Gain on purchased loans	(93 310)	—	(93 310)
Other changes ¹	62 093	(45)	62 048
Balance at 31 December 2023	4 887 898	250 748	5 138 646
Cash flows	(118 220)	(11 646)	(129 866)
New leases	—	6 080	6 080
Deemed disposal of subsidiary	(2 654 503)	(226 878)	(2 881 381)
Foreign exchange adjustments	(17 742)	(2 123)	(19 865)
Other changes ¹	(381 211)	—	(381 211)
Balance at 31 December 2024	1 716 222	16 181	1 732 403

¹ Other changes relate mainly to the repayment of capitalised interest of R335.7 million (2023: non-cash movements, including accrued interest expense) which have been presented as operating cash flows in the statement of cash flows.

41. Segmental information

Information reported to the Group's operating decision makers for the purpose of resource allocation and assessment of segment performance is specifically focused on the individual entity in which Brimstone has invested. The Chief Operating Decision-Maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors of Brimstone, who makes strategic decisions. The Group's reportable segments under IFRS 8 *Operating Segments*, are food and investments. Investments include subsidiaries House of Monatic Proprietary Limited and Firefly Investments 306 Proprietary Limited, as well as, investments in associates and joint ventures, investments at fair value through other comprehensive income and investments at fair value through profit or loss.

R'000	2024	2023
Segment revenue	2 227 262	6 528 963
Food	1 868 268	6 204 776
Investments	358 994	324 187
Production, selling and administration expenses	(537 762)	(1 191 248)
Food	(392 653)	(1 050 809)
Investments	(145 109)	(140 439)
Raw materials and consumables used	(1 626 446)	(4 882 619)
Food	(1 390 319)	(4 694 368)
Investments	(236 127)	(188 251)
Staff costs	(720 789)	(1 324 208)
Food	(645 139)	(1 253 912)
Investments	(75 650)	(70 296)
Segment operating profit	63 054	455 096
Food	85 297	459 600
Investments	(22 243)	(4 504)

Notes (continued)

for the year ended 31 December 2024

R'000	2024	2023
41. Segmental information (continued)		
A reconciliation of operating profit from segments to profit for the year is provided below:		
Operating profit	63 054	455 096
Fair value gains/(losses)	159 036	(37 220)
Other investment gains	59 987	95 522
Net loss on deemed disposal of subsidiary	(562 093)	—
Share of profits of associates and joint ventures	433 215	428 331
Interest income	30 913	29 866
Finance costs	(298 190)	(471 843)
Taxation	(74 684)	(77 878)
(Loss)/profit for the year	(188 762)	421 874
Segment assets and liabilities		
Segment assets		
Food	7 954	8 017 556
Investments	5 274 587	4 238 148
Total segment assets	5 282 541	12 255 704
Segment liabilities		
Food	46 004	4 647 749
Investments	1 945 410	2 503 479
Total segment liabilities	1 991 414	7 151 228
Other segmental information		
Total depreciation and amortisation	106 206	309 678
Food	99 540	301 325
Investments	6 666	8 353
Total additions to non-current assets	1 468 268	524 922
Food ¹	164 406	516 645
Investments	1 303 862	8 277
The Group operates in one principal geographical area – Republic of South Africa, (2023: two principal geographical areas, Republic of South Africa and Australia).		
The Group's revenue from external customers by location of operations and information about its non-current assets by location of assets are detailed below.		
Total sales revenue by geographical market	2 227 262	6 528 963
South Africa	1 238 729	3 506 294
Australia	286 651	1 107 539
Europe	501 767	1 347 646
Other markets	200 115	567 484
Non-current assets	4 950 073	9 368 582
South Africa	4 950 073	7 291 363
Australia	—	2 077 219

¹ These additions were made prior to the deemed disposal of Sea Harvest.

R'000	2024	2023
42. Contingent liabilities		
The Group does not have any contingent liabilities at the end of the reporting period.		
43. Capital commitments		
Commitments for the acquisition of property, plant, equipment and vehicles:		
Contracted for	–	13 048
Authorised by directors but not contracted for	–	276 115
Total capital commitments	–	289 163

The commitments were funded from internal cash resources.

44. Share-based payments

Accounting policy

The Group has equity-settled compensation plans and a reclassified cash-settled compensation plan.

Equity-settled schemes

Equity-settled share-based payments to certain employees are measured at fair value (excluding the effect of non-market-based vesting conditions) at the date of grant. 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 shares that will eventually vest and adjusted for the effect of non-market-based vesting conditions.

Fair value is measured using the Monte Carlo method. The expected life used in the model is adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

Reclassification from equity-settled to cash-settled

Upon the reclassification or modification of an equity-settled share scheme to cash-settled, the Group measures the liability initially using the reclassification date fair value of the equity award based on the elapsed portion of the vesting period. This amount is recognised as a liability with the corresponding entry in equity. Subsequent to the modification of the share scheme, the Group recognises, as a minimum, the services received measured at the grant date fair value of the equity instruments granted in profit or loss and the remaining fair value at modification date is transferred to the share-based payment liability as the services are rendered.

The fair value of the share-based payment liability is remeasured at each reporting date and at the date of settlement, with changes in fair value recognised in profit or loss.

The Group recognised total expenses of R23.0 million (2023: R45.2 million).

Notes (continued)

for the year ended 31 December 2024

44. Share-based payments (continued)

Forfeitable share plan

The Company adopted a forfeitable share plan ("FSP") which was approved by shareholders on 18 December 2014. In terms of the forfeitable share plan, executive directors and senior managers will be awarded performance shares in the Company. The performance shares are linked to a requirement of continued employment over the prescribed period, the Company's performance and strategic, individual performance conditions which have to be met.

During the current year, the remuneration policy was enhanced, positively, by the introduction of a Malus and Clawback policy and the implementation of a Minimum Shareholding Requirement ("MSR") policy for senior employees with effect from January 2024. Employees are permitted to transfer FSP shares which have reached the end of their restriction period to their MSR, which is also restricted.

NUMBER OF FORFEITABLE SHARES	2024	2023
Ordinary shares		
Outstanding at beginning of year	1 584 910	1 584 910
Awarded during year	—	—
Forfeited	(114 731)	—
Vested during the year	(88 127)	—
Outstanding at end of year	1 382 052	1 584 910
"N" Ordinary shares		
Outstanding at beginning of year	5 484 344	4 173 524
Awarded during year	3 222 850	3 285 370
Transferred to MSR	(1 691 238)	—
Forfeited	(375 116)	(458 187)
Vested during the year	(456 763)	(1 516 363)
Outstanding at end of year	6 184 077	5 484 344

GRANT DATE	NUMBER OF SHARES	GRANT DATE FAIR VALUE R'000	EXPECTED VESTING DATE
Ordinary shares			
21 February 2022	1 382 052	7 679	20 Feb 2025
"N" Ordinary shares			
21 February 2022	113 454	573	20 Feb 2025
20 February 2023	1 135 724	5 182	19 Feb 2026
2 June 2023	720 802	3 640	20 Feb 2025
2 June 2023	1 213 294	5 150	19 Feb 2026
19 February 2024	3 000 803	10 919	18 Feb 2027
	6 184 077		

45. Retirement benefit information

Brimstone's Provident Fund is administered by the Old Mutual SuperFund Provident Fund. Contributions payable to the fund and charged to profit or loss amounted during the year to R2.0 million (2023: R2.2 million).

Employees of Obsidian Health Proprietary Limited, a partially-owned subsidiary, are members of the Obsidian Health Pension Fund, a defined contribution plan governed by the Pension Fund Act, 1956. Retirement benefits are determined with reference to both company and the employee contributions to the fund. The cost charged to profit or loss represents contributions payable to the scheme by the company at rates specified in the rules of the scheme. Contributions amounted to R3.6 million (2023: R3.2 million).

All permanent staff of Brimstone Investment Corporation Limited and its subsidiaries were members of a retirement fund.

46. Directors' remuneration

Executive directors' remuneration

The table below sets out details of the amounts paid to or receivable by executive directors in respect of the financial year.

Paid by the Company and Subsidiaries

2024						
NAME (R'000)	BASIC SALARY	FEES PAID BY SUBSIDIARIES	OTHER BENEFITS¹	STI	LTI AWARD VALUE	TOTAL
MA Brey	3 951	—	523	3 103	2 685	10 262
F Robertson	3 997	344	477	3 103	2 685	10 606
GG Fortuin	3 111	—	334	1 957	1 378	6 780
MI Khan ²	3 258	—	355	2 052	1 445	7 110
T Moodley	1 713	—	218	881	772	3 584
Total	16 030	344	1 907	11 096	8 965	38 342

2023						
NAME (R'000)	BASIC SALARY	FEES PAID BY SUBSIDIARIES	OTHER BENEFITS¹	STI	LTI AWARD VALUE	TOTAL
MA Brey	3 974	—	500	3 103	2 685	10 262
F Robertson	4 018	1 343	456	3 103	2 685	11 605
GG Fortuin	3 115	—	330	2 012	1 378	6 835
MI Khan	3 262	—	351	2 139	1 445	7 197
T Moodley	1 716	—	215	915	772	3 618
Total	16 085	1 343	1 852	11 272	8 965	39 517

¹ Company contributions to retirement fund and medical aid.

Executive directors' interest

The table below sets out details of all awards made under the FSP scheme in the current and prior years that, at the end of the financial year had not yet vested.

2024				
NAME	MSR SHARES	FORFEITABLE SHARES	TOTAL RESTRICTED SHARES	INDICATIVE VALUE OF RESTRICTED INSTRUMENTS R'000
MA Brey	437 752	1 920 577	2 358 329	8 925
F Robertson	437 752	1 920 577	2 358 329	8 925
GG Fortuin	204 138	929 967	1 134 105	4 289
MI Khan ²	237 196	974 965	1 212 161	4 586
T Moodley	131 842	522 413	654 255	2 477
				29 202

2023				
NAME	MSR SHARES	FORFEITABLE SHARES	TOTAL RESTRICTED SHARES	INDICATIVE VALUE OF RESTRICTED INSTRUMENTS R'000
MA Brey	n/a	1 620 527	1 620 527	5 937
F Robertson	n/a	1 620 527	1 620 527	5 937
GG Fortuin	n/a	755 392	755 392	2 790
MI Khan	n/a	814 950	814 950	3 006
T Moodley	n/a	441 998	441 998	1 637
				19 307

² Retired effective 3 April 2025.

Notes (continued)

for the year ended 31 December 2024

46. Directors' remuneration (continued)

Non-executive directors' remuneration

Non-executive directors receive fees for membership of the Brimstone Investment Corporation Limited board. They also receive fees for work done on committees of the Board. The amounts below are exclusive of VAT.

2024			
NAME (R'000)	BOARD FEES	COMMITTEE FEES	TOTAL
PL Campher	502	413	915
MJT Hewu	275	183	458
N Khan	275	421	696
LA Parker	275	183	458
FD Roman	275	115	390
M Ndlovu	275	183	458
LAD Wort	275	183	458
Total	2 152	1 681	3 833

2023			
NAME (R'000)	BOARD FEES	COMMITTEE FEES	TOTAL
PL Campher	502	529	1 031
MJT Hewu	275	183	458
N Khan	275	489	764
K Moloko ¹	138	38	176
LA Parker	275	251	526
FD Roman	275	115	390
M Ndlovu	275	251	526
LAD Wort	275	183	458
Total	2 290	2 039	4 329

¹ Retired on 29 May 2023.

Prescribed officers

The Board has determined that there are no prescribed officers in the employ of the Company as defined by the Companies Act.

47. Financial instruments

47.1 Capital risk management

The Group manages its capital to ensure that entities within the group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The capital structure of the Group consists of debt, which includes the borrowings disclosed in notes 34 and 39, cash and cash equivalents and equity attributable to equity holders of the parent, comprising issued capital, reserves as disclosed in notes 27 and 32 and retained earnings.

The Group's Board reviews the capital structure on a regular basis and in particular when an acquisition of an investment is planned. As a part of this review, the Board considers the cost of capital and the risks associated with each class of capital. The Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debt or the redemption of existing debt.

The Group's overall strategy remains unchanged from the previous year.

R'000	2024	2023
47.2 Categories of financial instruments		
Financial assets		
Investments carried at FVTPL	621 835	1 031 336
Investments carried at FVTOCI	—	28 360
Derivative financial assets carried at FVTPL	4 333	36 080
Amortised cost (including cash and cash equivalents)	186 818	1 474 190
Trade receivables	50 587	760 750
Loans and receivables	8 815	23 437
Loans to supplier partners	—	114 145
Cash and cash equivalents	127 416	421 829
Loans to associate companies and joint ventures	—	154 029
Financial liabilities		
Derivative financial liabilities carried at FVTPL	2 602	70 293
Financial liability with contingent settlement provisions carried at FVTPL	40 000	99 934
Amortised cost	1 813 632	5 486 767
Long and short-term borrowings	1 716 222	4 831 782
Long-term non interest bearing borrowings	45 069	—
Bank overdrafts	—	56 116
Trade payables	52 341	598 869

47.3 Financial risk management objectives

A committee consisting of executives of the holding company and of the Group's subsidiaries monitors and manages the Group's financial risks relating to the operations of the Group. These risks include market risk (including currency risk, interest rate risk and price risk), credit risk and liquidity risk. The recommendations of this committee are presented to the Audit and Risk Committee and, if necessary, the board of directors for approval. The Group does not enter into or trade in financial instruments, including derivative instruments, for speculative purposes.

47.4 Market risk

The Group's activities expose it primarily to the financial risks of changes in foreign exchange (see 47.5 below), interest rates (see 47.6 below) and equity price risk (see 47.10 below). There has been no change to the Group's exposure to market risks or the manner in which it manages and measures the risk.

47.5 Foreign currency risk management

Commodity price risk management

Commodity price risk is the risk that the fair value of future cash flows of an exposure will fluctuate because of changes in commodity prices. The group's exposure to the risk of changes in commodity prices relates primarily to the group's operating activities which require the ongoing purchase of diesel fuel. Due to the volatility, the group enters into derivatives such as swaps and options for the forecasted diesel fuel purchase requirements for future fishing seasons.

Commodity price exposures are managed within approved policy parameters utilising a mix of cash settled commodity forward exchange contracts, swaps and options for diesel fuel.

Notes (continued)

for the year ended 31 December 2024

47. Financial instruments (continued)

47.5 Foreign currency risk management (continued)

Hedge accounting

Cash flow hedges

Due to the volatility in foreign currency rates and commodity prices, the Group enters into derivatives such as options, swaps and forward exchange contracts for the purpose of minimising the Group's exposure to fluctuations in cash flows over the hedging period that results from the volatility. The Group applies IFRS 9 for hedge accounting.

The derivatives are designated as effective cash flow hedging instruments at year end. The effective portion of changes in the fair value of the derivatives is recognised in other comprehensive income and accumulated in the cash flow hedging reserve. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss.

The Group designates only the spot element of forward contracts as a hedging instrument. The forward element is recognised in other comprehensive income and accumulated in a separate component of equity under cost of hedging reserve. The hedges relate to highly probable forecast transactions, and critical terms of both the hedged items and the hedging instruments are the same. The Group performs a qualitative assessment of effectiveness and it is expected that the value of the forward contracts and the value of the corresponding hedged items will systematically change in the opposite direction in response to the movements in the underlying exchange rates.

The main sources of ineffectiveness in these hedge relationships are the effect of counterparty and the Group's own credit risk on the fair value of the forward contracts, which is not reflected in the fair value of the hedged item attributable to changes in the foreign exchange rates. No other sources of ineffectiveness emerged from these relationships.

Forward exchange contracts

The Group enters into forward exchange contracts to buy and sell specified amounts of various foreign currencies in the future at a predetermined exchange rate. The contracts are entered into to manage the Group's exposure to fluctuations in foreign currency exchange rates on specific transactions. The contracts are matched by anticipated future cash flows in foreign currencies, primarily from sales. It is the Group's policy to enter into forward exchange contracts for all net foreign currency trade or capital items. Where a relatively short settlement period is involved and risk is minimal, no forward exchange contract is entered into.

The following table details the amounts that the Group was contracted to sell under forward exchange contracts in respect of future receivables (2024: Rnil):

	R'000	EXCHANGE RATE	CONTRACTUAL EXPIRY DATES
2023			
USD	10 199	18.87	13 December 2023 – 22 January 2024
EURO	1 690 159	20.07	2 September 2022 – 31 December 2025
GBP	2 528	23.83	13 December 2023 – 5 January 2024
AUD	244 699	12.58	2 September 2022 – 31 December 2024

The following table details the amounts that the Group is contracted to buy under forward exchange contracts in respect of future payables:

	R'000	EXCHANGE RATE	CONTRACTUAL EXPIRY DATES
2024			
USD	24 202	18.17	17 January 2025 – 31 March 2025
EURO	8 704	19.14	17 January 2025 – 31 March 2025
2023			
USD	5 233	18.93	12 October 2023 – 5 March 2024
USD	27 011	18.77	9 January 2024 – 28 March 2024
EURO	12 459	20.58	7 August 2023 – 1 March 2024
EURO	7 915	20.81	31 January 2024 – 28 March 2024
GBP	152	23.98	13 December 2023 – 17 January 2024
AUD	109	12.34	22 November 2023 – 16 January 2024

R'000	2024	2023
Carrying value of foreign currency forward exchange contracts	(32 906)	(66 249)

The foreign exchange currency contracts have been acquired to hedge the underlying currency risk arising from firm commitments to foreign suppliers. In the prior year, it included firm commitments received from customers for the purchase of goods, as well as forecast sales.

The majority of cash flows are expected to occur and affect profit or loss within the next 24 months.

47.6 Interest rate risk management

The Group is exposed to interest rate risk as entities in the Group borrow funds at both fixed and floating interest rates.

The Group's exposure to interest rate risk on financial liabilities are detailed in the liquidity risk management section.

Interest rate sensitivity

The sensitivity analysis below has been determined based on the exposure to interest rates for non-derivative instruments at the reporting date. For floating rate liabilities, the analysis is prepared assuming the amount of liability outstanding at the balance date was outstanding for the whole year.

If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's profit for the year would decrease/increase by R6.2 million (2023: R17.6 million) in the Group as a result of their exposure to interest rates on their variable rate borrowings.

47.7 Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. Financial assets which potentially subject the Group to concentrations of credit risk consist of cash and receivables. The maximum exposure to credit risk, excluding the value of any collateral or other security at the reporting date to recognised financial assets, is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the financial statements. The Group's cash is placed with recognised financial institutions. Trade receivables consist of a large number of customers, spread across diverse industries and geographical areas. Because of this, the Group has no significant concentration of credit risk with respect to any single counterparty or group of counterparties other than those receivables specifically provided for. The Company, prior to advancing funds to subsidiaries, associates, joint ventures and investments, reviews through its Investment Committee the entity's ability to repay the funds.

Unutilised banking facilities

Total banking and loan facilities	1 776 222	5 432 761
Facilities utilised	(1 716 222)	(4 887 898)
Unutilised banking facilities	60 000	544 863
Unrestricted cash and cash equivalents	127 416	421 829
Unutilised banking facilities and cash and cash equivalents	187 416	966 692

Certain of the borrowing facilities may only be utilised subject to share cover ratios and the consent of the bankers.

Notes (continued)

for the year ended 31 December 2024

47. Financial instruments (continued)

47.8 Liquidity risk management

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation. The Group does this by maintaining adequate reserves, banking facilities, and reserve borrowing facilities by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

Liquidity and interest rate risk tables

The following tables detail the Group's remaining contractual maturity for non-derivative financial liabilities and assets. The liability tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the liabilities can be repaid and includes both interest and principal cash flows. The asset tables have been drawn up based on the undiscounted contractual maturities of the financial assets including interest that will be earned on those assets and in the case when contractual maturities cannot be determined, using management best view of the period when the amounts will be recovered.

The Group's exposure to liquidity and interest rate risk and the effective rates of interest at reporting date are as follows:

2024	WEIGHTED AVERAGE EFFECTIVE INTEREST RATE %	LESS THAN 1 YEAR R'000	1 – 5 YEARS R'000	OVER 5 YEARS R'000	TOTAL R'000
Assets					
Investments at FVTPL	Interest free	72 538	—	549 297	621 835
Participating preference shares held in investment in associate	3.6	—	—	54 828	54 828
Loans to associate companies and joint ventures	Interest free	—	—	12 054	12 054
Loans and receivables	18	1 802	1 724	—	3 526
Loans and receivables	Interest free	8 978	—	—	8 978
Trade receivables	Interest free	50 587	—	—	50 587
Other financial assets	Interest free	4 333	—	—	4 333
Cash and cash equivalents	Bank deposit rates	127 416	—	—	127 416
		265 654	1 724	616 179	883 557
Liabilities					
Preference share facility	Refer note 34	86 535	1 792 143	—	1 878 678
Trade payables	Interest free	52 341	—	—	52 341
Other payables	Interest free	26 663	—	—	26 663
Other financial liabilities	Interest free	40 000	2 602	—	42 602
		205 539	1 794 745	—	2 000 284

2023	WEIGHTED AVERAGE EFFECTIVE INTEREST RATE %	LESS THAN 1 YEAR R'000	1 - 5 YEARS R'000	OVER 5 YEARS R'000	TOTAL R'000
Assets					
Investments at FVTPL and at FVTOCI ¹	Interest free	176 275	—	883 421	1 059 696
Participating preference shares held in investment in associate	3.6	—	—	51 335	51 335
Loans to associate companies and joint ventures	Interest free	—	—	44 096	44 096
Loans to associate companies	prime plus 2%	3 861	48 462	—	52 323
Loans to associate companies	Jibar plus 5%	5 921	49 253	—	55 174
Loans receivable	18	6 728	3 138	—	9 866
Loans receivable	Interest free	62 652	—	—	62 652
Trade receivables	Interest free	760 750	—	—	760 750
Loans to supplier partners	Jibar plus 2.65%	10 556	42 224	137 699	190 479
Loans to supplier partners	Prime plus 1%	1 045	4 284	6 028	11 357
Loans to supplier partners	Interest free	—	—	20 925	20 925
Other financial assets	Interest free	55	—	36 025	36 080
Cash and cash equivalents	Bank deposit rates	421 829	—	—	421 829
		1 449 672	147 361	1 179 529	2 776 562
Liabilities					
Preference share facility	Refer note 34	225 460	2 787 905	—	3 013 365
Term loan borrowings – variable rates	Refer note 34	525 800	3 016 386	3 390	3 545 576
Instalment sale agreement borrowings – fixed rates	Refer note 34	10 899	33 270	—	44 169
Trade payables	Interest free	598 869	—	—	598 869
Other payables	Interest free	154 535	—	—	154 535
Other financial liabilities	Interest free	166 975	3 252	—	170 227
Bank overdrafts	Bank overdraft rate	56 116	—	—	56 116
		1 738 654	5 840 813	3 390	7 582 857

¹ Including investments classified as non-current assets held for sale.

47.9 Interest rate management

The factors which would be considered in the decision on fixed versus floating interest rates in respect of the Group's borrowings are:

- the perceived stage in the interest rate cycle
- the nature and characteristics of the borrowings concerned
- the nature of the assets financed by the borrowings in question

Interest rate swap contracts are entered into should conditions be such that it would be advantageous to switch from a fixed to a variable rate or vice versa. Such contracts would not be entered into for speculative reasons.

Notes (continued)

for the year ended 31 December 2024

47. Financial instruments (continued)

47.10 Equity price risk

The portfolio of listed equities and equities held through the subsidiaries which are carried in the statement of financial position at fair value, has exposure to significant equity price risk, being the potential loss in market value resulting from an adverse change in prices. The Group's holdings are diversified across more than one company. Material investments within the portfolio are managed on an individual basis and all buy and sell decisions are approved by the Investment Committee. The primary goal of the Group's investment strategy is to maximise investment returns without incurring undue market risk.

At 31 December, the exposure to equity price risk resulted from the financial assets listed in note 47.12.

47.11 Fair value of financial instruments

The estimated net fair values at 31 December 2024 have been determined using available market information and appropriate valuation methodologies and are not necessarily indicative of the amounts that the Group could realise in the ordinary course of business. The fair values of financial instruments in both the Group and the Company approximate the amounts reported in the statements of financial position.

The following methods and assumptions were used by the Company in establishing fair values:

Investments

These investments are valued each 6 months on the basis considered most appropriate to the investment concerned.

Cash and cash equivalents

The carrying amounts reported in the statements of financial position approximate fair values.

Trade receivables

The carrying value of trade receivables reported in the statements of financial position approximate fair values.

Other receivables

The carrying amounts reported in the statements of financial position approximate fair values.

Long-term interest bearing borrowings

The carrying amounts reported in the statements of financial position approximate fair values.

Short-term interest bearing borrowings

The carrying amounts reported in the statements of financial position approximate fair values.

Trade and other payables

The carrying amounts reported in the statements of financial position approximate fair values.

47.12 Fair value measurements

This note provides information about how the Group determines fair values of various financial assets, non-financial assets and financial liabilities.

Some of the Group's financial assets, non-financial assets and financial liabilities are measured at fair value at each reporting date. The following table gives information about how the fair values of these financial assets, non-financial assets and financial liabilities are determined (in particular, the valuation technique(s) and inputs used). The directors consider that the carrying amounts of financial assets, non-financial assets and financial liabilities not measured at fair value on a recurring basis (but fair value disclosures are required) recognised in the consolidated financial statements approximate their fair values.

R'000	LEVEL 1	LEVEL 2	LEVEL 3	TOTAL
31 December 2024				
Financial assets at FVTPL				
Derivative financial assets	—	4 333 ¹	—	4 333
Listed shares	85 987	—	—	85 987
Unlisted shares	—	—	535 848 ²	535 848
Total	85 987	4 333	535 848	626 168
Financial liabilities at FVTPL				
Derivative financial liabilities	—	2 602 ¹	—	2 602
Financial liability with contingent settlement provisions	—	—	40 000 ⁶	40 000
Total	—	2 602	40 000	42 602
31 December 2023				
Financial assets at FVTPL				
Derivative financial assets	—	36 080 ¹	—	36 080
Listed shares	629 636	—	—	629 636
Unlisted shares	—	—	401 700 ²	401 700
Non-financial assets at fair value				
Biological assets	—	—	189 676 ³	189 676
Investment properties	—	—	79 432 ⁴	79 432
Financial assets at FVTOCI				
Unlisted shares	—	—	28 360 ⁵	28 360
Total	629 636	36 080	699 168	1 364 884
Financial liabilities at FVTPL				
Derivative financial liabilities	—	70 293 ¹	—	70 293
Financial liability with contingent settlement provisions	—	—	99 934 ⁶	99 934
Total	—	70 293	99 934	170 227

The table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped in Levels 1 to 3 based on the degree to which fair value is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

There were no transfers between levels 1, 2 and 3 in the current or prior year.

There are no changes to unobservable inputs that might result in a significantly higher or lower fair value measurement within level 2 and level 3 assets and liabilities.

Notes (continued)

for the year ended 31 December 2024

47. Financial instruments (continued)

47.12 Fair value measurements (continued)

Notes

- ¹ The following methods and inputs are used in valuing level 2 financial assets and liabilities:
 - The fair value of the financial asset representing the call option to acquire shares in Vuna Fishing Company Proprietary Limited (“Vuna”) was independently determined by an expert using the Black-Scholes option pricing model. The inputs applied in the option pricing model were i) the value of Vuna calculated using an average of actual 2023 and 2024 earnings and 2025 projected earnings multiplied by a price earnings multiple, ii) yield curve, and iii) volatility. A change in unobservable inputs would not have a material change in the fair value.
 - Financial assets and liabilities relate to hedging contracts entered into by the Group for the purpose of minimising the Group’s exposure to foreign currency and fuel price volatility. The valuation is performed by an independent valuer, taking into account forward exchange contracts spot and forward rates, current fuel prices and discount factors.
 - The fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observable yield curves.
- ² Value is based on the effective interest held in the net assets of the underlying entity. In assessing the net assets of the underlying entity, substantially all of the assets are carried at fair value and all of the liabilities are carried at amortised cost. The assets are valued annually using the capitalisation of net income method or open market values for existing use. A third of the assets are valued by an independent external valuer each year. Therefore, application of Brimstone’s percentage interest to the net asset value of the entity is the best indication of fair value of the investment. If the net assets of the underlying entity had been 10% higher/lower, loss for the year would decrease/increase by R34.5 million (2023: R28.4 million).
- ³ Biological assets were measured at fair value less costs to sell. Biological assets included abalone and oysters cultivated at aquaculture farms, and were measured at their fair value less estimated point-of-sale costs. Fair value was determined based on the dollar denominated market prices of biological assets of similar age, breed and genetic merit. In order to measure and value biological assets, management uses growth formula and drip-and-purge-loss factors to determine the weight of animals at the reporting date. These formulas are based on empirical evidence and confirmed industry norms. During the prior year, a fair value gain of R14.6 million was recognised in profit or loss relating to the valuation of biological assets. A change in unobservable inputs would not have resulted in a significant change in the fair value.
- ⁴ Subsequent to the sale of a 5% interest in subsidiary BM Foods Manufacturers Proprietary Limited (“BMFM”) and the consequential loss of control, commercial and industrial properties occupied by BMFM were no longer owner occupied and were held as investment properties which resulted in an increase in investment properties of R75.7 million. The fair value was determined by an independent valuer, using the income capitalisation approach.
- ⁵ Asset valuation method performed by an independent valuer represented unlisted shares in a vessel-owning company. The underlying vessel was valued based on the age and condition of the vessel and current market value derived by sales comparison of these or similar types of vessels adjusted for differences in age, condition, degree of upgrade already carried out on the vessel, and size. A change in unobservable inputs would not have resulted in a significant change in the fair value.
- ⁶ The fair value of the financial liability with contingent settlement provisions is measured as the undiscounted amount that the Group could be required to repay immediately, and is represented by the net liabilities of Lion of Africa Insurance Company Limited (“Lion”) at the date of disposal of the discontinued operation, which was 30 December 2021. During the current year, the fair value of the liability was remeasured based on updated financial information received from Lion.

48. Related party transactions and directors' interests

Compensation of key management personnel

The remuneration of executive directors and other key members of management during the year was as follows:

R'000	2024	2023
Short-term benefits	39 385	39 571
Post-employment benefits	1 812	1 942
Share-based payments	10 884	11 420
	52 081	52 933

F Robertson, an executive director of the Company, is a beneficiary of a trust which is the ultimate controlling shareholder of an insurance broker that provides services to the Company and certain of its subsidiaries. The services are performed on a strictly market related arms' length basis and total fees paid for the services during the year amounted to R176 748 (2023: R165 515).

Brimsure Proprietary Limited holds a 30% stake in Aon Re Africa Proprietary Limited, is jointly controlled by Brimstone (60%) and Commlife Holdings Proprietary Limited (40%), a company controlled by a trust of which F Robertson is a beneficiary.

In terms of a supply agreement between joint venture group, Vuna and SeaVuna Fishing Company Proprietary Limited ("SeaVuna"), and Sea Harvest Group Limited's ("Sea Harvest") subsidiary, Sea Harvest Corporation Proprietary Limited ("Sea Harvest Corporation"), fish caught by Vuna and SeaVuna is marketed by Sea Harvest Corporation.

The following information is presented for the period when Sea Harvest was a subsidiary of Brimstone. Purchases from SeaVuna amounted to R98.6 million compared to R295.1 million for the year ended 31 December 2023. Sales to SeaVuna during the year amounted to R1.5 million compared to R14.8 million for the year ended 31 December 2023.

At year end, a loan owing by subsidiary Vuna Fishing Group Proprietary Limited to Sea Harvest, amounted to R45.1 million. Prior to the loss of control of Sea Harvest, this loan was eliminated upon consolidation.

The balances owing by associate companies and joint ventures are disclosed in [Appendix 2](#).

The balances with associate companies and joint ventures will be settled by the transfer of funds.

Related party transactions are concluded on an arm's length basis.

Notes (continued)

for the year ended 31 December 2024

49. Events after the reporting period

On 4 March 2025, a final gross cash dividend of 40 cents per share (2023: 40 cents per share) was declared out of income reserves.

50. Non-current assets held for sale

During the prior year, the Group's investment in associate Milpark Investment SPV Proprietary Limited ("Milpark SPV") and the investment in Phuthuma Nathi Investments (RF) Proprietary Limited ("Phuthuma Nathi") shares were classified as non-current assets held for sale, as the sale of both investments met the IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* criteria of held for sale.

In the current year, the Group received R117.5 million on the disposal of Newshelf 1409 Proprietary Limited, which held the investment in Milpark SPV. In February 2024, the Group disposed of 1 000 000 of the 1 895 425 shares held in Phuthuma Nathi, for a total cash consideration of R100 million.

The balance of the shares in Phuthuma Nathi remains classified as held for sale at the reporting date, as it satisfies the criteria in IFRS 5.

51. Going concern

The Brimstone board has assessed the funding facilities available to the Group and the projected cash flow forecast and is satisfied that sufficient funding and cash is available for a period of at least twelve months from the reporting date.

Supplementary Reports on Investments

as at 31 December 2024

Appendix 1: Principal subsidiaries

The Group's principal subsidiaries at 31 December 2024 are set out below. Unless otherwise stated, the subsidiaries have share capital consisting solely of ordinary shares that are held either directly by the Group, or indirectly by the Group through its subsidiaries, and the proportion of ownership interests held equals the voting rights held by the Group. All subsidiaries are incorporated in the Republic of South Africa which is also their principal place of business.

NAME OF ENTITY	SHARE CAPITAL		EFFECTIVE PERCENTAGE HOLDING ¹		PRINCIPAL ACTIVITY OF SUBSIDIARY
	2024 R	2023 R	2024 %	2023 %	
Held directly by Brimstone					
House of Monatic Proprietary Limited	262 100 195	30 572 408	100	100	Retailer of clothing
Newshelf 1063 (RF) Proprietary Limited	2 582 730 639	2 490 341 968	100	100	Investment holding
Brimco Proprietary Limited	1	1	100	100	Investment holding
Held indirectly by Brimstone through its subsidiaries					
Firefly Investments 306 Proprietary Limited	11 600 000	11 600 000	70	70	Investment holding
Obsidian Health Proprietary Limited	10	10	70	70	Distributor of healthcare products
Septen Investments Proprietary Limited	1	1	100	100	Holds treasury shares
Brimsure Proprietary Limited	100	100	60	60	Investment holding
Newshelf 1064 Proprietary Limited	809 238 564	809 238 564	100	100	Investment holding
Newshelf 1062 Proprietary Limited	1	1	100	100	Investment holding
Newshelf 1168 Proprietary Limited	1	1	100	100	Property owning
Newshelf 1169 Proprietary Limited	1	1	100	100	Investment holding
Newshelf 1269 (RF) Proprietary Limited	1	1	100	100	Investment holding
Newshelf 1404 Proprietary Limited	1	1	100	100	Investment holding
Newshelf 1409 Proprietary Limited	—	1	—	51	Investment holding
Newshelf 1411 Proprietary Limited	1 656 483 997	1 656 483 997	100	100	Investment holding
Newshelf 1416 Proprietary Limited	1	1	100	100	Investment holding
Vuna Fishing Group Proprietary Limited	1 000	1 000	85	85	Investment holding
Sea Harvest Group Limited	—	1 689 419 432	—	53.4	Investment holding

¹ Treasury shares have been included in the calculation of the percentage interest held.

A complete register of subsidiaries is available for inspection at the registered office of the Company.

Supplementary Reports on Investments (continued)

as at 31 December 2024

Appendix 2: Investments in associate and joint venture companies

	REPORTING DATE	EFFECTIVE PERCENTAGE HOLDING ¹		SHARES AT COST/ VALUATION		SHARE OF RETAINED EARNINGS/ (ACCUMULATED LOSSES) SINCE ACQUISITION		SHARE OF OTHER COMPREHENSIVE INCOME		SHARE OF DISTRIBUTIONS SINCE ACQUISITION		INDEBTEDNESS	
		2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
		%	%	R'000	R'000	R'000	R'000	R'000	R'000	R'000	R'000	R'000	R'000
Oceana Group Limited Food industry	30 Sep.	25.01	25.01	1 460 972	1 460 972	985 444	847 869	342 494	525 566	(161 543)	(159 012)	—	—
Sea Harvest Group Limited Food industry	31 Dec.	44.50	n/a	1 241 368	n/a	111 400	n/a	1 888	n/a	218 715	n/a	—	n/a
South African Enterprise Development Proprietary Limited Entrepreneurial investments	31 Mar.	25.00	25.00	—	—	3 703	7 043	—	—	—	—	66 882	63 388
Aon Re Africa Proprietary Limited Insurance industry	31 Dec.	18.00	18.00	13 359	13 359	25 964	29 011	12 157	10 184	—	—	—	—
Vuna Fishing Company Proprietary Limited Fishing and fish processing	31 Dec.	49.80	49.80	36 432	36 432	(5 156)	(7 086)	—	—	(23 322)	(23 322)	—	66 816
Hot Platinum Proprietary Limited (Manufacturer of machinery for jewellery industry)	28 Feb.	20.66	20.66	288	288	(288)	(288)	—	—	—	—	—	—
Milpark Investment SPV Proprietary Limited² Held investment in Milpark Education	31 Dec.	—	15.80	—	139 075	—	(52 199)	—	—	—	—	—	623
Specialized Aquatic Feeds Proprietary Limited³ Producer of aquatic feed	31 Dec.	—	30.00	—	669	—	(331)	—	—	—	—	—	4 000
Alliance Foods³ Supplier of ingredients to food service industry	31 Dec.	—	25.00	—	—	—	3 513	—	—	—	—	—	—
BM Foods Manufacturing Proprietary Limited³ Manufacturer and distributor of chilled and frozen food products	31 Dec.	—	46	—	28 165	—	1 401	—	—	—	—	—	19 202
Total				2 752 419	1 678 960	1 121 067	828 933	356 539	535 750	33 850	(182 334)	66 882	154 029

Valuations are carried out every six months using bases considered appropriate to the underlying investment.

All amounts owing by associates and joint ventures have no fixed terms of repayment and are interest free, except for the following:

	INTEREST RATE	2024 R'000	2023 R'000
South African Enterprise Development Proprietary Limited	3.60%	54 829	51 335
Vuna Fishing Company Proprietary Limited	JIBAR + 2.65%	n/a	12 801
Vuna Fishing Company Proprietary Limited	Prime + 2%	n/a	26 595

The Group has not recorded any impairment in respect of amounts owed by the associate and joint venture (2023: Rnil). An assessment is undertaken at each reporting date by examining the financial position of the entity. In addition, the budgets of these entities for the forthcoming year are reviewed as part of this assessment.

The loans owing by Vuna Fishing Company Proprietary Limited are no longer reflected due to the deconsolidation of Sea Harvest.

¹ Treasury shares have been included in the calculation of the percentage interest held.

² In the current year, the Group received R117.5 million on the disposal of Newshelf 1409 Proprietary Limited, which held the investment in Milpark SPV.

³ Due to the deemed disposal of Sea Harvest, the investment in associate is no longer consolidated at reporting date.

Appendix 3: Investments

	NUMBER OF SHARES		VALUATION OF SHARES	
	2024	2023	2024 R'000	2023 R'000
Investments at FVTOCI				
Unlisted				
Desert Diamond Fishing Proprietary Limited	—	12	—	27 871
MVB Atlantic Enterprises Fishing Proprietary Limited	—	1 000	—	489
Valuations are carried out every six months using bases considered appropriate to the underlying investment.				
Investments at FVTPL				
Listed				
Equites Property Fund Proprietary Limited	—	13 958 621	—	194 723
STADIO Holdings Proprietary Limited	—	43 565 057	—	227 409
MTN Zakhele Futhi (RF) Limited	1 681 049	1 818 795	13 448	31 229
Unlisted				
African Legend Investment Proprietary Limited	3 075 844	3 075 844	42 902	36 534
FPG Property Fund Proprietary Limited	12 203 454	12 203 454	440 417	362 625
FPG Investments (Proprietary) Limited		—	50 000	—
Decision Inc Investment ¹	n/a	n/a	2 530	2 541
Total investments			549 297	883 421

¹ Brimstone has a 25% interest in the partnership.

A register of investments is available for inspection at the registered office of the Company.

Reconciliation of level 3 fair value measurements

Opening balance	430 060	377 405
Total gains or losses – in profit or loss	84 150	55 514
Total gains or losses – in other comprehensive income	(245)	(2 859)
Acquisitions	50 000	—
Disposals	(28 116)	—
Closing balance	535 849	430 060

Disposal of investments

Brimstone disposed of the following investments during the current year:

INVESTMENT	NUMBER OF SHARES SOLD	GROSS PROCEEDS REALISED R'000
Phuthuma Nathi Investments (RF) Limited	1 000 000	100 000
Equities Property Fund Limited	13 958 621	197 384
MTN Zakhele Futhi (RF) Limited	137 746	1 986
STADIO Holdings Limited	43 565 057	256 737
		556 107

Proceeds from disposals were used to reduce debt.

Supplementary Reports on Investments (continued)

as at 31 December 2024

Appendix 4: Intrinsic Net Asset Value Report

The INAV of Brimstone at 31 December 2024 was R2 681.4 million (2023: R2 978.9 million), translating to R11.10 per share (2023: R12.13 per share), based on 241.5 million shares (2023: 245.5 million shares) in issue, net of treasury shares. Fully Diluted INAV per share was R10.79 per share (2023: R11.88 per share), based on 248.5 million shares (2023: 250.8 million shares) in issue, net of treasury shares after taking into account unvested forfeitable shares.

The Book Net Asset Value ("Book NAV") of Brimstone on 31 December 2024 was R3 238.4 million (2023: R3 577.6 million), translating to R13.41 per share (2023: R14.57 per share), based on the respective number of shares in issue.

The closing share prices on 31 December 2024 of Brimstone Ordinary and "N" Ordinary shares on the JSE were R5.04 and R5.05 (2023: R5.11 and R4.85) per share respectively.

	31 DEC 24	31 DEC 23
INAV of Brimstone (R'm)	2 681.4	2 978.9
Book NAV (R'm)	3 238.4	3 577.6
INAV per share (Rand)	11.10	12.13
Fully Diluted INAV per share (Rand)	10.79	11.88
Book NAV per share (Rand)	13.41	14.57
Market price per share (Rand)		
Ordinary shares	5.04	5.11
"N" Ordinary shares	5.05	4.85
Discount to INAV:		
Ordinary shares %	54.6%	57.9%
"N" Ordinary shares %	54.5%	60.0%

Oceana

The INAV of the 25.1% shareholding in Oceana was based on the closing share price of Oceana on the JSE at 31 December 2024 of R67.48 per share.

Sea Harvest

The INAV of the 44.5% shareholding in Sea Harvest was based on the closing share price of Sea Harvest on the JSE at 31 December 2024 of R8.35 per share.

Phuthuma Nathi

The INAV of the 1.3% shareholding in Phuthuma Nathi was based on the closing share price of Phuthuma Nathi on the The Integrated Exchange at 31 December 2024 of R81.01 per share.

MTN Zakhele Futhi

The INAV of the 1.4% shareholding in MTN Zakhele Futhi was based on the closing share price of MTN Zakhele Futhi on the JSE at 31 December 2024 of R8.00 per share.

FPG Property Fund

The INAV of the 10.0% shareholding in FPG Property Fund was based on book value.

FPG Investments

The INAV of the 1.4% shareholding in FPG Investments was based on Cost.

Aon Re Africa

The INAV of the 18.0% shareholding in Aon Re Africa was based on a price-to-earnings multiple.

Obsidian

The INAV of the 70.0% shareholding in Obsidian was based on book value.

SAED

The INAV of the 25.0% shareholding in SAED was based on book value.

INAV analysis by asset

An analysis of the INAV of Brimstone as at 31 December 2024 is set out below, including the valuation basis of each asset. Where applicable, INAV is net of ring-fenced debt and potential CGT relating to that asset.

ASSET	% HELD	VALUATION BASIS	GROSS VALUE (R'000)	DEBT (R'000)	CGT (R'000)	INAV (R'000)
Oceana ¹	25.1%	Market value per share	2 208 899	—	—	2 208 899
Sea Harvest ¹	44.5%	Market value per share	1 332 317	—	—	1 332 317
Phuthuma Nathi	1.3%	Market value per share	72 538	—	—	72 538
MTN Zakhele Futhi	1.4%	Market value per share	13 448	—	—	13 448
FPG Property Fund	10.0%	Book value	440 416	—	(60 609)	379 807
FPG Investments	1.4%	Cost	50 000	—	—	50 000
Aon Re Africa	18.0%	PE valuation	87 903	—	(17 263)	70 640
Obsidian	70.0%	Book value	75 114	—	(8 125)	66 989
SAED	25.0%	Book value	70 155	—	—	70 155
Other Investments, Assets & Liabilities	Various	Valuation	29 078	—	17 604	46 682
Cash/(Net debt)	100.0%	Book value	91 206	(1 721 323)	—	(1 630 117)
Total			4 471 074	(1 721 323)	(68 393)	2 681 358

INAV per share (Rands) ²	18.51	(7.13)	(0.28)	11.10
Fully Diluted INAV per share (Rands) ³	17.99	(6.93)	(0.28)	10.79

¹ No CGT provided on shareholding in Oceana and Sea Harvest due to potential use of the corporate relief provisions of the Income Tax Act.

² Based on 241.5 million shares (December 2023: 245.5 million shares) in issue, net of treasury shares.

³ Based on 248.5 million shares (December 2023: 250.8 million shares) in issue, net of treasury shares after taking into account unvested forfeitable shares.

COMPANY ANNUAL FINANCIAL STATEMENTS

for the year ended 31 December 2024





Statement of Comprehensive Income

for the year ended 31 December 2024

R'000	NOTES	2024	2023
Revenue	2	167 462	1 168 430
Fee income		9 298	5 981
Dividends received		158 164	1 162 449
Operating expenses	3	(74 901)	(81 924)
Operating profit		92 561	1 086 506
Fair value gains/(losses)	4	60 210	(68 490)
Net movement in expected credit losses on loans to subsidiaries	11	165 052	35 715
Other investment (losses)/gains	5	(231 245)	93 561
Profit before net finance costs	6	86 578	1 147 292
Interest income	8	4 508	32 256
Finance costs		(129)	(195)
Profit before taxation		90 957	1 179 353
Taxation	9	(13 420)	25 200
Profit for the year		77 537	1 204 553
Other comprehensive income		—	—
Total comprehensive income for the year		77 537	1 204 553

Statement of Financial Position

as at 31 December 2024

R'000	NOTES	2024	2023
Assets			
Non-current assets		2 625 769	2 678 595
Property, plant, equipment and vehicles		384	549
Interest in subsidiaries	11	2 588 844	2 560 473
Investments in associate companies	12	288	63 677
Investments ¹		1 625	1 625
Loans and receivables		6 868	11 091
Deferred taxation	13	27 760	41 180
Current assets		20 480	12 859
Other receivables		1 947	1 137
Other financial assets		—	20
Taxation	9	—	254
Cash and cash equivalents	14	18 533	11 448
Total assets		2 646 249	2 691 454
Equity and liabilities			
Capital and reserves		2 514 741	2 546 860
Share capital	15	42	42
Capital reserves	16	149 459	153 175
Revaluation reserves		14 098	14 098
Retained earnings		2 351 142	2 379 545
Non-current liabilities		—	3 252
Other financial liabilities	17	—	3 252
Current liabilities		131 508	141 342
Interest in subsidiaries (loans owing to subsidiaries)	11	55 382	12 770
Trade payables		2 363	3 352
Other payables		31 111	25 286
Other financial liabilities	17	42 602	99 934
Taxation	9	50	—
Total equity and liabilities		2 646 249	2 691 454

¹ Includes investment in Class A shares in Lion of Africa Insurance Company Limited of R5 million which has been fully impaired.

Statement of Changes in Equity

for the year ended 31 December 2024

R'000	SHARE CAPITAL	CAPITAL RESERVES	REVALUATION RESERVES	RETAINED EARNINGS	TOTAL
Balance at 1 January 2023	42	156 172	14 098	1 262 394	1 432 706
Total comprehensive income for the year	—	—	—	1 204 553	1 204 553
Dividend paid	—	—	—	(87 402)	(87 402)
Recognition of share-based payments	—	11 764	—	—	11 764
Forfeitable share plan share issue	—	(14 761)	—	—	(14 761)
Balance at 31 December 2023	42	153 175	14 098	2 379 545	2 546 860
Total comprehensive income for the year	—	—	—	77 537	77 537
Dividend paid	—	—	—	(105 940)	(105 940)
Recognition of share-based payments	—	11 109	—	—	11 109
Forfeitable share plan share issue	—	(14 825)	—	—	(14 825)
Balance at 31 December 2024	42	149 459	14 098	2 351 142	2 514 741

Statement of Cash Flows

for the year ended 31 December 2024

R'000	NOTES	2024	2023
Operating activities			
Profit for the year		77 537	1 204 553
Adjustments for non-cash and other items:			
Interest income and dividends received		(162 672)	(1 194 705)
Fair value (gains)/losses		(60 210)	68 490
Net movement in expected credit losses on loans to subsidiaries		(165 052)	(35 715)
Impairment in value of investment in subsidiaries		231 245	50
Reversal of impairment in value of investment in subsidiaries		—	(12 005)
Profit on disposal of subsidiaries		—	(247 016)
Loss on disposal of investment		—	165 410
Non-cash items relating to subsidiaries		(6 286)	(14 992)
Finance costs		129	195
Taxation		13 420	(25 200)
Depreciation		274	1 475
Share-based payment expense		11 109	11 764
Operating cash flows before movements in working capital		(60 506)	(77 696)
Increase in other receivables		(1 257)	(6)
Increase/(decrease) in trade and other payables		4 836	(1 570)
Cash used in operations		(56 927)	(79 272)
Interest received		1 595	15 177
Dividends received from other equity investments		—	21 411
Dividends received from subsidiaries		151 710	61 680
Taxation refund		304	—
Finance costs paid		(129)	(195)
Net cash generated by operating activities		96 553	18 801
Investing activities			
Loans repaid by subsidiaries		2 000	28 391
Loans advanced to subsidiaries		—	(59 495)
Loans and receivables advanced		(187)	(3 644)
Loans and receivables repaid		4 969	352
Acquisition of property, plant, equipment and vehicles		(109)	(353)
Net cash generated by/(used in) investing activities		6 673	(34 749)
Financing activities			
Dividend paid		(105 940)	(87 402)
Loans received from subsidiaries	19	85 978	—
Loans repaid to subsidiaries	19	(76 179)	—
Net cash used in financing activities		(96 141)	(87 402)
Net increase/(decrease) in cash and cash equivalents		7 085	(103 350)
Cash and cash equivalents at beginning of year		11 448	114 798
Cash and cash equivalents at end of year		18 533	11 448
Bank balances and cash		18 533	11 448

Notes to the Separate Annual Financial Statements

for the year ended 31 December 2024

1. Accounting policies and basis of preparation

Presentation of financial statements

(a) Basis of preparation

Statement of compliance

The separate annual financial statements (or “financial statements”) are prepared in accordance with IFRS® Accounting Standards of the International Accounting Standards Board, the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and the Financial Pronouncements issued by the Financial Reporting Standards Council, and the Companies Act of South Africa.

Basis of measurement

The financial statements have been prepared in accordance with the underlying assumption of going concern on the historical cost basis except for the revaluation of certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies.

The principal accounting policies set out below and in the individual notes, have been applied on a basis consistent with the previous year.

Functional and presentation currency

The financial statements are presented in South African Rand, which is the Company’s functional currency, rounded to the nearest thousand, unless otherwise stated.

Disclosure of accounting policies

The Company discloses only those accounting policies which relate to material transactions, other events or conditions and:

- was changed during the reporting period because the Company was required to or chose to change its policy and this change resulted in a material change to the amounts included in the financial statements;
- was chosen from one or more alternatives in an IFRS® Accounting Standard;
- was developed in accordance with paragraphs 10 to 12 of IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors* in the absence of an IFRS® Accounting Standard that specifically applies;
- relates to an area for which the Company is required to make significant judgements or assumptions in applying an accounting policy and discloses those judgements or assumptions; or
- applies the requirements of an IFRS® Accounting Standard in a way that reflects the Company’s specific circumstances.

(b) Critical accounting judgements and key sources of estimation uncertainty

In applying the Company’s accounting policies, the directors are required to make judgements (other than those involving estimations) that have a significant impact on the amounts recognised and to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. These judgements and estimates are described within the notes and identified under the heading “significant judgements and estimates”. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

There are no reportable segments as required by IFRS 8 *Operating Segments*.

1.1 New standards, interpretations and amendments adopted by the Company

In the current year, the Company has applied amended IFRS® Accounting Standards and Interpretations issued by the IASB that are effective for an annual period that begins on or after 1 January 2024. Their adoption has not had any material impact on the disclosures or on the amounts reported in these financial statements.

1.2 Standards that are issued but not yet effective

IFRS 18 *Presentation and Disclosure in Annual Financial Statements* will replace IAS 1 *Presentation of Financial Statements* and applies for annual reporting periods beginning on or after 1 January 2027.

IFRS 18 introduces two newly required subtotals and requires all income and expense items to be classified into operating, investing, financing, income taxes or discontinued operations categories. In addition, the standard defines “management-defined performance measures” (“MPMs”) and requires that an entity provide disclosures regarding its MPMs in a single note to the financial statements.

The standard provides further guidance on grouping of information in the financial statements so that it is more useful.

The impact of this standard on the Company is currently being assessed.

2. Revenue

Accounting policy

Recognition and measurement

Revenue is measured based on the consideration to which the Company expects to be entitled in a contract with a customer, excluding value added tax.

Revenue from providing services is recognised in the accounting period in which the services are rendered, because the customer receives and uses the benefits simultaneously. For fixed-price management contracts, revenue is recognised based on the actual service provided to the end of the reporting period as a proportion of the total services to be provided. This is determined based on the actual labour hours spent relative to the total expected labour hours.

Dividend income is recognised when the right to receive payment has been established, which is normally the last date to trade.

R'000	2024	2023
Management fees received	7 541	3 947
Other	1 757	2 034
Total fee income	9 298	5 981
Dividends received		
▪ associate companies	—	1 608
▪ investment	—	21 411
▪ subsidiaries ¹	158 164	1 139 430
Total dividends received	158 164	1 162 449
Revenue	167 462	1 168 430

¹ Included in the prior year, is a dividend of R820 million received from Oceana SPV Proprietary Limited which was declared in terms of section 47 of the Income Tax Act and non-cash dividends of R257.8 million.

3. Operating expenses

Total operating expenses	74 868	81 924
Less: External fee income	(4 191)	(1 351)
Less: Recoveries from subsidiaries	(5 107)	(4 630)
Holding company administration expenses	65 570	75 943

Included in operating expenses is non-cash expenditure of R11.4 million (2023: R14.4 million), the majority of which relates to the share-based payment charge.

4. Fair value gains/(losses)

Changes in fair value of financial assets held at fair value through profit or loss

▪ mark-to-market revaluation of listed investments	—	(65 332)
▪ revaluation of financial liability with contingent settlement provisions	59 934	—
▪ other financial instruments	276	(3 158)
	60 210	(68 490)

Notes (continued)

for the year ended 31 December 2024

R'000	2024	2023
5. Other investment (losses)/gains		
<ul style="list-style-type: none"> ■ impairment of value of investment in subsidiaries¹ ■ reversal of impairment in value of investment in subsidiaries ■ profit on disposal of subsidiaries² ■ loss on disposal of investment³ 	(231 245) — — —	(50) 12 005 247 016 (165 410)
	(231 245)	93 561
<p>¹ The impairments relate to Brimstone's investments in House of Monatic Proprietary Limited ("Monatic"), Newshelf 1331 Proprietary Limited, Oceana SPV Proprietary Limited and H219 Investments Proprietary Limited. Refer to Appendix 1 and note 11.</p> <p>² During the prior year, Brimstone disposed of its investments in certain subsidiaries to its wholly-owned subsidiary Newshelf 1063 (RF) Proprietary Limited. Refer to note 12 and Appendix 1.</p> <p>³ During the prior year, Brimstone disposed of its 13 958 621 shares in Equites Property Fund Proprietary Limited ("Equites") and its 3 075 844 shares in African Legend Investments Proprietary Limited to its wholly-owned subsidiary Newshelf 1063 (RF) Proprietary Limited ("Newshelf 1063"), in exchange for shares in Newshelf 1063.</p>		
6. Profit before net finance costs		
Profit before net finance costs includes the following items of expenditure not shown separately in the statement of comprehensive income:		
Expenditure		
Auditors' remuneration		
<ul style="list-style-type: none"> ■ External statutory audit 	2 529	2 376
Depreciation – property, plant, equipment and vehicles	275	371
Depreciation – right-of-use asset	—	1 104
Employee related expenses		
<ul style="list-style-type: none"> ■ Staff costs ■ Post-employment benefits 	43 006 1 977	44 522 2 174
7. Directors' emoluments		
Fees for services as directors		
Non-executive directors	3 833	4 329
Management and other services		
Executive directors	37 998	38 174
Total paid by Company	41 831	42 503
Executive directors do not have fixed term contracts. They have employment agreements with the Company which are subject to a one month notice period by either party.		
Refer note 24 for detailed information.		
8. Interest income		
Interest received on bank deposits	1 495	5 221
Interest received on loans to subsidiaries	2 446	27 035
Other	567	—
	4 508	32 256

R'000	2024	2023
9. Taxation		
9.1 Taxation charge		
SA normal taxation	13 420	(25 200)
Deferred – current year	13 420	(23 325)
– over provision prior year	–	(1 875)
Unutilised computed tax losses carried forward	53 143	53 143
Saving in taxation attributable thereto at current rate	14 349	14 349
No deferred tax asset was raised in respect of estimated tax losses amounting to	15 412	–
9.2 Reconciliation of taxation income		
Profit before taxation	90 957	1 179 353
Tax at statutory rates (27%) (2023: 27%)	24 558	318 425
Over provided previous year	–	(1 875)
Tax effect of fair value adjustments	(16 182)	17 640
Tax effect of impairments and expected credit losses	17 880	(12 871)
Tax effect of non-deductible expenses ¹	1 661	1 871
Tax effect of non-taxable income ²	(42 855)	(330 208)
Deferred tax asset not raised	15 412	–
Capital gains tax	12 946	(18 182)
	13 420	(25 200)
¹ Non-deductible expenses consists primarily of the non-deductible portion of expenditure relating to an investment holding company.		
² Non-taxable income consists primarily of dividends received.		
10. Dividends		
On 4 March 2025, a final gross dividend of 40 cents per share (2023: 40 cents per share) was declared out of income reserves.		
11. Interest in subsidiaries		
Shares at cost	3 454 913	3 170 754
Less: Impairments	(866 203)	(634 958)
Shares at cost less impairments	2 588 710	2 535 796
Loans owing by subsidiaries	20 134	209 729
Less: Allowance for expected credit losses	(20 000)	(185 052)
Loans owing by subsidiaries less expected credit losses	134	24 677
Interest in subsidiaries	2 588 844	2 560 473

Disposal of investments and subsidiaries to fellow subsidiary

During the current year, Brimstone transferred its investment in associate, South African Enterprise Development Proprietary Limited (“SAED”), to its wholly owned subsidiary, Newshelf 1063, in exchange for 22 193 shares in Newshelf 1063.

During the prior year, Brimstone disposed of its investments in Septen Investments Proprietary Limited, Brimsure Proprietary Limited, Firefly Investments 306 Proprietary Limited and Newshelf 1404 Proprietary Limited (“Newshelf 1404”) to its wholly-owned subsidiary Newshelf 1063.

The disposals were implemented in terms of Section 42 of the Income Tax Act, whereby Brimstone received shares in Newshelf 1063 in exchange for the investment in associate and shares disposed of.

Impairments

The carrying amount of the Company’s investment in subsidiary companies is reviewed annually to determine if there are any impairment indicators. Where such indicators exist, the investment is impaired to its recoverable amount. The investments which have been impaired are dormant or have underlying businesses that are in run-off. Consequently, these investments have been fully impaired.

Notes (continued)

for the year ended 31 December 2024

11. Interest in subsidiaries (continued)

Loans owing by subsidiaries

The loans owing by subsidiaries are unsecured, have no fixed terms of repayment and are interest free. In the prior year, the loan owing by Monatic incurred interest at the prime rate. The loan claim was capitalised during the current year.

The intention of the directors is not to call on the above loans within the next 12 months.

The Company's practice in assessing credit risk and measuring expected credit losses ("ECLs") on loans owing by subsidiaries has been detailed in note 22.6. The loans owing by subsidiaries have been classified into two categories:

Current

The subsidiary has access to sufficient liquid resources to settle the amount owing to the Company at the reporting date. The expected credit loss on loans classified as current is insignificant.

Default

The subsidiary does not have access to sufficient liquid resources to settle the amount owing to the Company at the reporting date. The ECL is measured as the cash shortfall and is recognised at the nominal amount of the loan. All ECLs recognised in the current and prior year fall into this category.

ECLs are updated to reflect changes in credit risk since initial recognition of the loans granted to the subsidiaries at the reporting date.

R'000	2024	2023
Allowance for ECLs		
Balance at the beginning of year	185 052	220 767
Increase in allowance recognised in profit or loss	20 000	39
Amounts reversed during the year	(185 052)	(35 754)
Balance at the end of the year	20 000	185 052
Loans owing to subsidiaries	55 382	12 770
The loans owing to subsidiaries are unsecured, have no fixed terms of repayment and are interest free.		
Refer to Appendix 1 for details of subsidiary companies.		
Investments in associate companies		
Shares at cost less impairments	288	288
Loans to associate companies	—	63 389
	288	63 677

During the current year, Brimstone transferred its investment in associate, SAED, to its wholly owned subsidiary, Newshelf 1063, in exchange for 22 193 shares in Newshelf 1063.

Brimstone holds 20.66% in Hot Platinum Proprietary Limited ("Hot Platinum"), a manufacturer of machinery for the jewellery industry. Hot Platinum is incorporated and operates in South Africa.

13. Deferred taxation

Accounting policy

Recognition and measurement

Deferred tax is provided using the liability method, providing for temporary differences arising between the tax base and the accounting carrying amount of amounts reflected in the financial statements. Deferred tax is, however, not provided for temporary differences that arise from the initial recognition of an asset or liability where that transaction affects neither accounting profit nor tax profit (tax loss). The only exception to this being when that asset or liability arises in terms of a business combination. Deferred tax is determined at tax rates that are enacted or substantively enacted at year-end and are expected to apply when the temporary difference reverses. Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which will the deferred tax asset can be realised.

R'000	2024	2023
Deferred taxation asset	27 760	41 180
The major components of the deferred tax balance are as follows:		
Derivative instruments	703	873
Investments	8 640	21 586
Provisions and accruals	4 069	4 373
Estimated tax losses	14 348	14 348
Deferred tax asset	27 760	41 180
Opening balance	41 180	15 980
Recognised in profit or loss	(13 420)	25 200
Balance at 31 December	27 760	41 180

14. Cash and bank balances

Accounting policy

Actual bank balances are reflected. Outstanding cheques and deposits are included in accounts payable and accounts receivable respectively. For the purpose of the statement of cash flows, cash and cash equivalents includes cash on hand and deposits held with banks.

R'000	2024	2023
Cash at banks and on hand	18 533	11 448

Cash at banks earns interest at floating rates based on daily bank deposit rates.

Notes (continued)

for the year ended 31 December 2024

	R'000		NUMBER OF SHARES	
	2024	2023	2024	2023
15. Share capital				
15.1 Authorised				
500 000 000 ordinary shares of 0.1 cents each	500	500	500 000 000	500 000 000
1 000 000 000 "N" ordinary shares of 0.001 cents each	10	10	1 000 000 000	1 000 000 000
	510	510		
15.2 Issued and fully paid				
Ordinary shares of 0.1 cents each	40	40	39 874 146	39 874 146
"N" Ordinary shares of 0.001 cents each	2	2	224 975 962	224 975 962
Total share capital	42	42		

The directors are authorised, by resolution of the shareholders and until the forthcoming AGM, to issue the unissued shares for any purpose and upon such terms and conditions as they see fit.

Refer to note 24 for movements in treasury shares relating to the Company's forfeitable share plan. The nominal value of these shares is below R100.

R'000	2024	2023
16. Capital reserves		
Share premium		
Balance at 1 January and 31 December	123 807	123 807
Share options reserve		
Balance at 1 January	21 054	24 051
Recognition of share-based payments	11 109	11 764
Forfeitable share plan share issue (treasury shares)	(14 825)	(14 761)
Balance at 31 December	17 338	21 054
Share options exercised reserve		
Balance at 1 January and 31 December	8 314	8 314
Total capital reserves	149 459	153 175
17. Other financial liabilities		
Financial liability with contingent settlement provisions ¹	40 000	99 934
Other derivatives	2 602	3 252
	42 602	103 186
Non-current	—	3 252
Current	42 602	99 934
Total	42 602	103 186

¹ Represents liability recognised at date of sale of former subsidiary, Lion of Africa Insurance Company Limited, and equalled the net liabilities of the company disposed of.

18. Bank overdraft

The Company has an overdraft facility amounting to R60 million (2023: R60 million).

The facility bears interest at the bank's prime lending rate. The overdraft facility is unsecured.

R'000	2024	2023
-------	------	------

19. Changes in liabilities arising from financing activities

R'000	OTHER FINANCIAL LIABILITIES	LOANS OWING TO SUBSIDIARIES	TOTAL
Balance at 1 January 2023	99 934	286 164	386 098
Cash flows	—	—	—
Other changes ¹	—	(273 394)	(273 394)
Balance at 31 December 2023	99 934	12 770	112 704
Cash flows	—	9 799	9 799
Revaluation of financial liability with contingent settlement provisions	(59 934)	—	(59 934)
Other changes	—	32 813	32 813
Balance at 31 December 2024	40 000	55 382	95 382

¹ Includes non-cash dividends received from subsidiaries.

Notes (continued)

for the year ended 31 December 2024

20. Share-based payments

Accounting policy

The Company has equity-settled compensation plans.

Equity-settled share-based payments to certain employees are measured at fair value (excluding the effect of non-market-based vesting conditions) at the date of grant. 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 Company's estimate of the shares that will eventually vest and adjusted for the effect of non-market-based vesting conditions.

The Company recognised total expenses of R11.1 million (2023: R11.8 million).

Forfeitable share plan

The Company adopted a forfeitable share plan ("FSP") which was approved by shareholders on 18 December 2014. In terms of the forfeitable share plan, executive directors and senior managers will be awarded performance shares in the Company. The performance shares are linked to a requirement of continued employment over the prescribed period, the Company's performance and strategic, individual performance conditions which have to be met.

During the current year, the remuneration policy was enhanced, positively, by the introduction of a Malus and Clawback policy and the implementation of a Minimum Shareholding Requirement ("MSR") policy for senior employees with effect from January 2024. Employees are permitted to transfer FSP shares which have reached the end of their restriction period to their MSR, which is also restricted.

NUMBER OF FORFEITABLE SHARES	2024	2023
Ordinary shares		
Outstanding at beginning of year	1 584 910	1 584 910
Awarded during year	—	—
Forfeited	(114 731)	—
Vested during the year	(88 127)	—
Outstanding at end of year	1 382 052	1 584 910
"N" Ordinary shares		
Outstanding at beginning of year	5 484 344	4 173 524
Awarded during year	3 222 850	3 285 370
Transferred to MSR scheme	(1 691 238)	—
Forfeited	(375 116)	(458 187)
Vested during the year	(456 763)	(1 516 363)
Outstanding at end of year	6 184 077	5 484 344

GRANT DATE	NUMBER OF SHARES	GRANT DATE FAIR VALUE R'000	EXPECTED VESTING DATE
Ordinary shares			
21 February 2022	1 382 052	7 679	20 Feb 2025
"N" Ordinary shares			
21 February 2022	113 454	573	20 Feb 2025
20 February 2023	1 135 724	5 182	19 Feb 2026
2 June 2023	720 802	3 640	20 Feb 2025
2 June 2023	1 213 294	5 150	19 Feb 2026
19 February 2024	3 000 803	10 919	18 Feb 2027
	6 184 077		

21. Retirement benefits

The Company's pension fund is administered by the Old Mutual Superfund Provident Fund. Contributions payable to the fund and charged against income during the year, amounted to R2.0 million (2023: R2.2 million).

All permanent staff of Brimstone Investment Corporation Limited were members of a retirement fund.

22. Financial instruments

22.1 Capital risk management

The Company manages its capital to ensure it will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The capital structure of the Company consists of an overdraft facility as disclosed in note 18, cash and cash equivalents and equity attributable to equity holders of the parent, comprising issued capital, reserves as disclosed in notes 16 and 20 and retained earnings. The Company's board reviews the capital structure on a regular basis and in particular when an acquisition of an investment is planned. As a part of this review, the board considers the cost of capital and the risks associated with each class of capital. The Company will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debt or the redemption of existing debt. The Company's overall strategy remains unchanged from the previous year.

R'000	2024	2023
22.2 Categories of financial instruments		
Financial assets		
Investments carried as at FVTPL	1 625	1 625
Derivative financial assets carried at FVTPL	—	20
Amortised cost	27 482	111 742
Other receivables	1 947	1 137
Loans and receivables	6 868	11 091
Cash and cash equivalents	18 533	11 448
Loans to associate companies	—	63 389
Loans owing by subsidiaries	134	24 677
Financial liabilities		
Financial liability with contingent settlement provisions carried at FVTPL	40 000	99 934
Derivative financial liabilities carried at FVTPL	2 602	3 252
Amortised cost	57 745	16 122
Trade payables	2 363	3 352
Loans owing to subsidiaries	55 382	12 770

22.3 Financial risk management objectives

A committee consisting of executives of the Company monitors and manages the Company's financial risks relating to the operations of the Company. These risks include market risk (including currency risk, interest rate risk and price risk), credit risk and liquidity risk. The recommendations of this committee are presented to the Audit and Risk Committee and, if necessary, the board of directors for approval. The Company does not enter into or trade in financial instruments, including derivative instruments, for speculative purposes.

22.4 Market risk

The Company's activities expose it primarily to the financial risks of changes in interest rates (see below) and equity price risk (see below). There has been no change to the Company's exposure to market risks or the manner in which it manages and measures the risk. The Company is not exposed to the financial risks of changes in foreign exchange.

22.5 Interest rate risk management

The Company is exposed to interest rate risk as subsidiaries of the Company borrow funds at both fixed and floating interest rates. The Company's exposure to interest rate risk on financial liabilities are detailed in the liquidity risk management section. The sensitivity analysis below has been determined based on the exposure to interest rates for non-derivative instruments at the reporting date. For floating rate liabilities, the analysis is prepared assuming the amount of liability outstanding at the reporting date was outstanding for the whole year.

If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Company's profit for the year would decrease/increase by R0.07 million (2023: R0.04 million) in the Company as a result of their exposure to interest rates on their variable rate borrowings.

Notes (continued)

for the year ended 31 December 2024

22. Financial instruments (continued)

22.6 Credit risk management and measurement of expected credit losses

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company, prior to advancing funds to subsidiaries and associates, reviews through its Investment Committee the entity's ability to repay the funds. The maximum exposure to credit risk, excluding the value of any collateral or other security at the reporting date to recognised financial assets, is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the financial statements. Financial assets which potentially subject the Company to concentrations of credit risk consist of cash at bank and loans to subsidiaries. The Company's cash is placed with recognised financial institutions and therefore presents an insignificant credit risk.

The Company applies the general approach in calculating expected credit losses (ECLs) for loans and advances. ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (12-month ECL). For credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (lifetime ECL). In assessing whether an increase in credit risk relative to the position at initial recognition is indicated, management is of the view that the availability of liquid assets at the reporting date together with forward looking information is most relevant. Therefore, management relies on a review of the subsidiary's financial statements or management accounts and cash flow forecasts when assessing credit risk. Management judges that a forecast net outflow of cash and a requirement to provide further financial assistance, for operating purposes, to the subsidiary in any of the next 2 years as an indication that credit risk has increased significantly.

As loans to subsidiaries have no stated terms of repayment and are therefore assumed to be repayable on demand, the maximum period to consider when measuring expected credit losses is one day. If at the reporting date, the subsidiary has the capacity to repay the loan if demanded by the Company (i.e. the subsidiary has sufficient cash resources without restrictions to repay with one day's notice), the expected credit loss allowance will be negligible. In other words, the probability of default would be close to nil and the expected credit loss would be immaterial. However, if at the reporting date, the subsidiary would be incapable of repaying the loan in full if demanded by the Company with one day's notice, the probability of default is considered to be very high. In other words, the probability of default would be close to 100%.

Even though the probability of default may be close to 100%, in establishing the loss given default, management considers what actions the subsidiary could undertake to meet the contractual demanded amount and so mitigate the credit losses suffered by the Company. In other words, management considers the expected manner of recovery of the cash flows due under the loan if called. Any cash shortfall is recognised at the nominal amount as an expected credit loss, due to the loans having no stated repayment terms and the effective interest rate for discounting cash flows to present values being nil %. Where there is no reasonable expectation of recovering the cash flows due, the loan will be written off.

At the reporting date, the Company did not consider there to be any significant concentration of credit risk in respect of which an allowance for expected credit losses has not been recognised. Refer to note 11.

22.7 Liquidity risk management

Ultimate responsibility for liquidity risk management rests with the board of directors, which has developed an appropriate liquidity risk management framework for the management of the Company's short, medium and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. Included below is a listing of additional undrawn facilities to further reduce liquidity risk.

R'000	2024	2023
Unutilised banking facilities		
Total banking and loan facilities	60 000	60 000
Facilities utilised	—	—
Cash and cash equivalents	18 533	11 448
Unutilised banking facilities and cash and cash equivalents	78 533	71 448

22.7 Liquidity risk management (continued)

Liquidity and interest rate risk tables

The following tables detail the Company's remaining contractual maturity for non-derivative financial liabilities and assets. The asset tables have been drawn up based on the undiscounted contractual maturities of the financial assets including interest that will be earned on those assets and in the case when contractual maturities cannot be determined, using management best view of the period when the amounts will be recovered. The liability tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the liabilities can be repaid and includes both interest and principal cash flows.

The Company's exposure to liquidity and interest rate risk and the effective rates of interest at reporting date are as follows:

2024	WEIGHTED AVERAGE EFFECTIVE INTEREST RATE %	LESS THAN 1 YEAR R'000	1-5 YEARS R'000	OVER 5 YEARS R'000	TOTAL R'000
Assets					
Investments at FVTPL	Interest free	—	—	1 625	1 625
Loans to subsidiaries	Interest free	—	20 134	—	20 134
Loans and receivables	18	1 802	1 724	—	3 526
Other receivables	Interest free	1 947	—	—	1 947
Cash and cash equivalents	Bank deposit rates	18 533	—	—	18 533
		22 282	21 858	1 625	45 765
Liabilities					
Loans from subsidiaries	Interest free	55 382	—	—	55 382
Financial liability with contingent settlement provisions	Interest free	40 000	—	—	40 000
Trade payables	Interest free	2 363	—	—	2 363
		97 745	—	—	97 745

The Company's exposure to liquidity and interest rate risk and the effective rates of interest at reporting date are as follows:

2023	WEIGHTED AVERAGE EFFECTIVE INTEREST RATE %	LESS THAN 1 YEAR R'000	1-5 YEARS R'000	OVER 5 YEARS R'000	TOTAL R'000
Assets					
Investments at FVTPL	Interest free	—	—	1 625	1 625
Participating preference shares held in investment in associate	3.6	—	—	51 335	51 335
Loans to associate companies and joint ventures	Interest free	—	—	12 053	12 053
Loans to subsidiary	Prime	—	15 940	—	15 940
Loans to subsidiaries	Interest free	—	8 737	—	8 737
Loans and receivables	18	6 728	3 138	—	9 866
Other financial assets	Interest free	20	—	—	20
Other receivables	Interest free	1 137	—	—	1 137
Cash and cash equivalents	Bank deposit rates	11 448	—	—	11 448
		19 333	27 815	65 013	112 161
Liabilities					
Loans from subsidiaries	Interest free	12 770	—	—	12 770
Financial liability with contingent settlement provisions	Interest free	99 934	—	—	99 934
Other financial liabilities	Interest free	3 252	—	—	3 252
Trade payables	Interest free	3 352	—	—	3 352
		119 308	—	—	119 308

Notes (continued)

for the year ended 31 December 2024

22. Financial instruments (continued)

22.8 Equity Price Risk

The portfolio of listed equities which are carried in the statement of financial position at fair value, has exposure to significant equity price risk, being the potential loss in market value resulting from an adverse change in prices. The Company's holdings are diversified across more than one company. Material investments within the portfolio are managed on an individual basis and all buy and sell decisions are approved by the Investment Committee. The primary goal of the Company's investment strategy is to maximise investment returns without incurring undue market risk.

At 31 December, the exposure to equity price risk resulted from the financial assets listed in note 22.10

22.9 Fair value of financial instruments

The estimated net fair values at 31 December 2024 have been determined using available market information and appropriate valuation methodologies and are not necessarily indicative of the amounts that the Company could realise in the ordinary course of business. The fair values of financial instruments in the Company approximate the amounts reported in the statements of financial position.

The following methods and assumptions were used by the Company in establishing fair values:

Investments

These investments are valued each 6 months on the basis considered most appropriate to the investment concerned.

Cash and cash equivalents

The carrying amounts reported in the statement of financial position approximate fair values.

Other receivables

The carrying amounts reported in the statement of financial position approximate fair values.

Interest bearing borrowings

The carrying amounts reported in the statement of financial position approximate fair values.

Trade and other payables

The carrying amounts reported in the statement of financial position approximate fair values.

22.10 Fair value measurements

This note provides information about how the Company determines fair values of various financial assets and financial liabilities.

Fair value of the Company's financial assets and financial liabilities that are measured on a fair value basis on a recurring basis

Some of the Company's financial assets and financial liabilities are measured at fair value at each reporting date. The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation technique(s) and inputs used).

The directors consider that the carrying amounts of financial assets and financial liabilities not measured at fair value on a recurring basis (but fair value disclosures are required) recognised in the financial statements approximate their fair values.

2024

R'000	LEVEL 1	LEVEL 2	LEVEL 3	TOTAL
Financial assets at FVTPL				
Unlisted shares	—	—	1 625 ²	1 625
Total	—	—	1 625	1 625
Financial liabilities at FVTPL				
Derivative financial liabilities	—	2 602 ¹	—	2 602
Financial liability with contingent settlement provisions	—	—	40 000	40 000
Total	—	2 602	40 000	42 602

2023

R'000	LEVEL 1	LEVEL 2	LEVEL 3	TOTAL
Financial assets at FVTPL				
Derivative financial assets	—	20 ¹	—	20
Unlisted shares	—	—	1 625 ²	1 625
Total	—	20	1 625	1 645
Financial liabilities at FVTPL				
Derivative financial liabilities	—	3 252 ¹	—	3 252
Financial liability with contingent settlement provisions	—	—	99 934 ³	99 934
Total	—	3 252	99 934	103 186

¹ The following methods and inputs are used in valuing level 2 financial assets and liabilities:

- The fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observable yield curves.

² Value is based on the effective interest held in the net assets of the underlying entity. In assessing the net assets of the underlying entity, substantially all of the assets are carried at fair value and all of the liabilities are carried at amortised cost. Therefore, application of Brimstone's percentage interest to the net asset value of the entity is the best indication of fair value of the investment. If the net assets of the underlying entity had been 10% higher/lower, profit for the year would increase/decrease by R0.1 million (2023: R0.1 million).

³ The fair value of the financial liability with contingent settlement provisions is measured as the undiscounted amount that the Company could be required to repay immediately, and is represented by the net liabilities of Lion at the date of disposal. Refer to note 17 for further information.

Notes (continued)

for the year ended 31 December 2024

22. Financial instruments (continued)

22.10 Fair value measurements (continued)

The table provided an analysis of financial instruments and non-financial assets that are measured subsequent to initial recognition at fair value, grouped in Levels 1 to 3 based on the degree to which fair value is observable:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

There were no transfers between levels 1, 2 and 3 in the current or prior year.

There are no changes to unobservable inputs that might result in a significantly higher or lower fair value measurement within level 2 and level 3 financial and non-financial assets and liabilities.

Reconciliation of level 3 fair value measurements

R'000	2024	2023
Opening balance	1 625	33 838
Total gains or losses – in profit or loss	–	(32 213)
Closing balance	1 625	1 625

23. Related party transactions and directors' interests

Compensation of key management personnel

The remuneration of executive directors and other key members of management during the year was as follows:

Short-term benefits	39 385	39 571
Post-employment benefits	1 812	1 942
Share-based payments	10 884	11 420
	52 081	52 933

F Robertson, an executive director of the Company, is a beneficiary of a trust which is the ultimate controlling shareholder of an insurance broker that provides services to the Company and certain of its subsidiaries. The services are performed on a strictly market related arms' length basis and total fees paid for the services during the year amounted to R176 748 (2023: R165 515).

The balances owing to/by subsidiaries are disclosed in [Appendix 1](#).

The balances with subsidiaries and associates will be settled by the transfer of funds.

Transactions between the Company, its subsidiaries and associates:

Subsidiaries

Dividends received	158 164	1 139 430
Interest received	2 447	27 035
Management fees received	7 541	3 947

Associates

Dividends received	–	1 608
--------------------	---	-------

24. Directors' remuneration

Executive directors' remuneration

The table below sets out details of the amounts paid to or receivable by executive directors in respect of the financial year.

Paid by the Company and Subsidiaries

2024						
NAME (R'000)	BASIC SALARY	FEES PAID BY SUBSIDIARIES	OTHER BENEFITS¹	STI	LTI AWARD VALUE	TOTAL
MA Brey	3 951	—	523	3 103	2 685	10 262
F Robertson	3 997	344	477	3 103	2 685	10 606
GG Fortuin	3 111	—	334	1 957	1 378	6 780
MI Khan ²	3 258	—	355	2 052	1 445	7 110
T Moodley	1 713	—	218	881	772	3 584
Total	16 030	344	1 907	11 096	8 965	38 342

2023						
NAME (R'000)	BASIC SALARY	FEES PAID BY SUBSIDIARIES	OTHER BENEFITS¹	STI	LTI AWARD VALUE	TOTAL
MA Brey	3 974	—	500	3 103	2 685	10 262
F Robertson	4 018	1 343	456	3 103	2 685	11 605
GG Fortuin	3 115	—	330	2 012	1 378	6 835
MI Khan	3 262	—	351	2 139	1 445	7 197
T Moodley	1 716	—	215	915	772	3 618
Total	16 085	1 343	1 852	11 272	8 965	39 517

¹ Company contributions to retirement fund and medical aid

Executive directors' interest

The table below sets out details of all awards made under the FSP scheme in the current and prior years that, at the end of the financial year had not yet vested.

2024				
NAME	MSR SHARES	FORFEITABLE SHARES	TOTAL RESTRICTED SHARES	INDICATIVE VALUE OF RESTRICTED INSTRUMENTS R'000
MA Brey	437 752	1 920 577	2 358 329	8 925
F Robertson	437 752	1 920 577	2 358 329	8 925
GG Fortuin	204 138	929 967	1 134 105	4 289
MI Khan ²	237 196	974 965	1 212 161	4 586
T Moodley	131 842	522 413	654 255	2 477
				29 202

2023				
NAME	MSR SHARES	FORFEITABLE SHARES	TOTAL RESTRICTED SHARES	INDICATIVE VALUE OF RESTRICTED INSTRUMENTS R'000
MA Brey	n/a	1 620 527	1 620 527	5 937
F Robertson	n/a	1 620 527	1 620 527	5 937
GG Fortuin	n/a	755 392	755 392	2 790
MI Khan	n/a	814 950	814 950	3 006
T Moodley	n/a	441 998	441 998	1 637
				19 307

² Retired effective 3 April 2025.

Notes (continued)

for the year ended 31 December 2024

24. Directors' remuneration (continued)

Non-executive directors' remuneration

Non-executive directors receive fees for membership of the Brimstone Investment Corporation Limited board. They also receive fees for work done on committees of the Board. The amounts below are exclusive of VAT.

2024			
NAME (R'000)	BOARD FEES	COMMITTEE FEES	TOTAL
PL Campher	502	413	915
MJT Hewu	275	183	458
N Khan	275	421	696
LA Parker	275	183	458
FD Roman	275	115	390
M Ndlovu	275	183	458
LAD Wort	275	183	458
Total	2 152	1 681	3 833

2023			
NAME (R'000)	BOARD FEES	COMMITTEE FEES	TOTAL
PL Campher	502	529	1 031
MJT Hewu	275	183	458
N Khan	275	489	764
K Moloko ¹	138	38	176
LA Parker	275	251	526
FD Roman	275	115	390
M Ndlovu	275	251	526
LAD Wort	275	183	458
Total	2 290	2 039	4 329

¹ Retired on 29 May 2023.

Prescribed officers

The Board has determined that there are no prescribed officers in the employ of the Company as defined by the Companies Act.

25. Events after the reporting period

On 4 March 2025, a final gross cash dividend of 40 cents per share (2023: 40 cents per share) was declared out of income reserves.

26. Going Concern

The Company's statement of financial position indicates that at 31 December 2024 its current liabilities exceeded its current assets by R111.0 million (2023: R128.5 million).

The Company has assessed its cash flow requirements for a period of at least twelve months from the reporting date and management is satisfied that the Company has access to the necessary resources to settle liabilities as and when they fall due in the ordinary course of business. The Company forms part of the investment group, Brimstone, which manages investments across a diverse range of industries. Cash flow projections are presented to the Board on a quarterly basis for the Group as a whole and these projections indicate that there is adequate cash resources, borrowing facilities or other mechanisms that can be initiated to meet all cash/liability demands of the Group, as and when they are required to be settled. The Company's cash requirements are considered as part of this process. In addition, amounts owing to wholly-owned subsidiaries classified as current liabilities as required by IFRS[®] Accounting Standards, are by intent of a long-term nature and will not be recalled by these entities in the foreseeable future.

The financial statements have therefore been prepared on the basis of accounting policies applicable to a going concern.

Supplementary Reports on Investments

as at 31 December 2024

Appendix 1: Interest in subsidiaries

	ISSUED SHARE CAPITAL		EFFECTIVE PERCENTAGE HOLDING		SHARES AT COST/ VALUATION		NET INDEBTEDNESS	
	2024	2023	2024	2023	2024	2023	2024	2023
	R	R	%	%	R'000	R'000	R'000	R'000
Held directly								
Investment holding								
Brimco Proprietary Limited	1	1	100	100	—	—	85	35
Newshelf 1063 (RF) Proprietary Limited	2 582 730 639	2 490 341 968	100	100	2 582 731	2 490 342	(51 007)	—
Dormant								
Newshelf 1331 Proprietary Limited	62 897	1	100	100	63	—	—	44
Impairment/allowance for ECLs	—	—	—	—	(63)	—	—	(44)
H Investments No 219 Proprietary Limited	100	100	100	100	18 646	18 646	—	(6 453)
Impairment	—	—	—	—	(18 646)	(12 192)	—	—
Newshelf 1354 Proprietary Limited	1	1	100	100	—	—	—	34
Allowance for ECLs	—	—	—	—	—	—	—	(34)
Newshelf 831 (RF) Proprietary Limited	15 335	15 335	98	98	258 283	258 283	(4 375)	(4 375)
Impairment	—	—	—	—	(258 283)	(258 283)	—	—
BrimTiger Proprietary Limited	100	100	100	100	334 483	334 483	—	—
Impairment	—	—	—	—	(334 483)	(334 483)	—	—
Oceana SPV Proprietary Limited	100	100	100	100	40 645	39 000	20 000	20 000
Impairment/allowance for ECLs	—	—	—	—	(40 645)	—	(20 000)	—
Retailer of clothing								
House of Monatic Proprietary Limited	232 101 195	30 572 408	100	100	220 062	30 000	—	189 615
Impairment/allowance for ECLs	—	—	—	—	(214 083)	(30 000)	—	(184 974)
Held indirectly								
Investment holding								
Friedshelf 1535 (RF) Proprietary Limited	—	—	—	—	—	—	—	(1 931)
Controlled special purpose entities								
Brimstone Investment Corporation Limited Share Trust	—	—	—	—	—	—	49	(10)
					2 588 710	2 535 796	(55 248)	11 907

SHAREHOLDERS AND CORPORATE INFORMATION

for the year ended 31 December 2024





Directors' Interests in Shares

as at 31 December 2024

DIRECTORS	DIRECT		INDIRECT		TOTAL	PLEGGED
	BENEFICIAL	NON-BENEFICIAL	BENEFICIAL	NON-BENEFICIAL		
Ordinary shares						
MA Brey	1 354 762	—	4 843 772	104 184	6 302 718	2 855 757
F Robertson	520 300	—	5 979 736	—	6 500 036	5 860 322
MI Khan ¹	17 473	—	—	10 089	27 562	—
T Moodley	22 799	—	—	17 095	39 894	—
N Khan	133 279	—	235 812	—	369 091	—
LA Parker	—	—	1 001 056	—	1 001 056	270 000
	2 048 613	—	12 060 376	131 368	14 240 357	8 986 079
"N" ordinary shares						
MA Brey	1 236 081	—	18 654 698	199 589	20 090 368	15 222 007
F Robertson	242 996	—	17 702 248	—	17 945 244	17 192 380
MI Khan ¹	261 278	—	—	980	262 258	—
GG Fortuin	483	—	—	—	483	—
T Moodley	768 801	—	—	162 736	931 537	—
N Khan	146 084	—	1 143 887	—	1 289 971	—
LA Parker	—	—	2 241 907	—	2 241 907	2 209 972
	2 655 723	—	39 742 740	363 305	42 761 768	34 624 359

¹ Retired effective 3 April 2025.

The requisite SENS announcements have been made in respect of changes in directors' interests in shares from the reporting date to the date of approval of the consolidated and separate financial statements.

Shareholding Information

as at 31 December 2024

Shareholder spread

	NO. OF SHAREHOLDERS IN S.A.		NO. OF SHAREHOLDERS OTHER THAN S.A.		TOTAL SHAREHOLDERS	
	NO.	%	NO.	%	NO.	%
Ordinary shares						
Public	1 899	99.6	16	100	1 915	99.6
Directors	5	0.3	—	—	5	0.3
Other	2	0.1	—	—	2	0.1
Total	1 906	100	16	100	1 922	100
“N” ordinary shares						
Public	2 916	99.7	24	100	2 940	99.7
Directors	6	0.2	—	—	6	0.2
Other	2	0.1	—	—	2	0.1
Total	2 924	100	24	100	2 948	100

Share trading statistics

	ORDINARY SHARES	“N” ORDINARY SHARES
Market price per share (cents)		
High	580	600
Low	435	419
Year-end	504	505
Volume of shares traded (number)	1 453 822	21 198 378
Volume of shares traded as a % of issued shares	3.6%	9.4%
Value of shares traded	R7 902 405	R101 554 392
Number of transactions	250	250

Shareholding Information (continued)

as at 31 December 2024

Combined ordinary and “N” ordinary shareholdings

	ORDINARY	“N” ORDINARY	TOTAL	% OF ISSUED SHARE CAPITAL
Major shareholders				
MA Brey (direct and indirect, beneficial and non-beneficial)	6 302 718	20 090 368	26 393 086	10.0
F Robertson (direct and indirect, beneficial and non-beneficial)	6 500 036	17 945 244	24 445 280	9.3
Max Brozin Investment Corporation	3 330 056	3 002 143	6 332 199	2.4
Brostone Securities (Pty) Ltd	2 855 757	15 222 007	18 077 764	6.8
Jasmyweg Beleggings 3 (RF)	2 855 757	15 222 007	18 077 764	6.8
Septen Investments (Pty) Ltd (treasury shares)	1 710 763	11 847 760	13 558 523	5.1
Brimstone Investment Corporation Limited (FSP shares)	1 584 910	5 550 300	7 135 210	2.7
SBSA ITF PSG Flexible fund	—	11 055 783	11 055 783	4.2
FRB ITF Ninety One Value Fund	—	11 202 915	11 202 915	4.2
T MIBFA MIPF In House Equities	—	9 639 785	9 639 785	3.6
UNT MIBFA EIPF In House – Equities	—	7 422 949	7 422 949	2.8
SBSA ITF PSG Balanced Fund	—	7 329 813	7 329 813	2.8
FRB ITF Prime Worldwide Equity Fund	—	6 923 970	6 923 970	2.6
CITICLIENT Nominees No 8 NY GW	—	6 000 000	6 000 000	2.3
SBSA ITF PSG Equity fund	—	5 453 547	5 453 547	2.1
	25 139 997	153 858 591	178 998 588	67.7

Public vs Non-public shareholding

	NUMBER OF SHARES	% OF ISSUED SHARE CAPITAL
Ordinary Shares		
Public shareholders	22 338 116	56.0
Non-public shareholders		
Directors and associates	14 240 357	35.7
Treasury shares		
Septen Investments (Pty) Ltd	1 710 763	4.3
Brimstone Investment Corporation Limited (FSP shares)	1 584 910	4.0
Total	39 874 146	100
“N” Ordinary Shares		
Public shareholders	164 889 483	73.2
Non-public shareholders		
Directors and associates	42 688 419	19.0
Treasury shares		
Septen Investments (Pty) Ltd	11 847 760	5.3
Brimstone Investment Corporation Limited (FSP shares)	5 550 300	2.5
Total	224 975 962	100

Number of shareholders

ORDINARY SHARES	NUMBER OF SHAREHOLDERS	% OF TOTAL SHAREHOLDERS	NUMBER OF SHARES	% OF SHARES ISSUED
Size of Holding				
1 - 5 000	1 508	78.4	766 827	1.9
5 001 - 10 000	200	10.4	1 219 230	3.1
10 001 - 100 000	171	8.9	4 521 464	11.3
100 001 - 1 000 000	34	1.8	9 400 713	23.6
over 1 000 000	9	0.5	23 965 912	60.1
	1 922	100	39 874 146	100
Major shareholders				
Friedshelf 1800 (Pty) Ltd	1	0.05	5 515 000	13.8
Max Brozin Investment Corporation	1	0.05	3 330 056	8.4
Breyfin 2 (RF) (Pty) Ltd	1	0.05	2 855 757	7.2
Brostone Securities (Pty) Ltd	1	0.05	2 855 757	7.2
Jasmyweg Beleggings 3 (RF)	1	0.05	2 855 757	7.2
Breyfin (Pty) Ltd	1	0.05	1 892 749	4.7
Brimstone Investment Corporation Limited (FSP shares)	1	0.05	1 584 910	4.0
Septen Investments (Pty) Ltd	1	0.05	1 710 763	4.3
MA Brey	1	0.05	1 354 762	3.4
	9	0.45	23 955 511	60.2
Analysis of shareholders				
Close Corporations	13	0.6	148 748	0.4
Collective Investment Schemes	7	0.3	865 015	2.2
Control Accounts	2	0.1	51	—
Custodians	2	0.1	4 920	—
Foundations & Charitable Funds	15	0.7	302 425	0.8
Hedge Funds	1	0.1	49 918	0.1
Investment Partnerships	8	0.4	172 679	0.4
Private Companies	56	2.9	24 579 697	61.6
Public Companies	1	0.1	461 048	1.2
Retail Shareholders	1 760	91.6	8 988 017	22.5
Share Schemes	1	0.1	35 884	0.1
Stockbrokers & Nominees	3	0.2	21 372	0.1
Treasury	2	0.1	1 595 311	4.0
Trusts	51	2.7	2 649 061	6.6
	1 922	100	39 874 146	100

Shareholding Information (continued)

as at 31 December 2024

"N" ORDINARY SHARES	NUMBER OF SHAREHOLDERS	% OF TOTAL SHAREHOLDERS	NUMBER OF SHARES	% OF SHARES ISSUED
Size of Holding				
1 – 5 000	2 412	81.8	1 765 841	0.8
5 001 – 10 000	168	5.7	1 186 541	0.5
10 001 – 100 000	253	8.6	8 795 353	3.9
100 001 – 1 000 000	78	2.6	23 674 600	10.5
over 1 000 000	37	1.3	189 553 627	84.3
	2 948	100	224 975 962	100
Major shareholders				
Friedshelf 1800 (Pty) Ltd	1	0.03	16 825 000	7.50
Breyfin 2 (RF) (Pty) Ltd	1	0.03	15 222 007	6.80
Brostone Securities (Pty) Ltd	1	0.03	15 222 007	6.80
Jasmyweg Beleggings 3 (RF)	1	0.03	15 222 007	6.80
Septen Investments (Pty) Ltd	1	0.03	11 847 760	5.30
SBSA ITF PSG Flexible Fund	1	0.03	11 055 783	4.90
FRB ITF Ninety One Value Fund	1	0.03	11 202 915	5.00
T MIBFA MIPF In House Equities	1	0.03	9 639 785	4.30
UNT MIBFA EIPF In House – Equities	1	0.03	7 422 949	3.30
SBSA ITF PSG Balanced Fund	1	0.03	7 329 813	3.30
FRB ITF Prime Worldwide Equity Fund	1	0.03	6 923 970	3.10
CITICLIENT Nominees No 8 NY GW	1	0.03	6 000 000	2.70
Brimstone Investment Corporation Limited (FSP Shares)	1	0.03	5 550 300	2.50
SBSA ITF PSG Equity Fund	1	0.03	5 453 547	2.40
	14	0.42	144 917 843	64.7
Analysis of shareholders				
Assurance Companies	2	0.10	733 290	0.3
Close Corporations	32	1.10	158 433	0.1
Collective Investment Schemes	21	0.70	46 427 297	20.5
Control Accounts	3	0.10	118	—
Custodians	7	0.20	3 780 556	1.7
Foundations & Charitable Funds	74	2.50	1 986 030	0.9
Hedge Funds	2	0.10	1 056 730	0.5
Insurance Companies	1	—	30 000	—
Investment Partnerships	13	0.40	224 182	0.1
Private Companies	76	2.60	97 993 092	43.6
Public Companies	1	—	39 327	—
Retail Shareholders	2 574	87.30	22 392 056	10.0
Retirement Benefit Funds	11	0.40	22 299 636	9.9
Scrip Lending	2	0.10	537 769	0.2
Share Schemes	2	0.10	1 296 031	0.6
Sovereign Funds	2	0.10	9 572 063	4.3
Stockbrokers & Nominees	16	0.50	3 838 745	1.7
Treasury	3	0.10	8 205 383	3.6
Trusts	105	3.60	4 405 223	2.0
Unclaimed Scrip	1	—	1	—
	2 948	100	224 975 962	100.00

Corporate Information

Brimstone Investment Corporation Limited: Incorporated in the Republic of South Africa
Company registration number: 1995/010442/06
JSE share codes and ISIN numbers: Share code: BRT
ISIN number: ZAE000015277
Share code: BRN
ISIN number: ZAE000015285

“Brimstone” or the “Company” or the “Group”

Registered office and business address: 1st Floor, Slade House, Boundary Terraces, 1 Mariendahl Lane, Newlands 7700
Postal Address: PO Box 44580, Claremont 7735
Telephone number: 021 683 1444
Email: info@brimstone.co.za
Website: www.brimstone.co.za

Directorate: F Robertson (Executive Chairman)*
MA Brey (Chief Executive Officer)*
GG Fortuin (Financial Director)*
T Moodley*
PL Campher (Lead Independent)
M Hewu
N Khan
M Ndlovu
LA Parker
FD Roman
L Wort

* *Executive*

Company secretary: Tiloshani Moodley

Transfer secretaries: Computershare Investor Services Proprietary Limited
Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg 2196

Sponsor: Nedbank Corporate and Investment Banking, a division of Nedbank Limited

Auditors: Ernst & Young Inc.

Attorneys: Cliffe Dekker Hofmeyr Inc.
DLA Piper South Africa Proprietary Limited

Bankers: Nedbank Limited



Boundary Terraces, 1 Mariendahl Lane, Newlands 7700, South Africa
PO Box 44580, Claremont 7735, South Africa

www.brimstone.co.za