Bidvest

Unaudited summarised results

2024

for the half year ended
31 December

People and
products behind a
brighter future

Salient **features**

for the half year ended 31 December 2024

"Bidvest has delivered a decent result, with strong growth in cash generation and excellent execution on key strategic priorities."

Mpumi Madisa, *Chief executive*

Revenue	*+6%*
R64.5bn	

Flat trading profit	
R6.3bn	

Trading profit margin	*-66bps*
9.7%	

Cash generated by operations	*+18%*
R4.5bn	

ROFE	
37.9%	

Group HEPS	*+3%*
1 015.5 cents	

Group Normalised HEPS	*+1%*
1 057.4 cents	

HEPS from continuing operations	*-1%*
941.3 cents	

Flat continuing operations Normalised HEPS	
1 011.4 cents	

Interim dividend	*+1%*
470 cents	

Bidvest Bank, FinGlobal and Bidvest Life have been reported as Discontinued Operations and prior periods restated to reflect this. Financial metrics refer to continuing operations unless specifically stated otherwise.

Message to **shareholders**

Introduction

The Group delivered a decent result for the six months ended 31 December 2024 despite the expected headwinds in bulk commodity movements and renewable energy product sales, as well as an unexpected weak Adcock Ingram (Adcock) performance.

The majority of Bidvest businesses generated substantial and consistent profits, with four of the six divisions reporting trading profit growth. This performance was driven by continued demand for everyday essential products and services supplied by the Group across most sectors of the economy. New business growth, additional tank capacity and bolt-on acquisitions helped to mitigate the impact of price sensitive customers and weaker than anticipated discretionary consumer spend.

Pleasingly, free cash generation was positive with almost half a billion rand increase year on year in this seasonally weaker interim period. This resulted in a flat net debt/EBITDA ratio even though we continued to execute on our growth strategy, concluding six bolt-on acquisitions.

Bidvest Bank, FinGlobal and Bidvest Life are reported as discontinued operations. As announced in December 2024, we are pleased with the respective signed offers that make both financial and strategic sense whilst also providing continued employment for employees. The conditions precedent are mainly regulatory in nature.

Highlights

A slightly lower overall gross profit margin of 27.6% was achieved, due largely to the divisional mix shift. Individually, all but two divisions held or improved their margins. Expenses were well controlled across the divisions.

Four out of the six divisions reported good trading profit growth. The expected contraction in Freight and Commercial Products' trading profit was primarily due to no maize export volumes handled and cycling of the elevated renewable energy sales base. The unexpected Adcock result was due to declining consumer spend, reduced inventory holdings in the pharmaceutical wholesale channel and the knock-on effect of factory under-recoveries.

Cash generated by operations after working capital increased by an excellent 18.4% to R4.5 billion. The resultant cash conversion ratio improved from 33.4% to 44.8%.

On a FY2024 pro-forma basis, the capital structure of the Group's continuing operations yielded a higher than overall Return on Funds Employed (ROFE), but a lower Return on Invested Capital (ROIC). At 31 December 2024, as a result of the flat interim trading profit and continued capital investment in the business, ROFE and ROIC declined to 37.9% (1HFY2024 40.9%) and 14.4% (1HFY2024 15.8%), respectively on a like-for-like basis. ROIC remains above the Group's weighted cost of capital.

Continuing operations HEPS and Normalised HEPS[1], a measurement used by management to assess the underlying business performance, contracted by 1.1% and 0.4%, respectively.

The Group declared an interim dividend of 470 cents per share, 0.6% higher year on year.

(1) Normalised HEPS, which excludes acquisition costs, amortisation of acquired customer contracts and the impact of one-off taxation events, is a measurement management uses to assess the underlying business performance

Financial overview

Group revenue grew 5.7% to R64.5 billion (1HFY2024: R61.1 billion).

Expenses were again well managed. On an organic basis, the 1.8% increase was below inflation.

Trading profit of R6.3 billion was in line with the prior period and the trading profit margin moderated to 9.7% (1HFY2024 10.3%). In Services South Africa and Branded Products, new business wins, volume growth and a broader product and/or service offering together with firm gross margin and cost control were the common features of the outstanding trading profit growth of 16.0% and 9.7%, respectively. The ongoing strategic realignment in Automotive to increase diversity and adjust to structural changes through a combination of organic and acquisitive actions, yielded an excellent overall result (+14.1%). Services International delivered strong overall growth (+8.7%) in both hygiene and facilities management services. The domestic businesses performed strongly while the international contribution was boosted by acquisitions, moderated by foreign exchange movements. Negative operating leverage in the bulk commodity terminal operations could not be mitigated by strong performances in the balance of the Freight division (-11.9%). The sharp drop off in renewable energy product sales and profitability together with muted industrial demand culminated in a 26.9% contraction in Commercial Products' trading profit. Adcock's trading profit declined by 17.0% due to lower volumes and negative gross margin mix.

Message to **shareholders** continued

Acquisition costs were incurred for several bolt-on transactions, both locally and abroad. The amortisation of acquired customer contracts increased from R204.2 million to R222.3 million at 31 December 2024, mainly due to the full period impact of acquisitions concluded during the course of FY2024.

On a like-for-like basis, Bidvest's net debt increased by R5.7 billion since 30 June 2024 to R30.9 billion. The majority, R3.5 billion, of the increase was corporate action driven with the balance representing the dividend payment to shareholders. 60.3% (1HFY2024 73.7%) of net debt is offshore. The multicurrency syndicated revolving credit facility was utilised for the offshore acquisitions, while new preference share funding was raised locally. As part of proactively managing the Group's debt maturity profile and liquidity, local bonds were successfully refinanced and tenure extended at more attractive interest rate spreads than previously. A tender offer for $322 million of Bidvest's 3.625% senior notes due 2026 was also completed.

Net finance charges were 5.4% higher at R1.3 billion (1HFY2024: R1.2 billion). Excluding IFRS16 fair value adjustments and hedge costs, the increase was 17.2%. This was as a result of R3.8 billion average higher gross debt as well as the net increase in funding costs due to the mix change as set out above. The Group's average cost of funding is 6.9% – pre-tax, compared to 6.5% at 30 June 2024.

Share of associate profits amounted to R88.3 million, largely attributable to Adcock's associate holdings.

The Group's effective tax rate, excluding capital items, is 26.7% (1HFY2024: 26.8%). The foreign tax differential is 0.8%.

Cash generated by operations of R4.5 billion grew by 18.4% compared to the prior interim period (R3.8 billion). The Group absorbed R3.6 billion of working capital, 633 million rand less than a year ago. Trade payables decreased by R3.6 billion on a seasonally consistent basis and the net investment in inventory moderated.

Our covenant net debt to adjusted EBITDA remained at 2.0x as at 31 December 2024, unchanged from the prior year, and up from 1.7x as at 30 June 2024. Interest cover was 6.4x (1HFY2024: 7.3x). Group cash conversion was 44.8%, compared to 33.4% in the comparative period.

Group basic earnings per share (EPS) increased from 960.8 cents to 1 016.1 cents, or 5.8%, the result of a 1.3% contraction in continuing operations EPS and a significant increase in profit after tax from discontinued operations as depreciation and amortisation was suspended in terms of IFRS and healthy trading profit growth across the three entities.

Group HEPS increased by 2.8% to 1 015.5 cents. A net impairment recognised on the disposal group held-for-sale in the prior period moderated the growth.

Group normalised HEPS, which excludes acquisition costs, amortisation of acquired customer contracts and the derecognition of depreciation and amortisation in the discontinued operations, grew by 0.6% to 1 057.7 cents.

Corporate action

Value-accretive corporate action remains a key component of the Group.

Bolt-on acquisitions concluded during the last six months included: Dekra, a vehicle testing station business; WearCheck, a condition monitoring specialist; Serco, a truck body builder; Spec Systems, which has complementary products to the existing print portfolio offering; Nexgen, a facilities services business in the United Kingdom (UK); and Countrywide, a consumable supplier in the UK care sector.

As reported in July 2024, we announced our proposed acquisition of Citron Hygiene, a provider of washroom hygiene products and services in Canada, the USA and the UK. The acquisition is subject to the UK Competition and Markets Authority approval. This process is still ongoing.

Engagement with regards to possible private sector participation in South Africa continues and as described earlier, the disposals of Bidvest Bank and FinGlobal are subject to customary regulatory approvals which are currently being pursued.

Prospects

We remain confident in our clearly defined strategy and that our diverse portfolio of businesses, as a collective, can successfully navigate the environments we operate in. Trading conditions are constrained and rapidly changing, making it more important than ever to deliver value to customers, maintain innovation and be nimble. We will remain focused on what we can control and will continue to contribute to structural advancement in our home base.

To date, structural reform frameworks and ambitions relating to South Africa's infrastructure build have not translated into basic infrastructure spend and increased demand. The projected spend and envisaged opportunities pose exciting growth prospects for the Group over the medium- to long-term. What remains outstanding is action and project mobilisation.

Domestically, the beneficial impact of lower interest rates and inflation should ease pressure on consumer spend, but broad economic activity is expected to remain tight in the immediate future until pro-growth initiatives are implemented. Contractual business will remain healthy while order books and contract pipelines across the Group are encouraging.

Offshore, geoeconomic fragmentation and elevated policy uncertainty make for tough economic backdrops and sizeable labour-related increases will need to be recovered from customers. The annuity nature of these operations and the increased use of technology will contribute to defensiveness.

The bolt-on acquisitions will continue to add incremental value and restructure processes in several businesses will better align cost bases to demand changes.

We are vigorously working towards closing the financial services disposal transactions, whilst pursuing a handful of bolt-on acquisitions. Addressing upcoming debt maturities proactively is also receiving focused attention.

We continue to seek operational excellence and focus on free cash generation while simultaneously shaping our portfolio for the future and creating social value for our own and surrounding communities.

The Group

Bidvest encourages a performance-driven, decentralised business model that continually seeks scale and growth. We fully empower the leadership across our diverse areas of operation – Services International, Services South Africa, Branded Products, Freight, Commercial Products, Automotive and Adcock – which acts as a remarkable catalyst for enduring value creation.

Divisional reviews

Services International

Services International reported a pleasing 8.7% increase in trading profit to R2.0 billion. Organic growth, in constant currency, was modest. Overall, growth was slightly faster in facilities management services and this mix variance moderated the gross and trading margin somewhat. The South African businesses delivered impressive results, a combination of new contract wins, improved retention and excellent cost control. Renewal discussions are currently underway with a few large customers. Internationally trading conditions were challenging but new contract wins were pleasing, retention rates improved sequentially, and bolt-on acquisitions delivered in line with expectations. Difficult restructuring projects are now in the rearview mirror and sales pipelines are being vigorously pursued. Clients are price sensitive and innovative, technology-driven solutions, together with up- and cross-selling are incorporated to deliver value. The contractual recovery of significant labour cost increases, particularly in the UK, and contract retention are top of mind. Divisional cash generation was excellent and ROFE increased to 141.7%.

Freight

Trading profit contracted by 11.9% to R1.1 billion compared to a year ago. This was largely due to the anticipated, and complete, lack of maize exports, exacerbated by lower bulk mineral volumes handled as the combination of less favourable prices and high logistics costs curtailed customers' export activity. Liquid and gas volumes handled grew, boosted by additional tank capacity that came on stream in July 2024, while clearing and forwarding as well as container packaging activity was also higher. Stevedoring delivered mixed results in the various domestic ports. Operations in Namibia benefitted from strong oil and gas activity as well as other mineral movement while the operations in Mozambique are undergoing a business model transition. Despite well controlled costs, the high fixed cost base in the terminal operations and unfavourable price mix resulted in the overall margin contraction. The capital investment project in petroleum tanks is progressing well, with anticipated commissioning in the second half of 2025. Two capital investment projects were approved in Namibia to increase handling capacity and efficiency in and around Walvis Bay Harbour. Lease extensions are progressing well. ROFE is 46.0% compared to 60.1%. which is attributable to the lower trading performance. ROFE is 46.0% compared to 60.1%. which is attributable to the lower trading performance.

Services South Africa

Bidvest Services South Africa's outstanding 16.0% increase in trading profit to R721.0 million was as a result of all clusters within the division reflecting growth beyond inflation, with the Allied Services and Hospitality and Catering Services clusters delivering excellent results. Organic trading profit growth of 11.0% was superb. Contractual sales growth and strong water demand were the key drivers of growth in Allied Services. Innovation continues to keep the service and product offering fresh, stimulating demand. Notwithstanding the lounge refurbishment program underway, an improved client offering and more passengers culminated in the airport lounges delivering another stellar result. The Security cluster results were solid. Net new business growth in security services was pleasing but negative business mix moderated profitability. Growing air cargo volumes, efficiency gains and innovative new services drove positive momentum in the balance of the cluster. Inbound travel continued its upward trajectory. This together with higher incentive and conference travel more than compensated for downtrading in the corporate travel segment. The recently acquired WearCheck is performing as expected and recently secured an additional global accreditation relating to water testing that adds to their unique offering. ROFE remained stable at 104.8%.

Branded Products

Branded Products grew trading profit by 9.7% to R710.0 million, an excellent result off a high base with several businesses reporting volume growth. This is despite restrained trading, together with intensified competitor activity and pricing strategies, as well as the end consumers prioritising essential and value-for-money purchases. Excluding a bolt-on acquisition, trading profit grew 7.2%. The Office Products cluster delivered strong trading profit growth particularly in office automation and office furniture. The Consumer Products cluster delivered a good increase in profit due to improved margins and efficiency gains in the manufacturing plants. The pickup in consumer demand into Black Friday lost momentum into the festive season and supply chains appear overstocked. Demand in Data, Print and Packaging was lower, but the cluster benefitted from a bolt-on acquisition and tight cost control to neutralise gross profit margin pressure. Growing sales through a broader basket and via multiple channels without overtrading is a focus area across the division. ROFE increased from 37.8% to 39.7%.

Message to **shareholders** continued

Commercial Products

Trading profit was sharply lower at R541.9 million, as renewable energy product sales was a fraction of what was transacted in the previous period. Depressed industrial activity and manufacturing confidence outweighed a modest pick-up in DIY demand. Outside of the gross profit margin pressure in renewable energy products, year on year swings were mostly mix related which is commendable in a very price competitive market. Restructuring is in progress in a handful of businesses to align the cost base to topline trends. Strong performances were delivered by the plumbing, lighting and brushware wholesale businesses. Improved efficiencies and the benefit of restructuring resulted in higher profitability in the packaging and tape as well as leisure operations. Project work continued in alternative energy solutions while most other businesses reported muted order intake and/or delays. Cash generation was strong. Looking forward, sales and inventory are the focus areas to address the decline in ROFE.

Automotive

Trading profit grew 14.1% to R506.1 million, mainly as a result of the impact of the strategic realignment in this division, which entails the inclusion of new acquisitions, Dekra and Serco, the work being done to shift the McCarthy brand representation to better reflect current and expected vehicle brand and product landscape and the reallocation of the insurance activities. The non franchise motor operations performed well, while the insurance businesses produced resilient trading results on increased gross written premiums and modestly higher investment income relative to last year. Going into the financial year, we anticipated that new vehicle sales had troughed. Unfortunately, the contraction continued into this interim period with new unit sales down 2.7% compared to flat industry sales. Truck sales, in particular, were under pressure in the commodity-driven areas. Gross profit margins are stabilising but as demand shifts to lower priced vehicles, the absolute profit per unit is less. Aftermarket activity was robust and the penetration of value-added products per deal improved. The newly acquired businesses exceeded expectations and exciting cross-selling opportunities are being explored. Further dealer rationalisation and restructuring is currently being implemented. Active engagement continues to further extend brand representation through multi-franchise operations. On a like-for-like basis, ROFE declined to 26.8%.

Adcock Ingram

Bidvest owns an effective 64.8% in Adcock.

Adcock's operational and financial performance during the period ended below expectations, with trading profit of R516.3 million, down 17.0% on the comparable period. This was largely as a result of declining consumer spend, specifically within the lower LSM's, reduced inventory holdings in the pharmaceutical wholesale channel and the material factory under-recoveries. The lower interest rates and reduced inflation should provide some relief to constrained consumers. Management envisages some movement towards normal inventory holdings at pharmaceutical wholesale customers. Adcock remains committed to seeking additional affordable brands to expand the portfolio and is pursuing further partnerships with multinational pharmaceutical companies.

For more detail on the Adcock results, please refer to www.adcock.co.za.

Bidvest Properties and Corporate

The Group owns a significant property portfolio, which is mainly Bidvest occupied, and spans South Africa, Namibia and the UK. Bidvest Properties delivered a good result with trading profit up by 7.2% to R365.8 million, driven by rental escalations, newly rentalised properties, declining vacancies and excellent cost control.

Corporate costs are incurred in the governance, financial and strategic support provided from the corporate office as well as the Group socio-economic initiatives that include the Bidvest Supplier Development Program, executive development, the SASCOC/Team SA sponsorship, etc.

Discontinued operations

Post the strategic decision to exit the Group's banking operations, Bidvest Bank, FinGlobal and Bidvest Life have been classified as Discontinued Operations in the Group financial statements. In terms of IFRS, the recognition of depreciation and amortisation was suspended in these businesses. To enhance the understanding of the results, we adjusted for this in normalised headline earnings.

On 12 December 2024 it was announced that SPA's were signed for the disposal of Bidvest Bank and FinGlobal, subsequent to conditions precedent.

From a trading perspective, FinGlobal and Bidvest Life reported strong top-line growth moderated by the negative endowment impact and slow capital deployment in Bidvest Bank. Expenses were well controlled with cost savings in all businesses. The Bidvest Bank deposit book remains stable and all regulatory ratios healthy.

For and on behalf of the board

BF MOHALE, *Chairman*
NT MADISA, *Chief executive*
Johannesburg
28 February 2025

Dividend declaration

In line with the Group dividend policy, the directors have declared an interim gross cash dividend of 470 cents (376.00000 cents net of dividend withholding tax, where applicable) per ordinary share for the six months ended 31 December 2024 to those members registered on the record date, being Friday, 28 March 2025. The dividend has been declared from income reserves. A dividend withholding tax of 20% will be applicable to all shareholders who are not exempt.

Share code:	BVT
ISIN:	ZAE000117321
Company registration number:	1946/021180/06
Company tax reference number:	9550162714
Gross cash dividend amount per share (cents):	470.00000
Net dividend amount per share (cents):	376.00000
Issued shares at declaration date:	340 274 346
Declaration date:	Monday, 3 March 2025
Last day to trade *cum* dividend:	Tuesday, 25 March 2025
First day to trade *ex*-dividend:	Wednesday, 26 March 2025
Record date:	Friday, 28 March 2025
Payment date:	Monday, 31 March 2025

Share certificates may not be dematerialised or rematerialised between Wednesday 26 March 2025, and Friday 28 March 2025, both days inclusive.

For and on behalf of the board

Ms. Nonqaba Katamzi
Company Secretary

Condensed consolidated **income statement** for the

R000s	Half-year ended 31 December 2024 Unaudited	Half-year ended 31 December 2023 Restated*	Percentage Change	Year ended 30 June 2024 Restated*
CONTINUING OPERATIONS				
Revenue	**64 545 237**	61 091 499	5.7	120 708 123
Cost of revenue	**(46 738 389)**	(43 832 695)	(6.6)	(87 087 926)
Gross profit	**17 806 848**	17 258 804	3.2	33 620 197
Operating expenses	**(11 713 494)**	(11 141 427)	(5.1)	(22 072 929)
Net impairment gains on financial assets	**69 311**	61 819	12.1	16 473
Other income	**129 318**	141 861	(8.8)	401 166
Trading profit	**6 291 983**	6 321 057	(0.5)	11 964 907
Share-based payment expense	**(192 597)**	(184 539)		(352 443)
Acquisition costs and customer contracts amortisation	**(293 276)**	(265 061)		(473 592)
Net capital items	**2 555**	10 455		(47 546)
Profit before finance charges and associate income	**5 808 665**	5 881 912	(1.2)	11 091 326
Net finance charges	**(1 305 752)**	(1 239 025)	(5.4)	(2 492 051)
Finance income	**86 180**	79 488		204 252
Finance charges	**(1 391 932)**	(1 318 513)		(2 696 303)
Share of profit of associates and joint ventures	**88 314**	57 685	53.1	136 863
Current year earnings	**88 314**	57 685		136 819
Net capital items	**–**	–		44
Profit before taxation	**4 591 227**	4 700 572	(2.3)	8 736 138
Taxation	**(1 219 405)**	(1 260 721)	3.3	(2 186 006)
Profit for the period from continuing operations	**3 371 822**	3 439 851	(2.0)	6 550 132
DISCONTINUED OPERATIONS				
Profit after tax from discontinued operations	**252 248**	21 781		221 480
Profit for the year	**3 624 070**	3 461 632	4.7	6 771 612
Attributable to				
Shareholders of the Company – continuing operations	**3 201 473**	3 243 911	(1.3)	6 147 495
Shareholders of the Company – discontinued operations	**252 248**	21 781	1 058.1	221 480
Non-controlling interest	**170 349**	195 940	(13.1)	402 637
	3 624 070	3 461 632	4.7	6 771 612
Basic earnings per share (cents) – continuing operations	**941,9**	954,4	(1.3)	1 808,7
Diluted basic earnings per share (cents) – continuing operations	**939,6**	951,0	(1.2)	1 804,0
Basic earnings per share (cents) – discontinued operations	**74,2**	6,4	1 059,4	65,2
Diluted basic earnings per share (cents) – discontinued operations	**74,0**	6,4	1 056,3	65,0
Basic earnings per share (cents) – Group	**1 016,1**	960,8	5.8	1 873,8
Diluted basic earnings per share (cents) – Group	**1 013,6**	957,4	5.9	1 869,0
Supplementary Information				
Normalised headline earnings per share (cents) – continuing operations†	**1 011,4**	1 015,3	(0.4)	1 869,8
Headline earnings per share (cents) – continuing operations	**941,3**	952,1	(1.1)	1 818,0
Diluted headline earnings per share (cents) – continuing operations	**939,0**	948,6	(1.0)	1 813,3
Headline earnings per share (cents) – discontinued operation	**74,2**	35,8	107,3	94,6
Diluted headline earnings per share (cents) – discontinued operations	**74,0**	35,7	107,3	94,3
Normalised headline earnings per share (cents) – Group*	**1 057,7**	1 051,3	0.6	1 964,8
Headline earnings per share (cents) – Group	**1 015,5**	987,9	2.8	1 912,6
Diluted headline earnings per share (cents) – Group	**1 013,0**	984,3	2.9	1 907,6

** Refer note on restatement of comparatives.*

† Refer normalised headline earnings note for detailed definition.

Condensed consolidated **income statement** for the

R000s	Half-year ended 31 December 2024 Unaudited	2023 Restated*	Percentage Change	Year ended 30 June 2024 Restated*
Supplementary Information continued				
Shares in issue				
Total ('000)	**339 888**	339 888		339 888
Weighted ('000)	**339 888**	339 888		339 888
Diluted weighted ('000)	**340 739**	341 112		340 769
Headline earnings				
The following adjustments to attributable profit were taken into account in the calculation of headline earnings:				
Profit attributable to shareholders of the Company – continuing operations	**3 201 473**	3 243 911	(1.3)	6 147 495
Impairment of property, plant and equipment, right-of-use assets, goodwill and intangible assets	**–**	73		30 314
Property, plant and equipment#	**–**	98		33 453
Right-of-use assets#	**–**	–		9 090
Intangible assets (reversal)#	**–**	–		1 083
Taxation effect	**–**	(25)		(11 809)
Non-controlling interest	**–**	–		(1 503)
Net profit on disposal of property, plant and equipment and intangible assets	**(2 060)**	(8 031)		1 390
Property, plant and equipment#	**(2 555)**	(10 553)		3 920
Taxation effect	**503**	2 532		(2 365)
Non-controlling interest	**(8)**	(10)		(165)
Non-headline items included in equity accounted earnings of associated and joint venture companies	**–**	–		(29)
Non-headline items	**–**	–		(44)
Non-controlling interest	**–**	–		15
Headline earnings – continuing operations	**3 199 413**	3 235 953	(1.1)	6 179 170
Profit attributable to shareholders of the Company – discontinued operations	**252 248**	21 781		221 480
Net loss on disposal of interests in subsidiaries and disposal and closure of businesses	**–**	100 000		100 000
Impairment of disposal group assets held-for-sale#	**–**	100 000		76 832
Impairment of identifiable assets of disposal group#	**–**	–		23 168
Headline earnings – Group	**3 451 661**	3 357 734	2.8	6 500 650

** Refer note on restatement of comparatives.*
 # Items above included as capital items on condensed consolidated income statement.

Condensed consolidated **income statement** for the

Normalised headline earnings per share

Normalised headline earnings per share is a measurement used by the chief operating decision makers, Ms Mpumi Madisa and the Group executive directors. The calculation of normalised headline earnings per share excludes acquisition costs, amortisation of acquired customer contracts, the impact of one-off taxation events (refund of withholding tax and IFRIC 23 provision reversed) and is based on the normalised headline earnings attributable to ordinary shareholders, divided by the weighted average number of ordinary shares in issue during the period. For the first time in the current period, depreciation and amortisation of discontinued operations has been included in the determination of Group normalised headline earnings as if they were continuing operations. The presentation of normalised headline earnings is not an IFRS accounting standards requirement.

R000s	Half-year ended 31 December **2024** **Unaudited**	2023 Restated*	Percentage Change	Year ended 30 June 2024 Restated*
Normalised headline earnings per share continued				
Headline earnings – continuing operations	**3 199 413**	3 235 953	(1.1)	6 179 170
Acquisition costs	**71 006**	60 851		61 567
Amortisation of acquired customer contracts	**222 270**	204 210		412 025
Taxation effect	**(53 992)**	(48 922)		(98 704)
Impact of one-off taxation events	**–**	–		(196 334)
Non-controlling interest	**(1 204)**	(1 286)		(2 512)
Normalised headline earnings – continuing operations	**3 437 493**	3 450 806	(0.4)	6 355 212
Normalised headline earnings – discontinued operations	**157 452**	122 425	28.6	322 768
Headline earnings – discontinued operations	**252 248**	121 781		321 480
Depreciation and amortisation of discontinued operations	**(130 740)**	–		–
Taxation effect	**35 300**	–		–
Amortisation of acquired customer contracts	**882**	882		1 764
Taxation effect	**(238)**	(238)		(476)
Normalised headline earnings – Group	**3 594 945**	3 573 231	0.6	6 677 980

** Refer note on restatement of comparatives.*

Condensed consolidated statement of other **comprehensive income** for the

R000s	Half-year ended 31 December 2024 Unaudited	Half-year ended 31 December 2023 Restated*	Year ended 30 June 2024 Restated*
Profit for the period	**3 624 070**	3 461 632	6 771 612
Other comprehensive (expenses) / income net of taxation			
Items that may be reclassified subsequently to profit or loss	**(87 182)**	(466 699)	(577 937)
Increase in foreign currency translation reserve			
Exchange differences arising during the period	**(112 886)**	(149 026)	(320 810)
Increase / (decrease) in fair value of cash flow hedges	**25 704**	(317 673)	(257 127)
Fair value (loss) / gain arising during the period	**30 098**	(443 035)	(369 542)
Taxation effect for the period	**(4 394)**	125 362	112 415
Other comprehensive income transferred to profit or loss	**47 101**	15 870	(60 716)
Hedging gains / (losses) reclassified	**62 801**	21 160	(80 955)
Taxation effect for the period	**(15 700)**	(5 290)	20 239
Other comprehensive income recycled to profit or loss due to ineffective hedging relationship	**(15 546)**	–	–
Accumulated gains recycled to income statement	**(16 237)**	–	–
Taxation effect	**691**	–	–
Items that will not be reclassified subsequently to profit or loss			
Other comprehensive income after tax from discontinued operations	**32 615**	2 774	1 245
Changes in the fair value of financial assets recognised through other comprehensive income	**–**	–	573
Defined benefit obligations	**–**	–	(1 324)
Net remeasurement of defined benefit obligations during the period	**–**	–	(1 695)
Taxation effect for the period	**–**	–	371
Total comprehensive income for the period	**3 601 058**	3 013 577	6 133 453
Attributable to			
Shareholders of the Company – continuing operations	**3 137 180**	2 807 717	5 530 054
Shareholders of the Company – discontinued operations	**284 863**	24 555	222 725
Non-controlling interest	**179 015**	181 305	380 674
	3 601 058	3 013 577	6 133 453

** Refer note on restatement of comparatives.*

Condensed consolidated statement of **cash flows** for the

R000s	Half-year ended 31 December 2024 Unaudited	2023 Restated*	Year ended 30 June 2024 Restated*
Cash flows from operating activities	**792 948**	(58 368)	5 998 996
Profit before finance charges and associate income	**5 808 665**	5 881 912	11 091 326
Dividends from associates	**15 539**	16 078	112 426
Acquisition costs	**71 006**	60 851	61 567
Depreciation and amortisation	**2 116 295**	1 951 886	3 965 729
Share-based payment expense	**192 597**	184 539	351 297
Impairment (reversal) of goodwill and intangibles	**–**	–	1 083
Impairment of property, plant and equipment and right-of-use assets	**–**	98	42 543
Fair value adjustment to investments	**(27 721)**	(31 546)	(98 316)
Remeasurement of post-retirement obligations	**338**	33 305	342
Other non-cash items	**(89 762)**	(75 156)	(74 845)
Cash generated by operations before changes in working capital	**8 086 957**	8 021 967	15 453 152
Changes in working capital	**(3 600 294)**	(4 233 090)	(1 532 890)
Increase in inventories	**(562 741)**	(1 163 584)	(710 662)
Decrease / (increase) in trade receivables	**600 272**	251 276	(391 125)
Decrease in trade and other payables and provisions	**(3 637 825)**	(3 320 782)	(431 103)
Cash generated by operations	**4 486 663**	3 788 877	13 920 262
Net finance charges paid	**(1 310 652)**	(1 179 625)	(2 387 114)
Taxation paid	**(1 242 569)**	(1 014 159)	(2 226 713)
Dividends paid by the Company	**(1 519 298)**	(1 492 107)	(3 079 383)
Dividends paid by subsidiaries	**(96 983)**	(80 774)	(180 846)
Net operating cash flows from discontinued operations	**475 787**	(80 580)	(47 210)
Cash flows from investment activities	**(5 766 894)**	(5 730 933)	(7 139 575)
Net additions to property, plant and equipment	**(1 500 493)**	(1 626 463)	(3 143 250)
Net additions to intangible assets	**(150 537)**	(36 472)	(108 363)
Acquisition of subsidiaries, businesses, associates and investments	**(4 011 944)**	(3 228 373)	(3 336 995)
Disposal of subsidiaries, businesses, associates and investments	**552 238**	12 265	35 224
Net investing cash flows from discontinued operations	**(656 158)**	(851 890)	(586 191)
Cash flows from financing activities	**1 596 740**	2 363 967	1 604 843
Acquisition of treasury shares in settlement of share-based payment liabilities	**(410 985)**	(320 225)	(596 431)
Repayment of lease liabilities	**(792 426)**	(706 554)	(1 443 817)
Acquisition of non-controlling interests	**(14 564)**	(94 478)	(328 285)
Termination of cross currency swaps	**310 529**	–	–
Borrowings raised	**10 969 998**	5 167 773	5 640 817
Borrowings repaid	**(8 444 739)**	(1 640 782)	(1 610 745)
Net financing cash flows from discontinued operations	**(21 073)**	(41 767)	(56 696)
Net decrease in cash and cash equivalents	**(3 377 206)**	(3 425 334)	464 264
Net cash and cash equivalents at the beginning of the period	**7 799 481**	7 560 841	7 560 841
Net cash and cash equivalents of disposal group held-for-sale now classified as discontinued operations	**73 509**	–	–
Exchange rate adjustment	**48 243**	(148 506)	(225 624)
Net cash and cash equivalents at end of the period	**4 544 027**	3 987 001	7 799 481
Net cash and cash equivalents comprise:			
Cash and cash equivalents – continuing operations	**4 956 327**	7 169 605	9 096 654
Cash and cash equivalents – discontinued operations	**2 363 747**	–	–
Bank overdrafts included in short-term portion of interest-bearing borrowings	**(2 776 047)**	(3 182 604)	(1 297 173)
	4 544 027	3 987 001	7 799 481

** Refer note on restatement of comparatives.*

Condensed consolidated statement of **financial position** as at

R000s	31 December 2024 Unaudited	31 December 2023 Unaudited	30 June 2024 Audited
ASSETS			
Non-current assets	**64 105 176**	68 359 582	67 812 346
Property, plant and equipment	**16 601 178**	17 344 814	17 642 389
Right-of-use assets	**4 326 779**	4 405 259	4 397 109
Intangible assets	**16 219 183**	16 709 941	15 490 257
Goodwill	**22 005 899**	19 233 664	19 664 282
Deferred taxation assets	**1 563 029**	1 787 117	1 638 858
Defined benefit pension surplus	**238 190**	312 791	238 190
Interest in associates and joint ventures	**1 136 986**	971 042	1 004 352
Investments	**1 174 414**	3 572 903	3 367 944
Currency swap derivative asset	**839 518**	1 048 095	1 127 020
Banking and other advances	**–**	2 973 956	3 241 945
Current assets	**39 828 828**	42 438 460	44 451 392
Inventories	**15 574 138**	15 341 923	14 894 387
Short-term portion of banking and other advances	**–**	714 565	882 034
Trade and other receivables	**18 839 932**	18 733 220	19 168 125
Taxation	**458 431**	479 147	410 192
Cash and cash equivalents	**4 956 327**	7 169 605	9 096 654
Disposal group assets held-for-sale / discontinued operations	**12 732 868**	359 375	317 781
Total assets	**116 666 872**	111 157 417	112 581 519
EQUITY AND LIABILITIES			
Capital and reserves	**40 176 449**	37 353 375	38 532 032
Attributable to shareholders of the Company	**36 913 862**	34 016 017	35 324 074
Non-controlling interest	**3 262 587**	3 337 358	3 207 958
Non-current liabilities	**37 984 695**	34 421 712	34 779 773
Deferred taxation liabilities	**4 759 624**	5 062 581	4 621 432
Long-term portion of borrowings	**29 031 457**	24 979 259	25 845 725
Post-retirement obligations	**57 783**	66 860	57 646
Long-term portion of provisions	**512 266**	550 558	518 864
Long-term portion of lease liabilities	**3 623 565**	3 762 454	3 736 106
Current liabilities	**28 773 541**	39 239 769	39 214 060
Trade and other payables	**19 008 116**	19 590 593	22 958 643
Short-term portion of provisions	**965 151**	870 738	397 802
Vendors for acquisition	**41 456**	102 783	124 918
Taxation	**633 090**	1 078 665	581 426
Amounts owed to bank depositors	**–**	8 283 348	7 900 463
Short-term portion of borrowings	**6 867 537**	8 051 760	5 959 597
Short-term portion of lease liabilities	**1 258 191**	1 261 882	1 291 211
Disposal group liabilities held-for-sale / discontinued operations	**9 732 187**	142 561	55 654
Total equity and liabilities	**116 666 872**	111 157 417	112 581 519

Condensed consolidated statement of **changes in equity** for the

R000s	Half-year ended 31 December 2024 Unaudited	2023 Unaudited	Year ended 30 June 2024 Audited
Equity attributable to shareholders of the Company	**36 913 862**	34 016 017	35 324 074
Share capital	**17 014**	17 014	17 014
Share premium	**1 367 796**	1 367 796	1 367 796
Foreign currency translation reserve	**413 134**	699 580	528 750
Balance at beginning of the year	**528 750**	840 887	840 887
Movement during the period	**(115 616)**	(141 307)	(312 137)
Hedging reserve	**11 214**	(30 927)	(40 109)
Balance at beginning of the year	**(40 109)**	263 960	263 960
Net gains / (losses) arising during the period	**86 963**	(414 959)	(436 723)
Accumulated gains recycled to income statement	**(16 237)**	–	–
Deferred tax recognised directly in reserve	**(20 094)**	120 072	132 654
Deferred tax recycled to income statement	**691**	–	–
Equity-settled share-based payment reserve	**468 123**	575 997	693 734
Balance at beginning of the year	**693 734**	623 992	623 992
Arising during the year – continuing operations	**182 553**	172 238	333 269
Arising during the year – discontinued operations	**4 500**	4 500	10 095
Deferred tax recognised directly in reserve	**(21 150)**	(4 998)	75 788
Utilisation during the period	**(466 810)**	(356 147)	(630 971)
Realisation of reserve on disposal of subsidiaries	**–**	–	36
Transfer to retained earnings	**75 296**	136 412	281 525
Movement in retained earnings	**33 962 811**	30 709 736	32 081 248
Balance at the beginning of the year	**32 081 248**	29 200 261	29 200 261
Opening balance IFRS 17 transition adjustment	**–**	(127 000)	(118 609)
Attributable profit	**3 453 721**	3 265 692	6 368 975
Change in fair value of financial assets recognised through OCI	**32 615**	2 774	1 600
Net remeasurement of defined benefit obligations during the period	**–**	–	(1 590)
Transfer of reserves as a result of changes in shareholding of subsidiaries	**(10 179)**	(3 472)	(8 481)
Net dividends paid	**(1 519 298)**	(1 492 107)	(3 079 383)
Transfer from equity-settled share-based payment reserve	**(75 296)**	(136 412)	(281 525)
Treasury shares	**673 770**	676 821	675 641
Balance at the beginning of the year	**675 641**	678 266	678 266
Purchase of shares by subsidiaries	**(410 985)**	(320 225)	(596 431)
Shares disposed of in terms of share incentive scheme	**409 114**	318 780	593 806
Equity attributable to non-controlling interests of the Company	**3 262 587**	3 337 358	3 207 958
Balance at beginning of the year	**3 207 958**	3 339 516	3 339 516
Total comprehensive income	**179 015**	181 305	380 674
Attributable profit	**170 349**	195 940	402 637
Movement in foreign currency translation reserve	**2 730**	(7 719)	(8 673)
Movement in cash flow hedging reserve	**5 936**	(6 916)	(13 774)
Changes in the fair value of financial assets recognised through OCI	**–**	–	218
Net remeasurement of defined benefit obligations during the period	**–**	–	266
Dividends accrued and paid	**(99 483)**	(80 774)	(180 846)
Movement in equity-settled share-based payment reserve	**(21 554)**	(11 683)	(11 582)
Arising during the period	**10 044**	12 301	18 028
Utilisation during the period	**(31 598)**	(23 984)	(29 610)
Transactions with non-controlling interests	**(13 528)**	(94 478)	(328 285)
Transfer of reserves as a result of changes in shareholding of subsidiaries	**10 179**	3 472	8 481
Total equity	**40 176 449**	37 353 375	38 532 032

Condensed disaggregated **revenue** for the

R000s	Half-year ended 31 December 2024 Unaudited	2023 Restated*	Percentage Change	Year ended 30 June 2024 Restated*
Revenue				
Sale of goods[1]	**34 332 874**	33 365 168	2.9	66 748 456
Rendering of services[2]	**29 560 163**	27 531 982	7.4	55 023 842
Commissions, fees and lease income earned[3]	**1 026 106**	686 908	49.4	1 707 396
Billings relating to clearing and forwarding transactions[4]	**1 874 273**	1 526 734	22.8	2 964 306
Insurance[6]	**130 851**	134 078	(2.4)	271 309
	66 924 267	63 244 870	5.8	126 715 309
Inter-group eliminations	**(2 379 030)**	(2 153 371)	10.5	(6 007 186)
	64 545 237	61 091 499	5.7	120 708 123
Disaggregation of revenue from contracts with customers				
Automotive[1, 3]	**13 426 179**	12 808 896	4.8	24 998 748
Branded Products[1]	**6 344 632**	6 092 076	4.1	11 625 967
Commercial Products[1, 3]	**8 253 294**	8 495 837	(2.9)	16 250 207
Freight[2, 3, 4]	**4 558 898**	4 294 142	6.2	8 384 546
Services International[2]	**20 921 806**	18 862 360	10.9	38 407 350
Services South Africa[2, 3]	**6 156 513**	5 624 255	9.5	10 983 916
Adcock Ingram[1, 3]	**4 714 234**	4 740 424	(0.6)	9 643 128
Corporate and Investments[2]	**996**	2 294	(56.6)	3 373
	64 376 552	60 920 284	5.7	120 297 235
Geographic disaggregation of revenue from contracts with customers				
Southern Africa	**46 855 721**	45 432 520	3.1	89 014 711
International	**17 520 831**	15 487 764	13.1	31 282 524
	64 376 552	60 920 284	5.7	120 297 235
Reconciliation to Group revenue				
Revenue from contracts with customers	**64 376 552**	60 920 284	5.7	120 297 235
Leasing contracts	**37 834**	37 137	1.9	139 578
Gross insurance premiums	**130 851**	134 078	(2.4)	271 310
	64 545 237	61 091 499	5.7	120 708 123

** Refer note on restatement of comparatives.*

Condensed segmental **analysis** for the

R000s	Half-year ended 31 December 2024 Unaudited	2023 Restated*	Percentage Change	Year ended 30 June 2024 Restated*
Segmental revenue				
Services International	**21 399 162**	19 251 671	11.2	39 370 083
Freight	**4 839 300**	4 476 300	8.1	8 769 063
Services South Africa	**6 426 903**	5 897 827	9.0	11 732 902
Branded Products	**6 999 766**	6 691 661	4.6	12 934 962
Commercial Products	**8 358 311**	8 638 059	(3.2)	17 910 097
Automotive	**13 805 217**	13 183 335	4.7	25 619 740
Adcock Ingram	**4 714 234**	4 740 424	(0.6)	9 643 128
Properties	**380 377**	363 301	4.7	731 961
Corporate and investments	**997**	2 292	(56.5)	3 374
	66 924 267	63 244 870	5.8	126 715 310
Inter group eliminations	**(2 379 030)**	(2 153 371)		(6 007 187)
	64 545 237	61 091 499	5.7	120 708 123
Geographic region				
Southern Africa	**49 369 217**	47 787 690	3.3	95 243 674
International	**17 555 050**	15 457 180	13.6	31 471 636
	66 924 267	63 244 870	5.8	126 715 310
Segmental trading profit				
Services International	**2 035 093**	1 871 748	8.7	3 769 930
Freight	**1 119 683**	1 271 444	(11.9)	2 322 203
Services South Africa	**721 006**	621 712	16.0	1 268 663
Branded Products	**709 994**	647 440	9.7	1 042 399
Commercial Products	**541 989**	741 280	(26.9)	1 297 440
Automotive	**506 075**	443 420	14.1	880 065
Adcock Ingram	**516 282**	622 364	(17.0)	1 236 673
Properties	**365 767**	341 267	7.2	685 319
Corporate and investments	**(223 906)**	(239 618)	(6.6)	(537 785)
	6 291 983	6 321 057	(0.5)	11 964 907
Geographic region				
Southern Africa	**4 726 618**	4 865 458	(2.9)	9 239 151
International	**1 565 365**	1 455 599	7.5	2 725 756
	6 291 983	6 321 057	(0.5)	11 964 907
Earnings before interest, taxation, depreciation and amortisation (EBITDA)				
Services International	**2 361 017**	2 243 186	5.3	4 445 898
Freight	**1 267 230**	1 401 678	(9.6)	2 584 119
Services South Africa	**932 012**	810 891	14.9	1 656 531
Branded Products	**763 595**	698 126	9.4	1 133 672
Commercial Products	**603 841**	781 737	(22.8)	1 399 340
Automotive	**541 647**	451 958	19.8	898 339
Adcock Ingram	**583 278**	686 818	(15.1)	1 371 309
Properties	**367 260**	342 873	7.1	688 495
Corporate and investments	**(223 782)**	(239 218)	(6.5)	(508 975)
	7 196 098	7 178 049	0.3	13 668 728
Geographic region				
Southern Africa	**5 396 743**	5 440 890	(0.8)	10 445 276
International	**1 799 355**	1 737 159	3.6	3 223 452
	7 196 098	7 178 049	0.3	13 668 728

** Refer note on restatement of comparatives.*

Condensed segmental **analysis** for the

R000s	Half-year ended 31 December 2024 Unaudited	2023 Restated*	Percentage Change	Year ended 30 June 2024 Restated*
Segmental operating assets				
Services International	**11 599 464**	10 922 253	6.2	10 896 352
Freight	**9 653 744**	9 204 721	4.9	9 524 517
Services South Africa	**3 857 438**	3 332 168	15.8	3 723 750
Branded Product	**5 670 036**	5 279 217	7.4	4 859 857
Commercial Products	**8 565 882**	8 688 156	(1.4)	9 063 254
Automotive	**6 569 138**	6 590 434	(0.3)	6 280 125
Adcock Ingram	**7 348 809**	6 918 578	6.2	7 030 069
Properties	**4 888 569**	4 588 018	6.6	4 732 277
Corporate and investments	**947 140**	917 920	3.2	1 059 594
	59 100 220	56 441 465	4.7	57 169 795
Inter group eliminations	**(1 208 603)**	(990 716)		(1 197 503)
	57 891 617	55 450 749	4.4	55 972 292
Geographic region				
Southern Africa	**49 122 894**	47 063 444	4.4	47 977 045
International	**9 977 326**	9 378 021	6.4	9 192 750
	59 100 220	56 441 465	4.7	57 169 795
Reconciliation to total assets				
Operating assets – continuing operations	**57 891 617**	55 450 749	4.4	55 972 292
Operating assets – discontinued Financial Services segment	**–**	8 919 724	–	8 864 183
Goodwill	**22 005 899**	19 233 664	14.4	19 664 282
Intangible assets	**16 219 183**	16 709 941	(2.9)	15 490 257
Deferred taxation asset	**1 563 029**	1 787 117	(12.5)	1 638 858
Currency swap derivative asset	**839 518**	1 048 095	(19.9)	1 127 020
Taxation	**458 431**	479 147	(4.3)	410 192
Cash and cash equivalents	**4 956 327**	7 169 605	(30.9)	9 096 654
Disposal group assets held-for-sale / discontinued operations	**12 732 868**	359 375	43.4	317 781
	116 666 872	111 157 417	5.0	112 581 519
Segmental operating liabilities				
Services International	**8 906 179**	8 447 364	5.4	8 804 820
Freight	**4 796 431**	4 900 576	(2.1)	5 034 175
Services South Africa	**2 321 041**	2 070 755	12.1	2 628 988
Branded Products	**2 608 063**	2 514 996	3.7	2 649 481
Commercial Products	**2 739 083**	2 963 936	(7.6)	3 638 047
Automotive	**2 786 252**	2 817 426	(1.1)	3 125 067
Adcock Ingram	**2 237 054**	2 411 618	(7.2)	2 666 867
Properties	**60 568**	56 644	6.9	67 301
Corporate and investments	**179 004**	369 501	(51.6)	400 044
	26 633 675	26 552 816	0.3	29 014 790
Inter group eliminations	**(1 208 603)**	(990 716)		(1 197 503)
	25 425 072	25 562 100	(0.5)	27 817 287
Geographic region				
Southern Africa	**18 726 646**	19 044 305	(1.7)	21 418 525
International	**7 907 029**	7 508 511	5.3	7 596 265
	26 633 675	26 552 816	0.3	29 014 790
Reconciliation to total liabilities				
Operating liabilities	**25 425 072**	25 562 100	(0.5)	27 817 287
Operating liabilities – discontinued Financial Services segment	**–**	8 824 333	(100.0)	9 043 448
Deferred taxation liabilities	**4 759 624**	5 062 581	(6.0)	4 621 432
Interest-bearing borrowings	**35 898 994**	33 031 019	8.7	31 805 322
Vendors for acquisition	**41 456**	102 783	(59.7)	124 918
Taxation	**633 090**	1 078 665	(41.3)	581 426
Disposal group liabilities held-for-sale / discontinued operations	**9 732 187**	142 561	6 726.7	55 654
	76 490 423	73 804 042	3.6	74 049 487

** Refer note on restatement of comparatives.*

Basis of presentation of **condensed consolidated financial statements**

The condensed consolidated financial statements have been prepared in accordance with and containing information required by IAS 34: Interim Financial Reporting as well as the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Reporting Pronouncements as issued by Financial Reporting Standards Council and the Companies Act of South Africa and the JSE Listings Requirements. The interim report does not include all the notes of the type normally included in an annual financial report. Accordingly, this report is to be read in conjunction with the annual report for the year ended 30 June 2024 and any public announcements made by the Group during the interim reporting period (IAS 34 para 6). Selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Group's financial position and performance since the last annual consolidated financial statements as at and for the year ended 30 June 2024.

In preparing these condensed consolidated financial statements, management make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

Significant accounting policies and judgements

The accounting policies applied in these condensed consolidated financial statements are the same as those applied in the Group's consolidated financial statements as at and for the year ending 30 June 2024, save for the first time in the current period, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements as at and for the year ended 30 June 2024.

Restatement of comparatives

As a result of dismantling the Financial Services Segment (refer *Discontinued operations and disposal group held-for-sale* note) the prior period comparatives have been restated to reflect the current segmental structure.

Significant commitments

As of 31 December 2024, R102 million of the approved R183 million was spent on the development of two additional fuel tanks at the Richards Bay facility which is estimated to be commissioned in July 2025.

Fair value of financial instruments

The Group's investments of R1 174 million (H1 2024: R1 078 million) include R74 million (H1 2024: R79 million) recorded at amortised cost, R1 082 million (H1 2024: R976 million) recorded and measured at fair values using quoted prices (Level 1) and R18 million (H1 2024: R22 million) recorded and measured at fair value using factors not based on observable data (Level 3). Fair value gains on Level 3 investments recognised in the income statement total Rnil (H1 2024: Rnil).

Analysis of investments at a fair value not determined by observable market data

R000s	Half-year ended 31 December **2024** **Unaudited**	Half-year ended 31 December 2023 Restated*	Year ended 30 June 2024 Restated*
Balance at the beginning of year	**19 114**	26 650	26 650
Fair value adjustment recognised directly in equity	**–**	–	731
Fair value adjustment arising during the period recognised in the income statement	**–**	–	(2 805)
Proceeds on disposal, de-recognition or repayment of loans	**(983)**	(4 740)	(5 462)
	18 131	21 910	19 114

** Prior period comparatives reflect continuing operations only.*

The carrying values of all financial assets and liabilities approximate their fair values, with the exception of interest-bearing borrowings of R32 billion whose carrying value is R33 billion.

Basis of presentation of **condensed consolidated financial statements** continued

Significant hedge accounting

The Group makes use of fixed-for-fixed, USD / GBP pair, cross currency swaps (CCS) in order to mitigate and hedge Group currency risk. The designated hedged instrument is a US$-denominated Reg S / 144A senior unsecured five-year bond of USD800 million at a fixed coupon rate of 3.625%, issued by The Bidvest Group (UK) Plc and guaranteed by The Bidvest Group Limited. The primary purpose of the bond is to secure long term funding for the Group's foreign acquisitions, whose functional currencies are GBP. The Board of Directors concluded that an effective cashflow hedging relationship exists and IFRS 9 hedge accounting has been applied.

On 16 October 2025 The Bidvest Group (UK) Plc made a successful tender offer to repurchase USD322.0 million of the USD800 million senior unsecured five-year bonds listed on the London Stock Exchange (LSE). The repurchase was settled on 1 November 2024 for USD316.4 million (R5.5 billion), a 1.75% discount to par value equating to USD5.6 million (R99 million). The tender offer was financed by a GBP230 million (R5.2 billion) draw-down of the Group's existing multi-currency revolving credit facility (MRCF). As a consequence of the successful tender offer the hedging relationship on CCSs with a nominal value of USD322.0 million, with a maturity date of 23 September 2026, became ineffective and were terminated early on 31 October 2024, for which the Group received proceeds of USD17.8 million (R313 million). The ineffective relationship resulted in a net accumulated gain of GBP708 thousand (R16 million) being recycled from the cash flow hedge reserve via consolidated other comprehensive income to the consolidated income statement, GBP17.2 million (R394 million) accumulated gain in fair value, GBP2.4 million (R55 million) accumulated interest charge and GBP14.0 million (R323 million) USD spot rate accumulated translation losses on borrowings.

Basis of presentation of **condensed consolidated financial statements** continued

R000s	Eurobond borrowings	Derivative asset	Deferred taxation	Cashflow hedge reserve	Currency translation reserve	Forex (gain) /loss	Finance charges (net of deferred tax)
30 June 2024	(14 689 763)	1 127 020	27 669	28 685	1 596 248	–	1 340 476
Movements through total comprehensive income							
Fair value	–	23 200	–	(22 199)	–	–	(1 001)
Amortisation	–	(16 967)	–	–	–	–	16 967
Interest capitalised	(224 825)	–	–	–	–	–	224 825
Translation to USD spot rate	62 801	–	–	–	–	(62 801)	–
Hedging gains reclassified from OCI	–	–	–	(62 801)	–	62 801	–
Interest expense	–	–	–	15 214	–	–	(15 214)
Accumulated gain recycled to profit or loss	–	–	–	16 237	–	–	(16 237)
Fair value derecognition of terminated swaps	–	(312 553)	–	–	–	–	312 553
Market value recognition of terminated swaps	–	312 809	–	–	–	–	(312 809)
Swaps termination costs	–	(3 516)	–	–	–	–	3 516
Discount to nominal value on redemption	99 071	–	–	–	–	–	(99 071)
Foreign exchange gain on redemption	14 963	–	–	–	–	–	(14 963)
Foreign currency translation	(197 241)	20 055	–	–	177 186	–	–
Deferred tax recycled to profit or loss	–	–	–	(691)	–	–	691
Deferred tax	–	–	(9 612)	13 854	–	–	(4 242)
Other movements							
Interest paid	251 455	–	–	–	–	–	–
Interest paid on redeemed bonds	21 682	–	–	–	–	–	–
Settlement of swaps	–	(1 237)	–	–	–	–	–
Redemption of bonds	5 547 139	–	–	–	–	–	–
Proceeds on termination of swaps	–	(312 809)	–	–	–	–	–
Swaps termination costs	–	3 516	–	–	–	–	–
31 December 2024	**(9 114 718)**	**839 518**	**18 057**	**(11 701)**	**1 773 434**	**–**	**1 435 491**

Basis of presentation of condensed consolidated financial statements continued

Business combinations

Net acquisition of businesses, subsidiaries, associates and investments

Effective 1 July 2024 Bidvest Noonan (UK) Limited acquired 100% of the share capital and claims in the Nexgen Facilities Services (Nexgen) group of companies, comprising principally of Just Ask Estate Services Limited and Nextgen Facilities Services Limited. Just Ask Services is a specialist facilities services supplier, providing services such as cleaning, grounds maintenance and Waking Watch Fire Safety services primarily to public sector housing associations. Nexgen provides concierge and support services to public and private sector organisations across a range of sectors, including education, commercial property, offices, leisure, local government and healthcare. Nexgen has a strong presence in the City of London where it supports prestigious universities, workplaces, managing agents and some of the city‘s key landmarks. Nexgen was acquired for GBP56 million (R1.3 billion) using the Group‘s existing cash resources and facilities. The acquisition advances the Group‘s exposure to the UK facilities management sector and bolsters existing concierge and support services business.

Effective 1 July 2024 Personnel Hygiene Services Limited acquired 100% of the share capital and claims in Countrywide Healthcare Supplies Holdings Limited (Countrywide). Countrywide is a specialist supplier of healthcare and janitorial supplies to the UK care sector focusing on consumables and medical equipment. Countrywide was acquired for GBP36 million (R817 million) using existing cash resources and facilities. The acquisition broadens the Group‘s access to the UK hygiene services sector.

Effective 1 July 2024 Bidvest Services Holdings (Pty) Limited acquired 100% of the share capital and claims in Synerlytic Group Holdings (Pty) Limited (WearCheck) is a group of companies which trade primarily as WearCheck and WearCheck Water Laboratories. WearCheck is a leading condition monitoring specialist operating on the African continent, processing in excess of 800 000 samples per annum. Through its 14 world class laboratories, WearCheck serves the mining, earthmoving, industrial, transport, shipping, aviation and electrical industries through the scientific analysis of used oil, fuels, coolants and greases. WearCheck Water Laboratories provide water testing services including, physico-chemicals, heavy metals, organic, inorganic and microbial water analysis to individuals, water industry consultants, water boards, water treatment companies, mines, wet industries, automotive manufacturers, amongst others as well as other laboratories. WearCheck was acquired for R784 million using existing cash resources and facilities. The Group acquired WearCheck in order to establish a presence in the Testing, Inspection, and Certification (TIC) sector.

During the period the Group also made the following less significant “bolt-on” acquisitions, which were funded from existing facilities and cash resources:

Effective 1 July 2024 Bidvest Automotive Holdings (Pty) Limited acquired 100% of the share capital and claims in Dekra Automotive (Pty) Limited (Dekra). Dekra operates a South African national automotive test centre network of over 43 vehicle inspection test centres with a workforce of over 550 people providing its core products of Certificate of Roadworthiness and Technical Inspection Checks. Dekra was acquired for R405 million using existing cash resources and facilities. Dekra was acquired to broaden the Group‘s automotive services offering and establish a presence in the TIC sector.

Effective 1 September 2024 Bidvest Automotive Holdings (Pty) Limited acquired 100% of the share capital and claims in Serco (Pty) Limited (Serco). Serco is a leading South African insulated and dry freight body building company, which employs more than 400 staff at branches in Durban, Johannesburg, Cape Town and Gqeberha. Serco was acquired for R224 million to broaden the Group‘s automotive services offering.

Effective 1 July 2024 Bidvest Branded Products Holdings acquired 100% of the share capital and claims in Buena Vista Trading 82 (Pty) Limited t/a Spec Systems (Spec Systems). Spec Systems is a label printer and barcode scanning specialist offering turnkey auto ID solutions, self adhesive labels and thermal transfer ribbons throughout Africa. Spec Systems has a South African national footprint offering multiple brands to the market including world class technical support. Spec Systems complements the Group‘s existing thermal and label printer business Rotolabel, and was acquired for R65 million.

Basis of presentation of **condensed consolidated financial statements** continued

The following table summarises and incorporates the provisional amounts of assets acquired and liabilities assumed which have been included in these results from the respective dates. The values represent at acquisition fair values consolidated by the Group.

R000s	NexGen	Countrywide	WearCheck	Other	Total
Property, plant and equipment	16 281	157 849	59 335	117 063	**350 528**
Right-of-use assets	20 504	2 135	11 975	26 584	**61 198**
Deferred taxation	(100 547)	(43 859)	(54 415)	(31 512)	**(230 333)**
Interest in associates and joint ventures	–	–	–	55 576	**55 576**
Investments and advances[†]	–	–	–	568 850	**568 850**
Inventories	691	59 443	14 881	93 236	**168 251**
Trade and other receivables	292 105	109 574	114 779	96 571	**613 029**
Cash and cash equivalents	163 651	56 422	51 781	91 895	**363 749**
Borrowings	–	–	(2 219)	(11 848)	**(14 067)**
Trade and other payables and provisions	(408 036)	(177 871)	(117 012)	(162 545)	**(865 464)**
Lease liabilities	(21 030)	(2 135)	(15 384)	(30 105)	**(68 654)**
Taxation	5 567	(5 803)	(12 715)	3 733	**(9 218)**
Intangible assets	375 806	187 273	229 900	139 094	**932 073**
	344 992	343 028	280 906	956 592	**1 925 518**
Non-controlling interest	–	–	(1 036)	–	**(1 036)**
Goodwill	934 664	473 802	504 201	382 125	**2 294 792**
Net assets acquired	1 279 656	816 830	784 071	1 338 717	**4 219 274**
Settled as follows:					
Cash and cash equivalents acquired	(163 651)	(56 422)	(51 781)	(91 895)	**(363 749)**
Acquisition costs	–	–	–	71 006	**71 006**
Net change in vendors for acquisition[ε]	–	–	–	85 413	**85 413**
Acquisition of businesses, subsidiaries, associates and investments	1 116 005	760 408	732 290	1 403 241	**4 011 944**
Disposal of investments and advances[¥]	–	–	–	(532 186)	**(532 186)**
Net receivable arising on prior disposal of subsidiary	–	–	–	(20 052)	**(20 052)**
	1 116 005	760 408	732 290	851 003	**3 459 706**
Trade and other receivables stated net of the following loss allowances					
Expected credit loss allowances	–	(19 398)	(5 555)	(6 184)	**(31 137)**
Contribution to results for the period					
Revenue	1 018 404	468 229	237 482	605 246	**2 329 361**
Profit or (loss)	100 841	40 580	29 051	93 179	**263 651**
Contribution to results for the period if the acquisitions had been effective on 1 July 2024					
Revenue	1 018 404	468 229	237 482	668 448	**2 392 563**
Profit or (loss)	100 841	40 580	29 051	91 818	**262 290**

¥ *R13 million of advances to BBBEE and other partners, R555 million purchases made in the Bidvest Insurance investment portfolio. R2 million repayment of loans to BBBEE and other partners and R530 million disposals in the Bidvest Insurance portfolio.*

ε *SGD6 million (R85 million) was part settlement of the deferred consideration relating to the prior year acquisition of Rental Hygiene Services Pte Ltd.*

Basis of presentation of **condensed consolidated financial statements** continued

The fair values of the assets and liabilities have been determined provisionally for the acquisition of the Nexgen Facilities Services (Nexgen) group of companies and resulted in the identification of definite life customer relationship intangible assets for Just Ask Estate Services in the amount of GBP3.8 million (R87 million), definite life customer relationship intangible assets for Nexgen in the amount of GBP3.6 million (R83 million) and indefinite life Brand intangible assets for Just Ask Estate Services of GBP8.9 million (R205 million). The Multi-Period Excess Earnings Method (MPEEM), using cash flows attributable to the customer related intangible asset, was used to value Customer Relationships, which were estimated to have Remaining Useful Lives (RUL) of 15 years. An existing customer attrition rate of 13.3% was applied to forecasted existing customer revenues. A Weighted Average Cost of Capital (WACC) in a range of 14.7% to 16.7%, including a premium of 0.25%, was applied in the valuation. The Relief from Royalty Method has been utilised to determine the fair value of the Just Ask Estate Services brand, which has been in existence for more than 20 years and therefore concluded to have an indefinite future life. The use of a royalty rate of 2.5% was informed by market data for similar transactions that occurred in the last five years and the profitability of Nexgen. A portion of the residual Goodwill is supported by the identified trained and assembled workforce.

The fair values of the assets and liabilities have been determined provisionally for the acquisition of Countrywide Healthcare Supplies Holdings Limited (Countrywide) and resulted in the identification of definite life customer relationship intangible assets in the amount of GBP8.1 million (R187 million). The MPEEM, using cash flows attributable to the customer related intangible asset, was used to value Customer Relationships, which were estimated to have RULs of 20 years. An existing customer attrition rate of 10.0% was applied to forecasted existing customer revenues. A WACC of 13.8%, including a company specific risk premium of 1.5%, was applied in the valuation. No value was assigned to the Countrywide brand. A portion of the residual Goodwill is supported by the identified trained and assembled workforce.

The fair values of the assets and liabilities have been determined provisionally for the acquisition of WearCheck and resulted in the identification of definite life customer relationship intangible assets in the amount of R116 million and indefinite life Brand intangible assets of R114 million. The MPEEM, using cash flows attributable to the customer related intangible asset, was used to value Customer Relationships, which were estimated to have a RUL of 15 years. An existing customer attrition rate of 13.3% was applied to forecasted existing customer revenues. A WACC in a range of 14.1% to 15.4% was applied in the valuation. The Relief from Royalty Method has been utilised to determine the fair value of the WearCheck brand, which has been in existence for more than 20 years and therefore concluded to have an indefinite future life. The use of a royalty rate of 3.0% was informed by market data for similar transactions that occurred in the last five years and the profitability of WearCheck. A portion of the residual Goodwill is supported by the identified trained and assembled workforce.

The fair values of the assets and liabilities have been determined provisionally for the Dekra acquisition and resulted in the identification of definite life non-contractual customer relationship intangible assets in the amount of R50 million, contractual customer relationship intangible assets of R10 million and right of use of brand intangible assets of R8 million. The MPEEM, using cash flows attributable to the customer related intangible assets was used to value Customer Relationships. Non-contractual customer relationships were estimated to have a Remaining Useful Life of 13 years and an existing customer attrition rate of 15.0%. Contractual customer relationships were estimated to have an RUL of 4 years and existing customer attrition rate of 0.0%. Discount rates of between 19.3% and 21.5%, which includes a company specific premium of between 0.0% and 1.0%, were applied to forecasted cash flows arising from customer relationships. The Relief from Royalty Method has been utilised to determine the fair value of the right to use the Dekra brand. The Group has the right to use the Dekra brand in South Africa for a maximum period of 5 years. The use of a pre-tax royalty rate of 1.6% (adjusted for licensing fees payable) was informed by market data for similar transactions with similar profitability to Dekra. A portion of the residual Goodwill is supported by the identified trained and assembled workforce.

The fair values of the assets and liabilities have been determined provisionally for the Serco acquisition and resulted in the identification of definite life customer relationship intangible assets in the amount of R9 million and brand intangible assets of R63 million. The MPEEM, using cash flows attributable to the customer related intangible assets was used to value Customer Relationships. Customer relationships were estimated to have RULs of 6 years and an existing customer attrition rate of 33.3%. Nominal discount rates of between 16.6% and 18.6%, including a premium of 1.0%, were applied to forecasted cash flows arising from customer relationships. The Relief from Royalty Method has been utilised to determine the fair value of the Serco brand, which is well established and has been in existence since 1981 and therefore concluded to have an indefinite life. The use of a pre-tax royalty rate of 1.5% was informed by market data for similar transactions with similar profitability to Serco. A portion of the residual Goodwill is supported by the identified trained and assembled workforce.

Goodwill arose on the acquisitions as the anticipated value of future cash flows that were taken into account in determining the purchase considerations exceeded the net assets acquired at fair value. The acquisitions have enabled the Group to expand its range of complementary products and services and, as a consequence, have broadened the Group's base in the market place.

Basis of presentation of **condensed consolidated financial statements** continued

Discontinued operations and disposal group held-for-sale

During the period the Financial Services segment was dismantled and a formal process was initiated to dispose of Bidvest Bank and FinGlobal. The remaining Financial Services short-term insurance businesses, which focus primarily on vehicle insurance cover and related value added products (VAPS), were transferred to the Automotive segment. Bidvest Bank is a full service bank offering customers foreign exchange, fleet, business and personal financial solutions. FinGlobal is a cross-border financial services company providing premier financial emigration services to South Africans all over the world. Bidvest Bank and FinGlobal constituted the majority of the Financial Services Segment.

Towards the end of June 2023, the Group entered into a process to dispose of 100% of its shareholding and claims in Bidvest Life Limited (BLL). BLL, formerly part of the Financial Services segment, is a licensed life assurance company and registered financial service provider specialising in income protection, disability, critical illness and life cover. Despite attracting a number of potential buyers BLL was not sold during the period, however it continues to be actively marketed for sale at a price which is reasonable to its fair value. BLL has been disclosed as a disposal group held-for-sale since 30 June 2023.

The relevant requirements of IFRS 5 were met for Bidvest Bank and FinGlobal to be classified and included with Bidvest Life as a disposal group held-for-sale and for Bidvest Bank, FinGlobal and Bidvest Life, which constitute a group of cash generating units, to be collectively classified as discontinued operations from 1 July 2024.

Bidvest Bank and FinGlobal were not previously classified as a disposal group held-for-sale. Bidvest Bank, FinGlobal and Bidvest Life were not previously classified as discontinued operations. The comparative consolidated income statement and consolidated statement of cash flows and financial reporting were restated to show the discontinued operation separately from continuing operations. The disposal group is measured and presented at the lower of carrying amount and fair value less cost to sell.

On 12 December 2024 Access Bank Plc (Access Bank) agreed to acquire 100% of the share capital and claims in Bidvest Bank Holdings Limited, subject to regulatory approvals for R2.8 billion. Access Bank, domiciled in Nigeria, is a full-service commercial bank with over 60 million customers globally, through a network of over 700 branches in 23 countries across three continents. Regulatory approvals are expected within the next six months.

On 11 December 2024 Momentum Strategic Investments (Pty) Limited agreed to acquire 100% of the share capital and claims in FinGlobal Migration (Pty) Limited, subject to regulatory approvals and other procedural conditions.

The Group has received binding offers from existing life insurers for 100% of the share capital of and claims in Bidvest Life.

Basis of presentation of **condensed consolidated financial statements** continued

Results of the discontinued operation included in the Group's results for the year ended 31 December are detailed as follows:

R000s	Half-year ended 31 December 2024	2023	Percentage change	Year ended 30 June 2024
Revenue	**1 102 018**	1 071 807	2.8	1 907 863
Cost of revenue	**(468 832)**	(375 058)	(25.0)	(651 566)
Gross profit	**633 186**	696 749	(9.1)	1 256 297
Operating expenses	**(216 474)**	(381 929)	43.3	(835 270)
Net impairment losses on financial assets	**(84 019)**	(141 986)	40.8	(8 206)
Other income	**16 560**	5 845	183.3	37 807
Trading profit	**349 253**	178 679	95.5	450 628
Share-based payment expense	**(4 500)**	(4 500)		(10 095)
Acquisition costs and customer contracts amortisation	**–**	(882)		(1 764)
Impairment of disposal group held-for-sale	**–**	(100 000)		(100 000)
Impairment of identifiable assets of disposal group	**–**	–		(23 168)
Impairment of disposal group assets held-for-sale	**–**	(100 000)		(76 832)
Operating profit before finance charges and associate income	**344 753**	73 297	370.4	338 769
Net finance charges	**(5 774)**	(7 785)	25.8	(14 245)
Finance income	**2 401**	1 219		3 222
Finance charges	**(8 175)**	(9 004)		(17 467)
Operating profit before taxation	**338 979**	65 512	417.4	324 524
Taxation	**(86 731)**	(43 731)	(98.3)	(103 044)
Profit for the year from discontinued operations	**252 248**	21 781	1 058.1	221 480
Basic earnings per share (cents) – discontinued operations	**74,2**	6,4	1 059.4	65,2
Diluted basic earnings per share (cents) – discontinued operations	**74,0**	6,4	1 056.3	65,0

Basis of presentation of **condensed consolidated financial statements** continued

Effect of the discontinued operation and disposal group on the Group's consolidated statement of financial position

R000s	Half-year ended 31 December **2024**	2023	Year ended 30 June 2024
Disposal group assets held-for-sale	**12 732 868**	359 375	317 781
Property, plant and equipment	**1 898 829**	2 832	–
Right-of-use assets	**141 565**	–	–
Intangible assets	**270 879**	18 597	–
Goodwill	**135 209**	6 065	–
Net insurance contract asset	**323 949**	302 347	260 232
Deferred taxation	**14 881**	57 757	53 059
Investments	**2 786 170**	–	–
Banking and other advances	**3 884 756**	–	–
Inventories	**110 224**	–	–
Trade and other receivables	**874 847**	2 856	6 581
Cash and cash equivalents and bank overdrafts	**2 363 747**	67 263	73 509
Taxation	**4 644**	1 232	1 232
Share based payment reserve	**–**	426	–
Impairment to fair value less cost to sell	**(76 832)**	(100 000)	(76 832)
Disposal group liabilities held-for-sale	**9 732 187**	142 561	55 654
Net insurance contract liability	**87 466**	116 826	53 791
Deferred taxation	**97 795**	–	–
Post-retirement obligations	**215**	–	–
Borrowings	**18 015**	–	–
Trade and other payables and provisions	**1 000 994**	25 735	1 863
Amounts owed to bank depositors	**8 343 736**	–	–
Lease liability	**183 966**	–	–
Cash flows from discontinued operations			
Net operating cash flows from discontinued operations	**475 787**	(80 580)	(47 210)
Net investing cash flows from discontinued operations	**(656 158)**	(851 890)	(586 191)
Net financing cash flows from discontinued operations	**(21 073)**	(41 767)	(56 696)
	(201 444)	(974 237)	(690 097)

Unaudited results

These results have not been audited or reviewed by the Group's auditors. The interim condensed consolidated financial statements have been prepared under supervision of the Chief Financial Officer, MJ Steyn BCom CA (SA), and were approved by the board of directors on 28 February 2025.