

Marshall Monteagle PLC
(Incorporated in Jersey)
(Registration number: 102785)
(External registration number: 2010/024031/10)
JSE Code: MMP ISIN: JE00B5N88T08
Main Board - General Segment
("the Company" or "the Group")

Summarised Audited Results for the year ended 31 March 2025 and dividend declaration

Marshall Monteagle PLC ("the Company") is an Investment Company listed on the JSE, which holds a diversified range of investments. The Company and its subsidiaries (collectively "the Group") is a multinational enterprise that, as well as having investments in listed equities and in light industrial and commercial properties in South Africa, provides procurement, logistics and trading in various hard and soft commodities, industrial raw materials, consumer food and non-food products.

The Company's objective is to invest for the long term and to generate reliable profits, cash flow and dividends for its shareholders, thereby achieving capital growth for the benefit of all stakeholders. The performance of the investments is monitored and regularly reviewed by the Board of Directors of the Company.

For the reasons mentioned in the Business review below, the trading environment for the Group's businesses has been very difficult. These difficulties stem from the geopolitical uncertainties arising from the war in Ukraine, the growing crisis in the middle east and Iran and the inflationary effect of President Donald Trump's trade war. All Group companies have had to adjust to this new and challenging environment and our employees and staff in South Africa and abroad have worked very hard to achieve the results for the year ended on 31 March 2025 ("FY2025").

As in the prior year, FY2025 has continued to see significant changes, requiring ongoing adaptability to capitalise on opportunities and minimise disruption to operations. These include the option and choices for groups of staff from managerial to operational, financial and administrative personnel to continue to meet remotely via Microsoft teams, Zoom or otherwise, which continue to achieve increased efficiencies at a reduced cost. Expanding awareness of the consequences of climate change and of the importance and value for all of preserving our planet will have an ongoing impact on the nature of the products handled by our trading businesses. The conflict in the Middle East, the war in Ukraine, uncertainty over tariffs and increased inflation during FY2025, have impacted investment selection and have also continued to highlight the need for the Company to be able to adapt to change quickly with the minimal disruption.

The difficulties experienced, and risks of conflicts mentioned, highlighted the importance of ensuring that Marshall Monteagle maintains a good financial buffer and a strong and prudent investment policy. All of these factors highlight the need for the Company to reinforce these areas in the future and to continue to adapt and focus on more growth prospects and greater cash returns. With major structural changes behind us and a very strong balance sheet, we look forward to capitalising on the opportunities of the future as they arise.

The board of directors of the Company ("Directors") have resolved to embark on a renounceable rights offer, details of which will be announced on SENS and included in a circular to shareholders convening a general meeting of shareholders, *inter alia*, to approve the issue of shares in terms thereof. The proceeds of the rights issue will be used to increase the size of the investment portfolio and support the growth of the physical trading business without taking on debt.

FY2025 has also seen changes in the guard of the Company. The effects of Covid and ensuing health issues caused David Marshall to stand down on 1 January 2024 as the Company's chief executive in favour of his son Warwick Marshall. On 21 March 2024 David Marshall also resigned as a director of the Company. David Marshall died on 29 January 2025. He will be much missed and fondly remembered by all who knew him.

Business Review

Given geopolitical uncertainty, the ongoing Ukraine war and the Gaza conflict, we continued to see uncertainty and market turbulence throughout the financial year-end March 2025. This has now been compounded by US President Donald Trump's trade war in the last few months and we anticipate further market turbulence in the second half of the 2025 calendar year.

The balance sheet for Marshall Monteagle PLC and its subsidiaries ("the Group") remains extremely strong, and at 31st March 2025, cash balances, net of overdrafts, were US\$25,221,000 (31 March 2024 – US\$35,455,000).

Net assets attributable to shareholders amount to US\$2.44 per share, which compares with US\$2.46 per share at 31 March 2024. Net assets outside Africa, net of proposed dividends, stand at US\$85,264,000.

Results of operations

- Net assets per share attributable to shareholders are US\$2.44 (2024 – US\$2.46).
- Revenue on continuing operations decreased by 2% (2024 - decrease of 13%) to US\$80,997,000 (2024 – US\$83,005,000). In constant currency terms revenue decreased by 3.8%.
- Group profit before tax on continuing and discontinued operations decreased by 98.1% (2024 - increased by 592%) to US\$112,000 and in constant currency terms by 97.1% to US\$172,900. This was due to the profit on sale of investment property in 2024.
- Headline earnings of US\$2.2 cents per share were 62% lower when compared with headline earnings of US\$5.8 cents per share in March 2024.
- Basic earnings decreased to US\$1.0 cents per share compared with earnings of US\$14.6 cents per share in March 2024.
- A second interim dividend of US\$1.9 cents per share relating to the period ended 31 March 2024 was paid on 2 August 2024 and an interim dividend relating to the period ended 31 March 2025 of US\$2.0 cents per share each was paid on 24 January 2025 bringing total dividends for the period to US\$3.9 cents (March 2024 – US\$3.8 cents).

Import and Distribution

The Import and Distribution businesses in food and household consumer products supply goods to multiple retailers, primarily in South Africa and South America. Following a successful restructuring and cost-cutting program last year we are now feeling the benefits of a leaner and more focused trading division with a clear view on future growth opportunities. We remain committed to working with suppliers of quality raw materials, skilled technologists and first world production facilities.

The Industrial raw materials business provides fully integrated marketing, logistics, finance, and shipping services for both outputs from the Southern African mining industry and inputs for South African manufacturers. We are committed to partnering with producers and customers who require a professional all-encompassing solution from source through to delivery to end users on an international basis.

International trade remains affected by weakening global demand compounded by the ongoing war in Ukraine and the Gaza conflict. This has been compounded by US President Donald Trump's trade war in the last few months igniting sharp price swings and market dislocations. We anticipate further market turbulence in the second half of the 2025 calendar year. The sectors that we trade in are less impacted by these factors however we remain cautious on the outlook going forward.

The sale of the tool and machinery business was approved by the Competition Commission and was completed during the year under review.

Property Portfolio

The Group's South African commercial and light industrial property portfolio continues to deliver steady free cash-flow and the Group has prioritised relationships with tenants to ensure the vacancy rates have remained low despite a stagnant local SA economy. Capital expenditure on sprinkler systems has not been reflected in an increase in the value of the properties giving rise to a deficit on revaluation.

Investment Portfolio

Our actively managed investment portfolio has performed satisfactorily on a long term perspective and continues to provide steady income through dividends along with increased returns from short-term fixed deposits due to higher interest rates. During the final six weeks of the financial year our portfolio experienced a material drawdown due to a correction in global equities, however, increases in global equity values since the financial year end have led to a complete reversal in these reductions. We remain cautious with respect to global stock markets and therefore continue to maintain a conservative and defensive overall position.

Dividend

The Directors have declared a final gross dividend for the year ended 31 March 2025 of US 2.00000 cents per share (35.56280 ZAR cents per share). The dividend will be paid on Friday, 1 August 2025 to those shareholders registered at the close of business on Friday, 18 July 2025.

Shareholders on the South African register will receive their dividend in South African Rand converted from US Dollars at the closing rate of exchange on Wednesday, 25 June 2026 which was US\$1 = ZAR 17.78140).

In respect of the normal gross cash dividend, and in terms of the South African Tax Act, the following dividend tax

ruling only applies to those shareholders who are registered on the South African register on Friday, 18 July 2025. All other shareholders are exempt.

- The dividend has been declared from income reserves, which funds are sourced from the Jersey holding company's main bank account in Switzerland.
- The gross dividend in ZAR cents is 35.56280 cents.
- The dividend withholding tax rate is 20% resulting in a net dividend of US\$1.60000 cents (28.45024 ZAR cents) per share to those shareholders who are not exempt from the dividend withholding tax.

The issued number of shares as at declaration date is 35,857,512.

The Company's Jersey tax number is CH4513.

Salient dates for the dividend:

Last day to trade	Tuesday, 15 July 2025
Shares trade ex-dividend	Wednesday, 16 July 2025
Record date	Friday, 18 July 2025
Pay date	Friday, 1 August 2025

No dematerialisation or rematerialisation of share certificates, nor transfer of shares between the registers in Jersey and South Africa will take place between Wednesday, 16 July 2025 and Friday, 18 July 2025, both dates inclusive.

By order of the Board
City Group PLC,
Company Secretary

27 June 2025

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 March 2025	31 Mar 2025 US\$000	31 Mar 2024 US\$000
Continuing operations		
Group revenue	80,997	83,005
Other income	4,177	6,486
	<u>85,174</u>	<u>89,491</u>
Change in inventories of finished goods	(726)	3,570
Cost of finished goods, raw materials and consumables	(70,188)	(77,569)
Employee benefit expenses	(3,434)	(3,307)
Depreciation expenses	(25)	(26)
Other expenses	(9,834)	(9,097)
Finance expense	(594)	(576)
Profit before tax	<u>373</u>	<u>2,486</u>
Taxation	192	(208)
Profit for the year on continuing operations	<u>565</u>	<u>2,278</u>
(Loss)/Profit from disposal of discontinued operations	(161)	4,392
Loss after tax on discontinued operations	(100)	(2,822)
Profit for the year	<u>304</u>	<u>3,848</u>
Profit attributable to owners of the parent	354	5,250
Loss attributable to non-controlling interests	(50)	(1,402)
Basic and fully diluted earnings per share on continuing operations (US cents)	1.6c	6.4c
Basic and fully diluted earnings per share (US cents)	1.0c	14.6c
Other Comprehensive Income/(Expense) on continuing operations: -		
Items that may be reclassified subsequently to profit or loss: -		
Exchange differences on translation into US Dollars of the financial statements of foreign entities	395	(1,352)
Total of items that may be reclassified	<u>395</u>	<u>(1,352)</u>
Items that will not be reclassified subsequently to profit or loss: -		
Commercial property revaluation movements	97	48
Less changes to tax on commercial property revaluations	(18)	(11)
Net gain on discontinued operations	-	53
	<u>79</u>	<u>90</u>
Total Other Comprehensive Income/(Loss)	<u>474</u>	<u>(1,262)</u>
Total Comprehensive Income	<u>778</u>	<u>2,586</u>
Total Comprehensive Income attributable to owners of the parent	<u>814</u>	<u>4,212</u>
Total Comprehensive Loss attributable to non-controlling interests	<u>(36)</u>	<u>(1,626)</u>

Consolidated Statement of Changes in Equity

	Called up share capital	Share premium	Other reserves	Retained earnings	Total shareholders' interests	Non-controlling interests	Group Total
Year ended 31 March 2025	US\$000	US\$000	US\$000	US\$000	US\$000	US\$000	US\$000
Profit/(Loss) after tax	-	-	-	354	354	(50)	304
Other Comprehensive Income – foreign exchange	-	-	381	-	381	14	395
Other Comprehensive Income - revaluation	-	-	79	-	79	-	79
Total Comprehensive Income			460	354	814	(36)	778
Transactions with shareholders							
Dividends paid	-	-	-	(1,398)	(1,398)	-	(1,398)
Disposal of subgroup			431	(431)	-	(2,309)	(2,309)
Balances at start of period	8,964	23,606	(12,421)	68,071	88,220	2,345	90,565
Balances at end of period	8,964	23,606	(11,530)	66,596	87,636	-	87,636
Year ended 31 March 2024							
Profit/(Loss) after tax	-	-	-	5,250	5,250	(1,402)	3,848
Other Comprehensive Expense – foreign exchange	-	-	(1,102)	-	(1,102)	(250)	(1,352)
Other Comprehensive Income - revaluation	-	-	64	-	64	26	90
Total Comprehensive Income			(1,038)	5,250	4,212	(1,626)	2,586
Transactions with shareholders							
Acquisition of additional shares in subsidiaries	-	-	-	(1,362)	(1,362)	(7)	(1,369)
Dividends paid	-	-	-	(1,362)	(1,362)	(7)	(1,369)
Balances at start of period	8,964	23,606	(11,383)	64,183	85,370	3,978	89,348
Balances at end of period	8,964	23,606	(12,421)	68,071	88,220	2,345	90,565

Consolidated Statement of Financial Position

As at 31 March	31 Mar 2025 US\$000	31 Mar 2024 US\$000
Assets		
Non-current assets		
Investment property	8,897	8,614
Property, plant and equipment	1,218	1,098
Accounts receivable in more than one year	1,841	80
Investments	<u>31,957</u>	<u>24,689</u>
	43,913	34,481
Current assets		
Inventories	8,599	9,118
Accounts receivable	20,899	17,318
Other current assets	262	225
Tax recoverable	43	-
Cash and cash equivalents	<u>30,349</u>	<u>41,794</u>
	60,152	68,455
Assets held for sale	<u>-</u>	<u>18,366</u>
	104,065	121,302
Current liabilities		
Bank overdrafts	(5,128)	(6,339)
Accounts payable	(8,805)	(6,149)
Derivatives	(1,204)	-
Tax payable	<u>(17)</u>	<u>(6,690)</u>
	(15,154)	(19,178)
Liabilities held for sale	<u>-</u>	<u>(10,178)</u>
	44,998	57,465
Net current assets		
Non-current liabilities		
Deferred taxation	<u>(1,275)</u>	<u>(1,381)</u>
Total non-current liabilities	(1,275)	(1,381)
	87,636	90,565
Capital and reserves		
Called up share capital	8,964	8,964
Share premium account	23,606	23,606
Other reserves	(11,530)	(12,421)
Retained earnings	<u>66,596</u>	<u>68,071</u>
Equity attributable to owners of the parent	87,636	88,220
Non-controlling interests	<u>-</u>	<u>2,345</u>
Total Equity	87,636	90,565

Consolidated Statement of Cash Flows

for the year ended 31 March 2025

	31 Mar 2025 US\$000	31 Mar 2024 US\$000
Operating Activities		
Profit for the year	305	3,848
Adjustments:		
Taxation	(192)	2,117
Depreciation	25	423
Interest paid	594	576
Net fair value adjustments on investment property	630	5
Dividend income	(913)	(1,030)
Interest income	(2,279)	(1,215)
Loss on re-measuring of a disposal group	161	2,577
Net profit on disposal of investment property	-	(6,172)
Gain on bargain purchase	(227)	-
Fair value adjustments on investments	1,873	(1,746)
Foreign exchange (gains)/losses	(234)	567
Impairments	1	1,692
Other*	-	(93)
	(256)	1,549
Changes in working capital		
Decrease/(Increase) in inventories	727	(3,559)
Decrease/(Increase) in receivables	960	(1,341)
Increase/(Decrease) in payables	2,458	(4,368)
Cash accumulated/(used) in operations	3,889	(7,719)
Interest paid	(594)	(576)
Taxation (paid)/received	(6,691)	208
Cash outflow from operating activities	(3,396)	(8,087)
Investment activities		
Purchase of and improvements to tangible non-current assets	(667)	(351)
Proceeds of disposal of tangible non-current assets	-	6
Acquisition of investments	(31,867)	(22,424)
Proceeds of disposal of investments	23,988	30,063
Net proceeds of disposal of investment property	-	25,997
Net cash acquired on acquisition of subsidiary	128	-
Dividends received	913	1,030
Interest received	2,141	1,215
Cash (outflow)/inflow from investment activities	(5,364)	35,536
Cash (outflow)/inflow before financing	(8,760)	27,449
Financing activities		
Repayment of long-term loans	-	(5,508)
Lease payments	-	(105)
Dividends paid to Group shareholders	(1,398)	(1,362)
Dividends paid to non-controlling interests of subsidiaries	-	(7)
Cash outflow from financing activities	(1,398)	(6,982)
(Decrease)/Increase in cash and cash equivalents	(10,158)	20,467
Cash and cash equivalents at 1 April	35,455	13,807
Effect of foreign exchange rate changes	(76)	188
Cash and cash equivalents at 31 March	25,221	34,462
Cash and cash equivalents on discontinued operations**	-	993
Cash and cash equivalents on continuing operations	25,221	35,455

*Other consist of immaterial movements.

**Net overdraft in discontinued operations, added back to obtain year end cash balance on continuing operations.

EXPLANATORY NOTES

1. SEGMENTAL REPORTING

For management purposes the Group is organised on a worldwide basis into the following main business segments grouped by similar businesses and services:

Import and distribution	Trade in non-perishable products, such as food, food ingredients, household consumer products, metal and minerals and manufacturing inputs; primarily imports to South Africa and Latin America, and exports from South Africa.
Property	Investment properties in South Africa.
Other activities	Mainly transactions relating to the share portfolios, profits on disposals of tangible non-current assets, local head office costs and interest.

There are no sales between entities in different business segments and businesses carrying out similar trades and services are grouped in the same segments.

Segmental analysis of results	31 Mar 2025		31 Mar 2024	
	Revenue US\$000	Profit/(loss) US\$000	Revenue US\$000	Profit/(loss) US\$000
Import and distribution	79,003	1,980	81,171	(418)
Segment profit/(loss) includes:				
Change in inventories		(727)		3,570
Cost of finished goods, raw material and consumables		(70,188)		(77,569)
Employee cost		(2,362)		(2,358)
Depreciation		(12)		(17)
Other expenses		(3,734)		(5,215)
Property	1,994	(659)	1,834	11
Segment (loss)/profit includes:				
Employee cost		(985)		(948)
Depreciation		(13)		(9)
Other expenses		(1,655)		(866)
	<u>80,997</u>		<u>83,005</u>	
Other activities		(948)		2,893
Segment loss includes:				
Other expenses		(2,098)		(3,730)
Fair value adjustment on investments		(2,433)		567
Other income		4,177		6,632
Finance expense		(594)		(576)
Profit on continuing operations before tax		<u>373</u>		<u>2,486</u>

Discontinued operations

(Loss)/Profit on disposal

	-	(161)	1,549	6,347
Loss from discontinued operations	<u>3,968</u>	<u>(100)</u>	<u>26,181</u>	<u>(2,868)</u>
	<u>84,965</u>		<u>110,735</u>	
Profit for the year before tax on continuing and discontinued operations		<u>112</u>		<u>5,965</u>

Sales to the company's major customers representing 10% or more of revenue were:

Customer A – US\$13,222,000

Customer B – US\$12,700,000

Group revenue disaggregated by product type	31 Mar	31
	2025	Mar
	US\$0	2024
	00	US\$000
Continuing operations	34,43	
<i>Import & Distribution</i>		
FMCG - Africa	7	43,693
FMCG - South America	<u>9,101</u>	<u>9,794</u>
FMCG - Total	<u>43,53</u>	<u>53,48</u>
	<u>8</u>	<u>7</u>
Manufacturing inputs - Africa	<u>18,61</u>	
	<u>8</u>	16,079
Manufacturing inputs - Other	<u>16,84</u>	11,60
	<u>7</u>	<u>5</u>
Manufacturing inputs - Total	<u>35,46</u>	<u>27,68</u>
	<u>5</u>	<u>4</u>
Total Import and Distribution	<u>79,00</u>	
<i>Property</i>	<u>3</u>	81,171
Total continuing operations	<u>1,994</u>	<u>1,834</u>
	<u>80,997</u>	<u>83,005</u>
	31 Mar	31 Mar
	2025	2024
	US\$0	
	00	US\$000
Discontinued operations		
<i>Property</i>	-	1,549
		26,18
<i>Tool and Machinery</i>	<u>3,968</u>	<u>1</u>
	<u>3,968</u>	<u>27,730</u>
Total continuing and discontinued operations	<u>84,965</u>	<u>110,735</u>

Segment assets consist of investment properties, property, plant and equipment, inventories and receivables and exclude investments, cash and tax balances. Segment liabilities are operating liabilities and exclude items such as taxation and borrowings. Unallocated assets and liabilities are investments, holding company assets and liabilities, cash balances, taxation and borrowings. Capital expenditure comprises improvements and additions to investment properties and property, plant and equipment.

Segmental analysis of net assets	Assets US\$000	Liabilities US\$000	Net assets US\$000	Capital Expenditure US\$000	Depreciation/a mortisation US\$000
31 March 2025					
Import and distribution	29,879	(7,934)	21,945	5	(12)
Property	9,593	(368)	9,225	662	(13)
Unallocated (including investments, cash, tax and debt)	64,593	(8,127)	56,466	-	-
Consolidated total	104,065	(16,429)	87,636	667	(25)

31 March 2024					
Import and distribution	26,282	(5,404)	20,878	2	(17)
Property	9,921	(512)	9,409	29	(9)
Unallocated (including investments, cash, tax and debt)	66,733	(14,643)	52,090	-	-
	102,936	(20,559)	82,377	31	(26)
Discontinued operations – held for sale	18,366	(10,178)	8,188	320	(397)
Consolidated total	121,302	(30,737)	90,565	351	(423)

Secondary Reporting format – geographical segments

The Group operates in the following geographic areas:

Europe	Location for part of the Group's import and distribution business, the non-trading parent company and most of the Group's investment portfolio.
South Africa	Location for part of the Group's import and distribution business and part of the Group's property portfolio.

Assets and Liabilities are shown by the geographical area in which the assets are located. Non-current assets exclude investments and deferred tax.

Segmental analysis at 31 March 2025	Group revenue US\$000	Non-Current assets US\$000	Total Assets US\$000	Total Liabilities US\$000
Europe	34,542	1,921	84,225	(7,639)
United States	-	-	-	(71)
Total outside South Africa	34,542	1,921	84,225	(7,710)
South Africa	46,455	10,034	19,840	(8,719)
Total on continuing operations	80,997	11,955	104,065	(16,429)
Discontinued operations				
South Africa	3,968	-	-	-
Total	84,965	11,955	104,065	(16,429)

Segmental analysis at 31 March 2024	Group revenue US\$000	Non-current assets US\$000	Total Assets US\$000	Total Liabilities US\$000
Europe	41,800	81	83,244	(3,627)
United States	-	-	180	(6,948)
Total outside South Africa	41,800	81	83,424	(10,575)
South Africa	41,205	9,710	19,512	(9,984)
Total on continuing operations	83,005	9,791	102,936	(20,559)

Discontinued operations

United States	1,549	-	-	-
South Africa	26,181	-	18,366	(10,178)
Total	<u>110,735</u>	<u>9,791</u>	<u>121,302</u>	<u>(30,737)</u>

2. OTHER INCOME

	31 Mar 2025 US\$000	31 Mar 2024 US\$000
Net fair value adjustment on investments	-	567
Dividend income	913	1,030
Interest income	2,278	1,215
Gain on bargain purchase	227	-
Settlement claim	-	1,332
Other income	144	239
Net gain on disposal of investments	615	1,205
Net exchange gains	-	898
Total other income from continuing operations	<u>4,177</u>	<u>6,486</u>
Other income from discontinued operations	9	823
Net gain on sale of investment property in discontinued operations	-	6,172
Total	<u>4,186</u>	<u>13,481</u>

3. OTHER EXPENSES

	31 Mar 2025 US\$000	31 Mar 2024 US\$000
Freight and distribution	(1,871)	(1,944)
Legal and professional fees	(157)	(649)
Net fair value adjustments on investment property (see note 10)	(630)	(5)
Net fair value adjustment on investments	(2,180)	-
Net fair value adjustment on derivative instruments	(252)	(26)
Net fair value adjustment on loan receivable	(57)	-
Exchange losses	(661)	-
Marketing and sales expenses	(741)	(772)
Impairment of assets	(1)	(1,693)
Audit related	(336)	(300)
Insurance	(143)	(95)
Computer cost	(171)	(114)
Loss allowance	(56)	(1,115)
Administration and other expenses *	(2,578)	(2,384)
Total other expenses from continuing operations	<u>(9,834)</u>	<u>(9,097)</u>
Other expenses from discontinued operations	(1,087)	(6,957)
Total	<u>(10,921)</u>	<u>(16,054)</u>

*Admin and other expenses consist of various immaterial balances and therefore are not further split in the note.

4. DISCONTINUED OPERATIONS

a) Monteagle Inc

In March 2024, the Group sold its investment property in California, US, for consideration of US\$26.5m. The property is reported in the current and prior period as a discontinued operation.

Financial information relating to the discontinued operation for the period to date of disposal is presented below:

	11m to Feb 2024 US\$000
Comprehensive income	
Revenue	1,549
Other Income	6,274
Operating and other expenses	(1,287)
Finance costs	(189)
Profit before tax	6,347
Taxation	(1,955)
Profit after tax from discontinued operations	<u>4,392</u>
Cash flows from discontinued operations	
Operating activities	431
Investment activities	25,997
Financing activities	(26,353)
Net cash inflows on discontinued operations	<u>75</u>

The net gain from the disposal of the investment property, after taking into account direct costs of \$503,000, is \$6,172,000.

Consideration	26,500
Direct costs	(503)
Fair value of investment property	<u>(19,825)</u>
Net gain on sale of investment property	<u>6,172</u>

As a result of the sale of the investment property, the Group has decided to exit the US market and is in a process of winding down its US subsidiary, Monteagle Inc.

a) Monteagle Merchant Group Southern Holdings Propriety Ltd

On 3 June 2024 the Group finalised the sale of its subsidiary Monteagle Merchant Group Southern Holdings Proprietary Limited which owns 50% of L&G Tools in South Africa. Marshall Monteagle PLC realised a loss on sale of the discontinued operation of US\$1,450,000. As at 31 March 2024 US\$1,289,000 of this loss was already provided as part of the impairment of the disposal group recorded in the consolidated financial statements of the Group. The additional loss on sale of US\$161,000 is recognised as part of discontinued operations in the Statement of Total Comprehensive Income as at 31 March 2025.

	31 Mar 2024 US\$000
Assets held for sale	
Property, plant and equipment	4,375
Right of use asset	455
Trade and other receivables	13,301
Cash and cash equivalents	235
	<u>18,366</u>
Liabilities held for sale	
Trade and other payables	<u>(10,178)</u>
Net assets held for sale	<u>8,188</u>
Liabilities held for sale	
Trade and other payables	<u>(10,178)</u>
Net assets held for sale	<u>8,188</u>

Financial information relating to the discontinued operation for the period to date is presented below.

	2m to 31 May 2025 US\$000	12m to 31 Mar 2024 US\$000
Comprehensive loss		
Revenue	3,968	26,181
Other Income	9	721
Cost of finished goods, raw materials and consumables	(2,441)	(16,148)
Employee benefit expenses	(415)	(3,666)
Operating and other expenses	(1,129)	(5,893)
Loss on re-measuring of a disposal group	-	(2,577)
Finance costs	(92)	(1,486)
Loss before tax	<u>(100)</u>	<u>(2,868)</u>
Taxation	-	46
Loss after tax from discontinued operations	<u>(100)</u>	<u>(2,822)</u>
Cash flows from discontinued operations		
Operating activities	33	875
Investment activities	-	(269)
Financing activities	(92)	(634)
Net cash outflows on discontinued operations	(59)	(28)

The net loss from disposal of the Monteagle Merchant Group Southern Holdings Proprietary Limited subsidiary is US\$161,000.

Fair value of consideration	2,453
Net asset value attributable to owners of the parent	<u>(2,614)</u>
Net loss on sale of subsidiary	<u>(161)</u>

5. EARNINGS AND HEADLINE EARNINGS PER SHARE

Earnings per share and headline earnings per share are based on the result attributable to shareholders of the Group and on the weighted average of shares in issue of 35,857,512 (2024 – 35,857,512). There are no dilutive instruments in issue.

	31 Mar 2025	31 Mar 2024
Basic earnings per share on continuing operations	US\$1.6c	US\$6.4c
Basic (loss)/earnings per share on discontinued operations	US\$(0.6)c	US\$8.2c
Basic and fully diluted earnings per share	<u>US\$1.0c</u>	<u>US\$14.6c</u>
Headline basic earnings per share on continuing operations	US\$2.3c	US\$6.4c
Headline basic loss per share on discontinued operations	US\$(0.1)c	US\$(0.6)c
Headline basic and fully diluted earnings per share on continuing and discontinued operations	<u>US\$2.2c</u>	<u>US\$5.8c</u>
	US\$'000	US\$'000
Basic earnings on continuing operations	565	2,278
Share of (loss)/earnings on discontinued operations	(211)	2,972
Basic earnings on continuing and discontinued operations	<u>354</u>	<u>5,250</u>

	Gross US\$000	Tax US\$000	2025 Net US\$000
Reconciliation between basic and headline earnings			
Basic earnings on continuing operations			565
<i>Adjusted for: -</i>			
Fair value adjustments on investment property revaluation	630	(136)	494
Net impairment of non-current asset	1	-	1
Gain on bargain purchase	(227)	-	(227)
Headline earnings on continuing operations			<u>833</u>
Basic earnings on continuing and discontinued operations			354
<i>Adjusted for: -</i>			
Fair value adjustments on investment property revaluation	630	(136)	494
Net impairment of non-current asset	1	-	1
Gain on bargain purchase	(227)	-	(227)
Loss on disposal of discontinued operation	161	-	161
Headline earnings on continuing and discontinued operation			<u>783</u>

	Gross US\$000	Tax US\$000	31 Mar 2024 Net US\$000
Reconciliation between basic and headline earnings			
Basic earnings on continuing operations			2,278
<i>Adjusted for: -</i>			
Fair value adjustments on investment property revaluation	5	(1)	4
Net impairment of non-current asset	1	-	1
Headline earnings on continuing operations			<u>2,283</u>

	Gross US\$000	Tax US\$000	31 Mar 2024 Net US\$000
Reconciliation between basic and headline earnings			
Basic earnings on continuing and discontinued operations			5,250
<i>Adjusted for: -</i>			
Fair value adjustments on investment property revaluation	5	(1)	4
Profit on disposal of investment properties	(6,172)	1,706	(4,466)
Loss on disposal of non-current assets	16	-	16
Loss on re-measuring of a disposal group	1,288	-	1,288
Net impairment of non-current asset	1	-	1
Headline loss continuing and discontinued operation			<u>2,093</u>

6. INVESTMENTS

	31 Mar 2025 US\$000	31 Mar 2024 US\$000
Listed investments		
Balance brought forward	23,078	29,044
Translation adjustment		
	<u>2</u>	(188)
	23,080	28,856
Additions	33,240	22,549
Disposals	(23,038)	(27,479)
Translation adjustment – current period	1	-
Fair value adjustments	(2,215)	530
Fair value adjustments realised on disposal	(907)	(1,378)
Balance carried forward	<u>30,161</u>	<u>23,078</u>
	31 Mar 2025 US\$000	31 Mar 2024 US\$000
Derivatives – Put options (classified as current liabilities in 2025)		
Balance brought forward	(151)	-
Reclassified to current liabilities	151	
Additions	-	(125)
Fair value adjustments	-	(26)
	<u>-</u>	<u>(151)</u>
Unlisted investment		
Balance brought forward	1,762	3,417
Fair value adjustments	34	37
Impairment	-	(1,692)
Balance carried forward	<u>1,796</u>	<u>1,762</u>
Net book value	<u>31,957</u>	<u>24,689</u>

In 2024 the Group expanded its investment activities to trading in put options over the shares of large companies. At 31 March 2024 these were included within the investments note, but they have been split out and shown separately under liabilities for the year ended 31 March 2025 due to the increasing volume of these transactions. The liabilities represent the cost of closing out the put options that have been sold by the Group.

	31 Mar 2025	31 Mar 2024
	US\$000	US\$000
Geographical analysis		
Investments listed in:		
UK	7,741	7,821
USA	18,714	9,988
Europe	1,999	3,765
Switzerland	669	1,281
South Africa	1,038	72
	30,161	22,927
Unlisted in Europe	1,796	1,762
	31,957	24,689

A portion of the Parent Company's listed portfolio investments, with a value of US\$29,124,000 (2024 – US\$23,004,000) is pledged to secure an overdraft facility of US\$17,474,400 (2024 – US\$12,633,000), of which US\$ Nil (2024 – US\$ Nil) is drawn at the reporting date.

The Group owns 1,641,309 Ordinary Shares in Heartstone Inns Ltd (14.7%) (2024 – 1,641,309 Ordinary shares). The properties, owned by Heartstone Inns, were revalued at 31 December 2024. This unlisted investment is carried at fair value of US\$1,796,000 (2024 - US\$1,762,000) which is calculated based on the latest internal share trading scheme price of \$1.09 at 31 March 2025 (2024 - based on internal share trading scheme price of \$1.07). Further information about Heartstone Inns is available from its website: www.heartstoneinns.co.uk.

7. FINANCIAL INSTRUMENTS

IFRS 13 requires disclosure of fair value measurements under the following hierarchy:

Financial assets and liabilities are classified in their entirety into one of the three levels determined on the basis of the lowest input that is significant to the fair value measurement.

Listed prices (unadjusted) in active markets for identical assets or liabilities – Level 1

Values other than listed prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) – Level 2

Values for the asset or liability that are not based on observable market data (that is unobservable inputs) – Level 3.

The categories of financial instruments used by the Company are:

	Fair Value Hierarchy Level	31 Mar 2025	31 Mar 2024
		US\$000	US\$000
Financial assets			
<i>At fair value through Profit or Loss</i>			
Investments – listed	1	30,161	23,078
Investments – unlisted	3	1,796	1,762
Investments – derivatives	1	(1,203)	(151)
Forward foreign exchange contracts in Other financial assets	2	89	32
<i>At amortised cost</i>			
Accounts receivable – non-current	n/a	1,840	80
Accounts receivable - current	n/a	17,458	14,133
Cash at bank in Cash and cash equivalents	n/a	5,043	11,794
Money market funds in Cash and cash equivalents	n/a	25,306	30,000

Financial liabilities

At amortised cost

Trade and other payables – current –	n/a	8,801	6,147
Bank overdrafts	n/a	5,128	6,339

The fair value of forward foreign exchange contracts is determined by market value quotes received from independent financial institutions.

The carrying value of loans receivable in more than one year approximates to their fair values.

8. CASH AND CASH EQUIVALENTS

Analysis of net funds	2024	Exchange	Cash Flow	2025
	US\$000	movements US\$000	movement US\$000	US\$000
Cash at bank and in hand	11,794	106	(6,856)	5,044
Money market funds	30,000	-		25,305
	41,794	106	(4,695)	30,349
Bank overdrafts	(6,339)	(182)	(11,551)	(5,128)
	35,455	(76)	1,393	25,221
			(10,158)	

9. EVENTS AFTER THE REPORTING DATE

The Directors have approved the payment of a second interim dividend of US\$2.0 cents, (2024 –interim dividend of US\$1.9 cents) making a total of US\$4.0 cents (2024 – US\$3.9 cents) for the period. Details and salient dates of the final dividend were published on 27 June 2025.

A former customer of the import and distribution business has commenced legal proceedings in Dubai against a subsidiary. The court has found in our favour in the first instance and twice on appeal. The claimant has appealed once again and the result of this appeal is expected shortly. No provision has been made for any payment that might result from this claim.

Subsequent to the period ending 31 March 2025 management engaged a proposal to locate a buyer for an investment property situated in Durban, South Africa. This property is currently owned by the Monteagle Property Holdings Proprietary Limited subsidiary. A potential buyer has been identified with finalisation of the sale agreement still pending as at the date of release of this set of results.

10. BASIS OF PREPARATION

These Consolidated Financial Statements, which give a true and fair view, have been prepared in accordance with IFRS[®] Accounting Standards (“IFRS”), issued by the International Accounting Standards Board (IASB), the SAICA Financial Reporting Guides as issued by the Accounting Practice Commission and the Financial Reporting Pronouncements as issued by the Financial Reporting Council, JSE Listings Requirements and in accordance with Article 105 of the Companies (Jersey) Law, 1991.

The consolidated financial statements have been prepared on the historical cost basis except for the revaluation of certain commercial and investment properties and financial instruments which are measured at fair value. The material accounting policies of the Group, which are set out in the financial accounts, comply with IFRS in all respects and with Jersey legal requirements. These policies have been consistently applied.

Going Concern

The Directors have established that: there have been no significant events that are not in the ordinary course of business since the reporting date except for the sale of Monteagle Merchant Group Southern Holdings Ltd; all borrowing facilities are still in place; the substantial liquid resources held in cash and in the share portfolios are still available; and that there has been no major capital expenditure nor acquisitions since the reporting date. The forecasts and projections of the entities in the Group, taking account of (i) reasonably possible declines in revenue; (ii) rate of inflation and rising costs; (iii) the Group's bank covenants and liquidity headroom taking into account expected dividends, shows that the Company and other Group entities would be able to operate with appropriate liquidity and be able to meet their liabilities as they fall due. The Group will also be in a position to meet all its obligations for at least twelve months from the approval of these consolidated financial statements. The Directors therefore believe that the going concern basis is appropriate for the Group.

Responsibility Statement

The Directors take full responsibility for the preparation of these summarised audited results and confirm that the financial information therein has been correctly extracted from the underlying audited annual financial statements.

Audit Report

The summarised audited results for the year ended 31 March 2025 was prepared under the supervision of the Financial Director, Mr E.J. Beale. Although these financial results were themselves not audited they are extracted from the consolidated and company annual financial statements which were audited by Grant Thornton Limited who issued an unmodified audit opinion on the financial statements. Their audit opinion, together with the audited annual financial statements, can be viewed at www.city-group.com/london-finance-investment-group-plc/marshall-monteagle-plc/. The Company's Annual Report, containing its audited annual financial statements and notice of annual general meeting, will be mailed to shareholders on or before the 11th July 2025.

27 June 2025
Johannesburg

JSE Sponsor to the Company



Questco Corporate Advisory Proprietary Limited